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

File No. * SR 2026 - * 026
Amendment No. (req. for Amendments *)

Filing by Cboe C2 Exchange, Inc.

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

- [x] Initial *
- [ ] Amendment *
- [ ] Withdrawal
- [ ] Section 19(b)(2) *
- [x] Section 19(b)(3)(A) *
- [ ] Section 19(b)(3)(B) *
- [ ] Pilot
- [ ] Extension of Time Period for Commission Action *

Date Expires *

Rule

- [ ] 19b-4(f)(1)
- [x] 19b-4(f)(2)
- [ ] 19b-4(f)(3)
- [ ] 19b-4(f)(4)
- [ ] 19b-4(f)(5)
- [ ] 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 Fee Schedule to introduce new language governing the fees applicable to executions in Step Up Mechanism auctions.

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 * Allyson
Last Name * Van Marter
Title * Senior Counsel
E-mail * avanmarter@cboe.com
Telephone * (312) 786-7098
Fax

Signature

Pursuant 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 09/11/2026

By Laura Dickman (Name *)

(Title *) 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: 2026.09.11 13:16:25 -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 EFFS website.

Form 19b-4 Information * Add Remove View 26-026 (C2 SUM Fees) 19b4 - (Final).	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 26-026 (C2 Sum Fees) Exhibit 1 (1).d	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 * Add Remove View	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 Add Remove View	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 Add Remove View	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 26-026 (SUM Fees) Exhibit 5.docx	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. **<u>Text of the Proposed Rule Change</u>**

(a) Cboe C2 Exchange, Inc. (the "Exchange" or "C2") proposes to amend its Fee Schedule to introduce new language governing the fees applicable to executions in Step Up Mechanism ("SUM") auctions. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. **<u>Procedures of the Self-Regulatory Organization</u>**

(a) The Exchange's President (or designee) pursuant to delegated authority approved the proposed rule change on September 10, 2026.

(b) Please refer questions and comments on the proposed rule change to Pat Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Allyson Van Marter, (312) 786-7098, Cboe C2 Exchange, Inc., 433 West Van Buren Street, Chicago, Illinois 60607.

Item 3. **<u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change</u>**

(a) <u>Purpose</u>

The Exchange proposes to amend its Fee Schedule to introduce new language implementing the fees applicable to executions in Step Up Mechanism ("SUM") auctions.

Currently, SUM auction fees are handled in the same manner as Complex Order Auctions ("COAs"). Meaning, that the incoming/auctioned order will receive applicable Add rates, and auction response and unrelated orders will receive applicable Remove rates.[1] The Exchange now proposes to include additional language in its Fee Schedule stating that, for executions that occur within the SUM auction, the incoming order will receive applicable Remove rate, and the auction response and unrelated orders will receive the applicable Add rate.

By way of background, the Exchange recently adopted SUM, a new automated order handling mechanism.[2] SUM is a feature within the System that provides automated order handling in designated classes for qualifying orders that are not automatically executed by the System and is set forth in Exchange Rule 5.35.

Under Rule 5.35(b), upon receipt of a SUM-eligible order, the System electronically exposes the order at the national best bid or offer ("NBBO") immediately upon receipt, for a period of time determined by the Exchange on a class-by-class basis that may not exceed one second. During the exposure period, all Users may submit responses to the exposure message. The purpose of SUM is to provide all Users with the opportunity to improve their prices and "step up" to meet the NBBO in order to interact with orders sent to the Exchange. As the Exchange explained in its prior filing, this allows the market participant sending an order to the Exchange to increase its chances of receiving an execution at the Exchange (the market participant's chosen venue) instead of having the order be routed to another exchange.[3] Further, SUM and the "step up" process enable Users to add liquidity that is available to interact with orders sent to the Exchange.

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1 See C2 Options Fee Schedule.

