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Page 1 of * 27

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. * SR 2026 - * 021

Amendment No. (req. for Amendments *)

Filing by Cboe C2 Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * ☒	Amendment * ☐	Withdrawal ☐	Section 19(b)(2) * ☐	Section 19(b)(3)(A) * ☒	Section 19(b)(3)(B) * ☐
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Pilot

☐Extension of Time Period for
Commission Action *☐

Date Expires *

Rule

☐

19b-4(f)(1)

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19b-4(f)(4)

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19b-4(f)(2)

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19b-4(f)(5)

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19b-4(f)(3)

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19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *

☐

Section 806(e)(2) *

☐Security-Based Swap Submission pursuant to the
Securities Exchange Act of 1934

Section 3C(b)(2) *

☐

Exhibit 2 Sent As Paper Document

☐

Exhibit 3 Sent As Paper Document

☐**Description**

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

The Exchange proposes to amend its Fees Schedule.

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Laura Last Name * Dickman

Title * VP, Associate General Counsel

E-mail * ldickman@cboe.com

Telephone * (312) 786-7572

Fax

SignaturePursuant to the requirements of the Securities Exchange of 1934, Cboe C2 Exchange, Inc.
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 08/13/2026

(Title *)

By Laura G. Dickman

(Name *)

VP, Associate General Counsel

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Laura Dickman

Date: 2026.08.13
14:42:14 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS website.

Form 19b-4 Information *

Add Remove View

26-021 19b-4 (C2 - ORF 07012026) -

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

26-021 Exhibit 1 (C2 - ORF 07012026)

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2- Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

☐

Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

☐

Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

26-021 Exhibit 5 (C2 - ORF 07012026)

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Item 1. Text of the Proposed Rule Change

(a) Cboe C2 Exchange, Inc. (the “Exchange” or “C2 Options”) proposes to amend its Fees Schedule relating to the Options Regulatory Fee (“ORF”). The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s Chief Regulatory Officer pursuant to delegated authority approved the proposed rule change on June 29, 2026.

(b) Please refer questions and comments on the proposed rule change to Patrick Sexton Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Laura Dickman, (312) 786-7572, Cboe C2 Exchange, Inc., 433 West Van Buren Street, Chicago, Illinois 60607.

Item 3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

On December 2, 2025, the Exchange adopted a new methodology for the assessment and collection of an On-Exchange ORF whereby ORF is assessed by the Exchange only for options transactions that occur on the Exchange that clear in the

customer¹ range at The Options Clearing Corporation (“OCC”).² In its filing, the Exchange set forth a July 1, 2026 implementation date for the new methodology. The Exchange proposes to increase ORF from \$0.0003 per contract side under the current method that assesses ORF to all customer range transactions regardless of the Exchange on which it occurs to \$0.01417 per contract side under the new method that assesses ORF to all customer range transactions that occur on the Exchange only, effective July 1, 2026.³ The Exchange is also proposing nonsubstantive changes to the fees schedule to clarify its description of ORF and delete outdated language (as further described below).⁴

Beginning July 1, 2026, ORF is assessed by the Exchange to each Trading Permit Holder (“TPH”) on each side of a transaction for options transactions cleared by OCC in the customer range at OCC for executions that occur on the Exchange. The ORF is collected by OCC on behalf of the Exchange from the Clearing Trading Permit Holder (“CTPH”) that was the clearing firm for the transaction or a non-TPH that was the clearing

¹ ORF is assessed by the Exchange and collected via OCC on behalf of the Exchange on executions for the account of Public Customers, including Professionals, and Broker-Dealers including Foreign Broker-Dealers. These market participants clear in the “C” range at OCC. On the Exchange, a “Public Customer” means a person that is not a broker or dealer in securities and includes Professionals. A “Professional” is any person or entity that (a) is not a broker or dealer in securities, and (b) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). Executions for the account of an OCC clearing member firm proprietary account, joint back office account clearing in the Firm range, or account of a market maker clearing in the Market Maker range are not charged an ORF.