2 See Securities Exchange Act Release No. 106224 (August 28, 2026), 91 FR 56514 (September 2, 2026) (SR-C2-2026-024).

3 Id.

In connection with the adoption of SUM,[4] the Exchange proposes to implement new language for the fees applicable to volume executed through SUM auctions. As a general matter, the Exchange's Fee Schedule assesses a fee to volume that removes liquidity (a "remove" fee) and a separate fee (or, as applicable, a rebate or fee waiver) to volume that adds liquidity (an "add" fee). There is existing language in the Exchange's Fee Schedule for COAs: "For executions that occur within the Complex Order Auction ("COA") against auction responses, the incoming order will receive applicable Add rates, and auction responses and unrelated orders will receive applicable Remove rates." Currently, this same logic is being applied for SUM auction executions.

The Exchange proposes to add in new language for executions in SUM auctions by stating that incoming orders will receive the applicable Remove rate and auction responses and unrelated orders will receive the applicable Add rates. As it relates to SUM auctions, the remove fee would apply to the volume resulting from a primary order (i.e., the order that initiates the SUM auction and is exposed by the System), and the add fee would apply to the volume resulting from a response to SUM (i.e., the liquidity-providing responses submitted by Users during the exposure period) or an unrelated order that executes against the initiating order in compliance with Rule 5.35. In other words, the primary order that initiates a SUM auction is treated as removing liquidity, while a response to a SUM auction or an unrelated order that executes against the initiating order is treated as adding liquidity. The Exchange believes this treatment appropriately reflects the function of each side of a

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4 SUM was implemented on the Exchange on September 4, 2026 (see Reminder - Cboe C2 Options to Introduce Step-Up Mechanism (SUM) Auction).

SUM auction: the primary order is seeking to access liquidity, while the response is providing liquidity that steps up to interact with the primary order.

The proposed change does not adopt any new fee and does not change the amount of any fee assessed under the Fee Schedule; rather, it implements an updated fee framework for SUM volume.

The proposed language is similar to the existing treatment of SUM auctions on the Fee Schedule of the Exchange's affiliate, Cboe Exchange, Inc ("Cboe"). Consistent with the Cboe Fee Schedule, the Exchange's proposed language reflects the same principle that, in a SUM auction, the primary order that initiates the auction is treated as taker (removing) volume, and responses to the auction are treated as maker (adding) volume. The Cboe Fee Schedule reflects this treatment in Footnotes 9 and 44. As reflected in the Cboe Fee Schedule, the Taker fees apply to the volume resulting from a Customer's primary orders executed in SUM auctions, and the Maker fee waiver applies to volume resulting from a Customer's responses to SUM actions. The Exchange's proposed language is similar to the Cboe treatment for SUM auctions.

Lastly, the Exchange notes that this fee structure does not apply to orders in DJX and RUT as these products have their own pricing tables in the C2 Fee Schedule. The Exchange notes that this same approach exists today for the fee structure specified above for COAs.

(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.[5] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[6] requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[7] requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,[8] which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes the proposed rule change is reasonable because it does not adopt any new fee or change the amount of any fee currently assessed under the Fee Schedule. Rather, the proposed language implements new language on how the Exchange's existing remove/add fee framework applies to volume executed through a SUM auction—namely, that the remove fee applies to the volume resulting from an incoming order that prompts a SUM auction and the add fee applies to the volume resulting

5 15 U.S.C. 78f(b).

6 15 U.S.C. 78f(b)(5).

7 Id.

8 15 U.S.C. 78f(b)(4).

from a response to SUM or an unrelated order executed as part of SUM. The Exchange believes it is reasonable to apply the remove fee to primary order volume and the add fee to response volume and unrelated orders because this treatment reflects the function of each side of a SUM auction, with the primary order accessing liquidity and the contra-side providing liquidity.