² See Securities Exchange Act Release No. 104395 (December 15, 2025), 90 FR 59242 (December 18, 2025) (SR-C2-2025-027).

³ Today, ORF is assessed by the Exchange to each Trading Permit Holder (“TPH”) for options transactions cleared by the TPH that are cleared by the OCC in the customer range, regardless of the exchange on which the transaction occurs. In other words, the Exchange imposes the ORF on all customer-range transactions cleared by a TPH, even if the transactions do not take place on the Exchange.

⁴ The Exchange initially filed the proposed rule change on June 29, 2026 (SR-C2-2026-018). On August 13, 2026, the Exchange withdrew that filing and submitted this proposal.

firm, where a CTPH was the executing clearing firm for the transaction and a TPH was the executing firm for the transaction.⁵

Revenues generated from ORF, when combined with all of the Exchange's other regulatory fees and fines, are designed to recover a material portion of the regulatory costs to the Exchange of the supervision and regulation of TPH customer options business, including performing routine surveillances, investigations, examinations, financial monitoring, and policy, rulemaking, interpretive, and enforcement activities. Regulatory costs include direct regulatory expenses⁶ and certain indirect expenses in support of the regulatory function.⁷ Indirect expenses are estimated to be approximately 24% of the Exchange's total regulatory costs for 2026. Thus, direct expenses are estimated to be approximately 76% of total regulatory costs for 2026. In addition, it is the Exchange's practice that revenue generated from ORF not exceed 75% of total regulatory costs. These expectations are estimated, preliminary and may change. There can be no assurance that our final costs for 2026 will not differ materially from these expectations and prior practice; however, the Exchange believes that revenue generated from ORF, when combined with all of the Exchange's other regulatory fees and fines, will cover a material portion, but not all, of the Exchange's regulatory costs.

⁵ The current language in the fees schedule states ORF is collected by OCC on behalf of the Exchange from the CTPH or a non-CTPH on each side of the transaction that ultimately clears the transaction. The Exchange proposes to revise this language as set forth above. The Exchange believes the proposed language provides additional clarity regarding how ORF is collected, but has no impact on that process. The proposed rule change also deletes the language regarding the reimbursement of routing brokers for linkage transactions, as that is no longer applicable given ORF applies only to on-Exchange transactions. The proposed rule change also updates outdated references of "Clearing Participant" to "Clearing Trading Permit Holder."

⁶ Direct expenses include in-house and third-party service provider costs to support the day-to-day regulatory work such as surveillances, investigations, and examinations.

⁷ Indirect expenses include support from areas such as human resources, legal, compliance, information technology, facilities and accounting.

The Exchange monitors its regulatory costs and revenues at a minimum on a semi-annual basis. If the Exchange determines regulatory revenues exceed or are insufficient to cover a material portion of its regulatory costs in a given year, the Exchange will adjust the ORF by submitting a fee change filing to the Securities and Exchange Commission (the “Commission”). The Exchange also notifies TPHs of adjustments to the ORF via an Exchange Notice, including for the change being proposed herein.⁸ Based on the Exchange’s review of regulatory costs and revenues in preparation for implementation of the new On-Exchange ORF, the Exchange is proposing to increase the amount of ORF that will be collected by the Exchange from \$0.0003 per contract side on all customer range transactions regardless of the Exchange on which the transaction executed to \$0.01417 per contract side for only those transactions that execute on the Exchange and clear in the customer range.

The Exchange will continue to monitor the amount of revenue collected from the ORF to ensure that it, in combination with its other regulatory fees and fines, does not exceed the Exchange’s total regulatory costs.

The Exchange also proposes to delete the provision stating that the Exchange uses reports from OCC when assessing and collecting the ORF. The Exchange currently uses its own reports when assessing and collecting the ORF, so the current language is outdated. Additionally, the Exchange proposes to delete the provision requiring TPHs to provide the Exchange with a complete list of its OCC clearing numbers and keep such information up to date with the Exchange. The Exchange currently receives from OCC on a daily basis

⁸ See Exchange Notice, C2026052000 “Cboe Options Exchanges Regulatory Fee Update Effective July 1, 2026” (May 20, 2026).

TPHs' OCC clearing numbers, so the Exchange no longer needs TPHs to separately provide the Exchange with this information.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁹ Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act¹⁰, which provides that Exchange rules may provide for the equitable allocation of reasonable dues, fees, and other charges among its TPHs and other persons using its facilities. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹¹ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes the proposed fee change is reasonable because it would permit the Exchange to collect revenue from the ORF, in combination with other regulatory fees and fines, in a manner that would help offset, but not exceed, the Exchange's total regulatory costs. As discussed, the Exchange has designed the ORF to generate revenues that would be less than or equal to 75% of the Exchange's regulatory costs, which is consistent with the practice across the options industry and the view of the Commission that regulatory fees be used for regulatory purposes and not to support the Exchange's business side. The Exchange determined to modify the ORF rate in conjunction with

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(4).

¹¹ 15 U.S.C. 78f(b)(5).

implementation of the On-Exchange ORF,¹² a new methodology for assessment and collection of ORF, and after its review of its regulatory costs and regulatory revenues, which includes revenues from ORF and other regulatory fees and fines. When taking into account recent options volume, coupled with the anticipated regulatory fees and anticipated reductions in other regulatory fees, the Exchange believes it's reasonable to increase the ORF rate from \$0.0003 per contract side on all customer range transactions regardless of the Exchange on which the transaction executed to \$0.01417 per contract side for only those transactions that execute on the Exchange and clear in the customer range. Particularly, the proposed change is reasonable as it would offset the anticipated increased regulatory costs, while still not exceeding 75% of the Exchange's total regulatory costs.

As noted above, the Exchange will also continue to monitor on at least a semi-annual basis the amount of revenue collected from the ORF, even as amended, to ensure that it, in combination with its other regulatory fees and fines, does not exceed the Exchange's total regulatory costs. If the Exchange determines regulatory revenues would exceed its regulatory costs in a given year, the Exchange will reduce the ORF by submitting a fee change filing to the Commission.¹³

The Exchange also believes the proposed change is reasonable, equitable and not unfairly discriminatory in that it is charged to all Exchange transactions that clear in the customer range at the OCC. The Exchange believes On-Exchange ORF it is fair and reasonable to assess a specific fee to those TPHs that require more Exchange regulatory

¹² See Securities Exchange Act Release No. 104395 (December 15, 2025), 90 FR 59242 (December 18, 2025) (SR-C2-2025-027).

¹³ Consistent with Rule 2.2 (Regulatory Revenue), the Exchange notes that should excess ORF revenue be collected prior to any reduction in an ORF rate, such excess revenue will not be used for nonregulatory purposes.

services based on the amount of customer options business they conduct. Over recent years, options trading volume has increased with a growing percentage of the volume applicable to customer transactions. Customers trading on the Exchange (through a TPH) benefit from the protections of a robust regulatory program, including the maintenance of fair and orderly markets and protections against fraud and other manipulation. The Exchange believes it is equitable and not unfairly discriminatory to assess a regulatory fee to transactions that clear in the customer range to cover regulatory costs, but not to transactions clearing in the Firm or Market Maker range because CTPHs and Market Maker TPHs (who clear in the Firm and Market Maker range, respectively), as those market participants are generally subject to other Exchange fees, fines and obligations. For example, CTPHs and Market Maker TPHs are required to pay Exchange application fees, permit fees, and connectivity fees, amongst others. In addition, all fines issued by the Exchange for regulatory infractions are assessed only to TPHs and would be applied to regulatory revenues. As with today's ORF, the Exchange expects that CTPHs from whom On-Exchange ORF is collected will pass through the fee to their customers (as the Exchange understands occurs today). In addition, Market Makers are subject to various quoting and other obligations so that they provide stable and liquid markets, which benefit all market participants including customers. Excluding Market Maker transactions from On-Exchange ORF will allow Market Makers to manage their costs more effectively thus enabling them to better allocate resources toward technology, risk management, and capacity to ensure continued liquidity provision.