The Exchange believes the proposed rule change is equitable and not unfairly discriminatory because the proposed rule change applies to all market participants equally. The proposed remove/add treatment of SUM volume applies uniformly to the primary orders and responses of all market participants that participate in SUM auctions. In addition, the Exchange believes it is equitable and not unfairly discriminatory to assess the remove fee for the primary order volume that removes liquidity and to apply the add fee to the response volume that adds liquidity because the Exchange wants to encourage market participation and price improvement. By applying the add rate to responses that step up to provide liquidity, the proposed rule change encourages Users to submit responses during the SUM exposure period, which promotes the competitive price-improvement dynamic that SUM is designed to foster and benefits investors through improved execution quality. Similarly, unrelated orders that execute against the order that initiates the SUM auction also provide liquidity and as such, receive the add rate.

Finally, the Exchange believes the proposed rule change promotes just and equitable principles of trade and supports consistency in SUM auctions between both C2 and its affiliated exchange, Cboe. The proposed language is similar to the existing treatment of SUM volume on the Cboe Fee Schedule, as reflected in Footnotes 9 and 44. Because SUM on C2 is based on Cboe Options Rule 5.35, the Exchange believes it is appropriate and consistent with the Act for the C2 Fee Schedule to reflect the same remove/add treatment of SUM volume as the Cboe Fee Schedule. This consistency reduces potential confusion for market participants that trade across the Cboe affiliated exchanges and promotes a coherent fee framework across those affiliated markets. Lastly, the Exchange believes that in explicitly calling out DJX and RUT as inapplicable, that it provides clarity for participants as there are already separate fee tables in place for these products.

Item 4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange does not believe the proposed rule change will impose any burden on intramarket competition. The proposed language revises the application of the remove/add fee framework to SUM volume. This proposed framework applies uniformly to all market participants that participate in SUM auctions. The Exchange believes because the proposed treatment of primary orders as remove and contra-side interest as add reflects the economic function of each side of a SUM auction and is intended to encourage market participation and price improvement for the benefit of all market participants.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change concerns only the revised application of the Exchange's own fees for volume executed on the Exchange through SUM auctions. To the contrary, the proposed rule change is designed to parallel the existing SUM fee treatment on the Exchange's affiliate, Cboe, thereby promoting consistency across the Cboe affiliated exchanges. Trading Permit Holders may readily direct their order flow to competing venues if they deem the Exchange's fees to be excessive. Market participants on other exchanges are welcome to become Trading Permit Holders and trade at C2 if they determine that this proposed rule change has made C2 more attractive or favorable.

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 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 Act[9] and Rule 19b-4(f)(2)[10] 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 Securities and Exchange Commission (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

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[9] 15 U.S.C. 78s(b)(3)(A).

[10] 17 CFR 240.19b-4(f)(2).

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.

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 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-C2-2026-026]

[Insert date]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend its Fee Schedule for Step Up Mechanism Auctions

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

The Exchange proposes to amend its Fee Schedule to introduce new language governing the fees applicable to executions in Step Up Mechanism auctions.

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.

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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

The Exchange proposes to amend its Fee Schedule to introduce new language implementing the fees applicable to executions in Step Up Mechanism ("SUM") auctions.

Currently, SUM auction fees are handled in the same manner as Complex Order Auctions ("COAs"). Meaning, that the incoming/auctioned order will receive applicable Add rates, and auction response and unrelated orders will receive applicable Remove rates.[3] The Exchange now proposes to include additional language in its Fee Schedule stating that, for executions that occur within the SUM auction, the incoming order will receive applicable Remove rate, and the auction response and unrelated orders will receive the applicable Add rate.

By way of background, the Exchange recently adopted SUM, a new automated order handling mechanism.[4] SUM is a feature within the System that provides automated

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3 See C2 Options Fee Schedule.

4 See Securities Exchange Act Release No. 106224 (August 28, 2026), 91 FR 56514 (September 2, 2026) (SR-C2-2026-024).

order handling in designated classes for qualifying orders that are not automatically executed by the System and is set forth in Exchange Rule 5.35.