In addition to the overall increase in customer-range activity, regulating customer trading activity is much more labor intensive and requires greater expenditure of human

and technical resources than regulating non-customer trading activity, which tends to be more automated and less labor-intensive. For example, there are costs associated with main office and branch office examinations (e.g., staff and travel expenses), as well as investigations into customer complaints and the terminations of registered persons. As a result, the costs associated with administering the customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-customer component (e.g., TPH proprietary transactions) of its regulatory program.¹⁴ While the Exchange notes that it has broad regulatory responsibilities with respect to its TPHs' activities, irrespective of where their transactions take place, the Exchange believes it is reasonable to assess the proposed fee to only those transactions occurring on the Exchange.

The Exchange also believes the proposed rule change is equitable and not unfairly discriminatory because the On-Exchange ORF model more narrowly tailors the fee to products and transactions with a direct connection to the Exchange. Today, a customer transaction may be assessed an ORF from every options exchange totaling as much as \$0.023 per transaction per side.¹⁵ While the Exchange's proposed ORF rate under the On-Exchange ORF model of \$0.01417 is higher than its current ORF rate of \$0.0003 under the current model, beginning July 1, 2026, the Exchange understands all U.S. options exchanges will implement a similar on-exchange model, and ORF rates may decrease for individual transactions overall because the proposed On-Exchange ORF will avoid

¹⁴ If the Exchange changes its method of funding regulation or if circumstances otherwise change in the future, the Exchange may decide to modify the ORF or assess a separate regulatory fee on TPH proprietary transactions if the Exchange deems it advisable.

¹⁵ As of June 1, 2026.

overlapping ORFs that would otherwise be assessed by the Exchange and other options exchanges that also assess an ORF. Beginning July 1, 2026, transactions that would clear in the customer range occurring on other exchanges would no longer be subject to an ORF assessed by the Exchange.

The Exchange believes the proposed nonsubstantive changes to the rule text will protect investors and the public interest, as it provides additional clarity regarding how ORF is collected and deletes outdated language, but has no impact on that process and thus will have no impact on customers.

Item 4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. This proposal does not create an unnecessary or inappropriate intramarket burden on competition because ORF applies to all customer activity on the Exchange, thereby raising regulatory revenue to offset regulatory expenses. It also supplements the regulatory revenue derived from non-customer activity. The Exchange notes, however, the proposed change is not designed to address any competitive issues. Indeed, this proposal does not create an unnecessary or inappropriate intermarket burden on competition because it is a regulatory fee that supports regulation in furtherance of the purposes of the Act. The Exchange is obligated to ensure that the amount of regulatory revenue collected from the ORF, in combination with its other regulatory fees and fines, does not exceed regulatory costs.

The proposed nonsubstantive changes have no impact on competition.

Item 5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received written comments on the proposed rule change.

Item 6. Extension of Time Period for Commission Action

Not applicable.

Item 7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act¹⁶ and Rule 19b-4(f)(2)¹⁷ thereunder.

(b) The Exchange designates that the proposed rule change establishes or changes a due, fee, or other charge imposed by the Exchange, which renders the proposed rule change effective upon filing with the Commission. At any time within 60 days of the filing of this proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

(c) Not applicable.

(d) Not applicable.

¹⁶ 15 U.S.C. 78s(b)(3)(A).

¹⁷ 17 CFR 240.19b-4(f)(2).

Item 8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on a rule either of another self-regulatory organization or of the Commission.

Item 9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

Item 10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

Item 11. Exhibits

Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.

Exhibit 5. Proposed rule text.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-C2-2026-021]

[Insert date]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend its Fees Schedule Relating to the Options Regulatory Fee (“ORF”)

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on [insert date], Cboe C2 Exchange, Inc. (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

Cboe C2 Exchange, Inc. (the “Exchange” or “C2 Options”) proposes to amend its Fees Schedule relating to the Options Regulatory Fee (“ORF”). The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Commission’s website (<https://www.sec.gov/rules/sro.shtml>), the Exchange’s website (https://www.cboe.com/us/options/regulation/rule_filings/ctwo/), and at the principal office of the Exchange.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

On December 2, 2025, the Exchange adopted a new methodology for the assessment and collection of an On-Exchange ORF whereby ORF is assessed by the Exchange only for options transactions that occur on the Exchange that clear in the customer³ range at The Options Clearing Corporation ("OCC").⁴ In its filing, the Exchange set forth a July 1, 2026 implementation date for the new methodology. The Exchange proposes to increase ORF from \$0.0003 per contract side under the current method that assesses ORF to all customer range transactions regardless of the Exchange on which it occurs to \$0.01417 per contract side under the new method that assesses ORF to all customer range transactions that occur on the Exchange only, effective July 1, 2026.⁵ The

³ ORF is assessed by the Exchange and collected via OCC on behalf of the Exchange on executions for the account of Public Customers, including Professionals, and Broker-Dealers including Foreign Broker-Dealers. These market participants clear in the "C" range at OCC. On the Exchange, a "Public Customer" means a person that is not a broker or dealer in securities and includes Professionals. A "Professional" is any person or entity that (a) is not a broker or dealer in securities, and (b) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). Executions for the account of an OCC clearing member firm proprietary account, joint back office account clearing in the Firm range, or account of a market maker clearing in the Market Maker range are not charged an ORF.

⁴ See Securities Exchange Act Release No. 104395 (December 15, 2025), 90 FR 59242 (December 18, 2025) (SR-C2-2025-027).

⁵ Today, ORF is assessed by the Exchange to each Trading Permit Holder ("TPH") for options transactions cleared by the TPH that are cleared by the OCC in the customer range, regardless of the exchange on which the transaction occurs. In other words, the Exchange imposes the ORF on

Exchange is also proposing nonsubstantive changes to the fees schedule to clarify its description of ORF and delete outdated language (as further described below).⁶

Beginning July 1, 2026, ORF is assessed by the Exchange to each Trading Permit Holder (“TPH”) on each side of a transaction for options transactions cleared by OCC in the customer range at OCC for executions that occur on the Exchange. The ORF is collected by OCC on behalf of the Exchange from the Clearing Trading Permit Holder (“CTPH”) that was the clearing firm for the transaction or a non-TPH that was the clearing firm, where a CTPH was the executing clearing firm for the transaction and a TPH was the executing firm for the transaction.⁷

Revenues generated from ORF, when combined with all of the Exchange’s other regulatory fees and fines, are designed to recover a material portion of the regulatory costs to the Exchange of the supervision and regulation of TPH customer options business, including performing routine surveillances, investigations, examinations, financial monitoring, and policy, rulemaking, interpretive, and enforcement activities. Regulatory costs include direct regulatory expenses⁸ and certain indirect expenses in support of the regulatory function.⁹ Indirect expenses are estimated to be approximately 24% of the

all customer-range transactions cleared by a TPH, even if the transactions do not take place on the Exchange.

⁶ The Exchange initially filed the proposed rule change on June 29, 2026 (SR-C2-2026-018). On August 13, 2026, the Exchange withdrew that filing and submitted this proposal.

⁷ The current language in the fees schedule states ORF is collected by OCC on behalf of the Exchange from the CTPH or a non-CTPH on each side of the transaction that ultimately clears the transaction. The Exchange proposes to revise this language as set forth above. The Exchange believes the proposed language provides additional clarity regarding how ORF is collected, but has no impact on that process. The proposed rule change also deletes the language regarding the reimbursement of routing brokers for linkage transactions, as that is no longer applicable given ORF applies only to on-Exchange transactions. The proposed rule change also updates outdated references of “Clearing Participant” to “Clearing Trading Permit Holder.”

⁸ Direct expenses include in-house and third-party service provider costs to support the day-to-day regulatory work such as surveillances, investigations, and examinations.

⁹ Indirect expenses include support from areas such as human resources, legal, compliance,

Exchange's total regulatory costs for 2026. Thus, direct expenses are estimated to be approximately 76% of total regulatory costs for 2026. In addition, it is the Exchange's practice that revenue generated from ORF not exceed 75% of total regulatory costs. These expectations are estimated, preliminary and may change. There can be no assurance that our final costs for 2026 will not differ materially from these expectations and prior practice; however, the Exchange believes that revenue generated from ORF, when combined with all of the Exchange's other regulatory fees and fines, will cover a material portion, but not all, of the Exchange's regulatory costs.

The Exchange monitors its regulatory costs and revenues at a minimum on a semi-annual basis. If the Exchange determines regulatory revenues exceed or are insufficient to cover a material portion of its regulatory costs in a given year, the Exchange will adjust the ORF by submitting a fee change filing to the Securities and Exchange Commission (the "Commission"). The Exchange also notifies TPHs of adjustments to the ORF via an Exchange Notice, including for the change being proposed herein.¹⁰ Based on the Exchange's review of regulatory costs and revenues in preparation for implementation of the new On-Exchange ORF, the Exchange is proposing to increase the amount of ORF that will be collected by the Exchange from \$0.0003 per contract side on all customer range transactions regardless of the Exchange on which the transaction executed to \$0.01417 per contract side for only those transactions that execute on the Exchange and clear in the customer range.

information technology, facilities and accounting.

¹⁰ See Exchange Notice, C2026052000 "Cboe Options Exchanges Regulatory Fee Update Effective July 1, 2026" (May 20, 2026).

The Exchange will continue to monitor the amount of revenue collected from the ORF to ensure that it, in combination with its other regulatory fees and fines, does not exceed the Exchange's total regulatory costs.

The Exchange also proposes to delete the provision stating that the Exchange uses reports from OCC when assessing and collecting the ORF. The Exchange currently uses its own reports when assessing and collecting the ORF, so the current language is outdated. Additionally, the Exchange proposes to delete the provision requiring TPHs to provide the Exchange with a complete list of its OCC clearing numbers and keep such information up to date with the Exchange. The Exchange currently receives from OCC on a daily basis TPHs' OCC clearing numbers, so the Exchange no longer needs TPHs to separately provide the Exchange with this information.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹¹ Specifically, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act¹², which provides that Exchange rules may provide for the equitable allocation of reasonable dues, fees, and other charges among its TPHs and other persons using its facilities. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹³ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(4).

¹³ 15 U.S.C. 78f(b)(5).

The Exchange believes the proposed fee change is reasonable because it would permit the Exchange to collect revenue from the ORF, in combination with other regulatory fees and fines, in a manner that would help offset, but not exceed, the Exchange's total regulatory costs. As discussed, the Exchange has designed the ORF to generate revenues that would be less than or equal to 75% of the Exchange's regulatory costs, which is consistent with the practice across the options industry and the view of the Commission that regulatory fees be used for regulatory purposes and not to support the Exchange's business side. The Exchange determined to modify the ORF rate in conjunction with implementation of the On-Exchange ORF,¹⁴ a new methodology for assessment and collection of ORF, and after its review of its regulatory costs and regulatory revenues, which includes revenues from ORF and other regulatory fees and fines. When taking into account recent options volume, coupled with the anticipated regulatory fees and anticipated reductions in other regulatory fees, the Exchange believes it's reasonable to increase the ORF rate from \$0.0003 per contract side on all customer range transactions regardless of the Exchange on which the transaction executed to \$0.01417 per contract side for only those transactions that execute on the Exchange and clear in the customer range. Particularly, the proposed change is reasonable as it would offset the anticipated increased regulatory costs, while still not exceeding 75% of the Exchange's total regulatory costs.

As noted above, the Exchange will also continue to monitor on at least a semi-annual basis the amount of revenue collected from the ORF, even as amended, to ensure that it, in combination with its other regulatory fees and fines, does not exceed the

¹⁴ See Securities Exchange Act Release No. 104395 (December 15, 2025), 90 FR 59242 (December 18, 2025) (SR-C2-2025-027).

Exchange's total regulatory costs. If the Exchange determines regulatory revenues would exceed its regulatory costs in a given year, the Exchange will reduce the ORF by submitting a fee change filing to the Commission.¹⁵

The Exchange also believes the proposed change is reasonable, equitable and not unfairly discriminatory in that it is charged to all Exchange transactions that clear in the customer range at the OCC. The Exchange believes On-Exchange ORF it is fair and reasonable to assess a specific fee to those TPHs that require more Exchange regulatory services based on the amount of customer options business they conduct. Over recent years, options trading volume has increased with a growing percentage of the volume applicable to customer transactions. Customers trading on the Exchange (through a TPH) benefit from the protections of a robust regulatory program, including the maintenance of fair and orderly markets and protections against fraud and other manipulation. The Exchange believes it is equitable and not unfairly discriminatory to assess a regulatory fee to transactions that clear in the customer range to cover regulatory costs, but not to transactions clearing in the Firm or Market Maker range because CTPHs and Market Maker TPHs (who clear in the Firm and Market Maker range, respectively), as those market participants are generally subject to other Exchange fees, fines and obligations. For example, CTPHs and Market Maker TPHs are required to pay Exchange application fees, permit fees, and connectivity fees, amongst others. In addition, all fines issued by the Exchange for regulatory infractions are assessed only to TPHs and would be applied to regulatory revenues. As with today's ORF, the Exchange expects that CTPHs from whom

¹⁵ Consistent with Rule 2.2 (Regulatory Revenue), the Exchange notes that should excess ORF revenue be collected prior to any reduction in an ORF rate, such excess revenue will not be used for nonregulatory purposes.

On-Exchange ORF is collected will pass through the fee to their customers (as the Exchange understands occurs today). In addition, Market Makers are subject to various quoting and other obligations so that they provide stable and liquid markets, which benefit all market participants including customers. Excluding Market Maker transactions from On-Exchange ORF will allow Market Makers to manage their costs more effectively thus enabling them to better allocate resources toward technology, risk management, and capacity to ensure continued liquidity provision.

In addition to the overall increase in customer-range activity, regulating customer trading activity is much more labor intensive and requires greater expenditure of human and technical resources than regulating non-customer trading activity, which tends to be more automated and less labor-intensive. For example, there are costs associated with main office and branch office examinations (e.g., staff and travel expenses), as well as investigations into customer complaints and the terminations of registered persons. As a result, the costs associated with administering the customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-customer component (e.g., TPH proprietary transactions) of its regulatory program.¹⁶ While the Exchange notes that it has broad regulatory responsibilities with respect to its TPHs' activities, irrespective of where their transactions take place, the Exchange believes it is reasonable to assess the proposed fee to only those transactions occurring on the Exchange.

¹⁶ If the Exchange changes its method of funding regulation or if circumstances otherwise change in the future, the Exchange may decide to modify the ORF or assess a separate regulatory fee on TPH proprietary transactions if the Exchange deems it advisable.

The Exchange also believes the proposed rule change is equitable and not unfairly discriminatory because the On-Exchange ORF model more narrowly tailors the fee to products and transactions with a direct connection to the Exchange. Today, a customer transaction may be assessed an ORF from every options exchange totaling as much as \$0.023 per transaction per side.¹⁷ While the Exchange's proposed ORF rate under the On-Exchange ORF model of \$0.01417 is higher than its current ORF rate of \$0.0003 under the current model, beginning July 1, 2026, the Exchange understands all U.S. options exchanges will implement a similar on-exchange model, and ORF rates may decrease for individual transactions overall because the proposed On-Exchange ORF will avoid overlapping ORFs that would otherwise be assessed by the Exchange and other options exchanges that also assess an ORF. Beginning July 1, 2026, transactions that would clear in the customer range occurring on other exchanges would no longer be subject to an ORF assessed by the Exchange.

The Exchange believes the proposed nonsubstantive changes to the rule text will protect investors and the public interest, as it provides additional clarity regarding how ORF is collected and deletes outdated language, but has no impact on that process and thus will have no impact on customers.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. This proposal does not create an unnecessary or inappropriate intramarket burden on competition because ORF applies to all customer activity on the Exchange, thereby raising

¹⁷ As of June 1, 2026.

regulatory revenue to offset regulatory expenses. It also supplements the regulatory revenue derived from non-customer activity. The Exchange notes, however, the proposed change is not designed to address any competitive issues. Indeed, this proposal does not create an unnecessary or inappropriate intermarket burden on competition because it is a regulatory fee that supports regulation in furtherance of the purposes of the Act. The Exchange is obligated to ensure that the amount of regulatory revenue collected from the ORF, in combination with its other regulatory fees and fines, does not exceed regulatory costs.

The proposed nonsubstantive changes have no impact on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received written comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁸ and paragraph (f) of Rule 19b-4¹⁹ thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will

¹⁸ 15 U.S.C. 78s(b)(3)(A).

¹⁹ 17 CFR 240.19b-4(f).

institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-C2-2026-021 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to file number SR-C2-2026-021. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to

file number SR-C2-206-021 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁰

Sherry R. Haywood,

Assistant Secretary.

Secretary

²⁰ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

Rules of Cboe C2 Exchange, Inc.

* * * * *

Cboe U.S. Options Fees Schedules**C2 Options****Effective August [7]13, 2026**

* * * * *

Options Regulatory Fee:

[\$.0002 per contract side effective through December 31, 2025*

\$0.0003 per contract side effective January 2 through June 30, 2026*]

\$0.0[002]1417 per contract side [effective July 1, 2026*]

[* Effective through June 30, 2026

The Options Regulatory Fee is assessed to each Trading Permit Holder on each side of a transaction for options transactions cleared by the Trading Permit Holder that are cleared by The Options Clearing Corporation (OCC) in the customer range, regardless of the exchange on which the transaction occurs. C2 uses reports from OCC when assessing and collecting the ORF. The fee is collected by OCC on behalf of C2 from the Clearing Participant or non-Clearing Participant on each side of the transaction that ultimately clears the transaction. With respect to linkage transactions, C2 reimburses its routing broker providing Routing Services pursuant to C2 Options Rule 5.36 for options regulatory fees it incurs in connection with the Routing Services it provides. Pursuant to Cboe Options Rule 7.1 (which applies to C2 Trading Permit Holders), solely for purposes of ORF billing, Trading Permit Holders must provide C2 with a complete list of its OCC clearing numbers and keep such information up to date with C2. The ORF will sunset on June 30, 2026, after which the ORF rate will revert back to \$0.0002 per contract side.

Effective as of July 1, 2026]

The Options Regulatory Fee is assessed by C2 to each Trading Permit Holder on each side of a transaction for options transactions [cleared by the Trading Permit Holder that are] cleared by The Options Clearing Corporation (OCC) in the customer range for executions that occur on C2. [C2 uses reports from OCC when assessing and collecting the ORF.] The fee is collected by OCC on behalf of C2 from the Clearing [Participant]Trading Permit Holder (CTPH) that was the clearing firm for the transaction or non-[Clearing Participant]Trading Permit Holder that was the clearing

firm, where a CTPH was the executing clearing firm for the transaction and a TPH was the executing firm for the transaction. [on each side of the transaction that ultimately clears the transaction. With respect to linkage transactions, C2 reimburses its routing broker providing Routing Services pursuant to C2 Options Rule 5.36 for options regulatory fees it incurs in connection with the Routing Services it provides. Pursuant to Cboe Options Rule 7.1 (which applies to C2 Trading Permit Holders), solely for purposes of ORF billing, Trading Permit Holders must provide C2 with a complete list of its OCC clearing numbers and keep such information up to date with C2.]

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