Under Rule 5.35(b), upon receipt of a SUM-eligible order, the System electronically exposes the order at the national best bid or offer ("NBBO") immediately upon receipt, for a period of time determined by the Exchange on a class-by-class basis that may not exceed one second. During the exposure period, all Users may submit responses to the exposure message. The purpose of SUM is to provide all Users with the opportunity to improve their prices and "step up" to meet the NBBO in order to interact with orders sent to the Exchange. As the Exchange explained in its prior filing, this allows the market participant sending an order to the Exchange to increase its chances of receiving an execution at the Exchange (the market participant's chosen venue) instead of having the order be routed to another exchange.[5] Further, SUM and the "step up" process enable Users to add liquidity that is available to interact with orders sent to the Exchange.

In connection with the adoption of SUM,[6] the Exchange proposes to implement new language for the fees applicable to volume executed through SUM auctions. As a general matter, the Exchange's Fee Schedule assesses a fee to volume that removes liquidity (a "remove" fee) and a separate fee (or, as applicable, a rebate or fee waiver) to volume that adds liquidity (an "add" fee). There is existing language in the Exchange's Fee Schedule for COAs: "For executions that occur within the Complex Order Auction ("COA") against auction responses, the incoming order will receive applicable Add rates,

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5 Id.

6 SUM was implemented on the Exchange on September 4, 2026 (see Reminder - Cboe C2 Options to Introduce Step-Up Mechanism (SUM) Auction).

and auction responses and unrelated orders will receive applicable Remove rates." Currently, this same logic is being applied for SUM auction executions.

The Exchange proposes to add in new language for executions in SUM auctions by stating that incoming orders will receive the applicable Remove rate and auction responses and unrelated orders will receive the applicable Add rates. As it relates to SUM auctions, the remove fee would apply to the volume resulting from a primary order (i.e., the order that initiates the SUM auction and is exposed by the System), and the add fee would apply to the volume resulting from a response to SUM (i.e., the liquidity-providing responses submitted by Users during the exposure period) or an unrelated order that executes against the initiating order in compliance with Rule 5.35. In other words, the primary order that initiates a SUM auction is treated as removing liquidity, while a response to a SUM auction or an unrelated order that executes against the initiating order is treated as adding liquidity. The Exchange believes this treatment appropriately reflects the function of each side of a SUM auction: the primary order is seeking to access liquidity, while the response is providing liquidity that steps up to interact with the primary order.

The proposed change does not adopt any new fee and does not change the amount of any fee assessed under the Fee Schedule; rather, it implements an updated fee framework for SUM volume.

The proposed language is similar to the existing treatment of SUM auctions on the Fee Schedule of the Exchange's affiliate, Cboe Exchange, Inc ("Cboe"). Consistent with the Cboe Fee Schedule, the Exchange's proposed language reflects the same principle that, in a SUM auction, the primary order that initiates the auction is treated as taker (removing) volume, and responses to the auction are treated as maker (adding) volume. The Cboe Fee

Schedule reflects this treatment in Footnotes 9 and 44. As reflected in the Cboe Fee Schedule, the Taker fees apply to the volume resulting from a Customer's primary orders executed in SUM auctions, and the Maker fee waiver applies to volume resulting from a Customer's responses to SUM actions. The Exchange's proposed language is similar to the Cboe treatment for SUM auctions.

Lastly, the Exchange notes that this fee structure does not apply to orders in DJX and RUT as these products have their own pricing tables in the C2 Fee Schedule. The Exchange notes that this same approach exists today for the fee structure specified above for COAs.

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.[7] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[8] requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[9]

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7 15 U.S.C. 78f(b).

8 15 U.S.C. 78f(b)(5).

9 Id.

requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,[10] which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes the proposed rule change is reasonable because it does not adopt any new fee or change the amount of any fee currently assessed under the Fee Schedule. Rather, the proposed language implements new language on how the Exchange's existing remove/add fee framework applies to volume executed through a SUM auction—namely, that the remove fee applies to the volume resulting from an incoming order that prompts a SUM auction and the add fee applies to the volume resulting from a response to SUM or an unrelated order executed as part of SUM. The Exchange believes it is reasonable to apply the remove fee to primary order volume and the add fee to response volume and unrelated orders because this treatment reflects the function of each side of a SUM auction, with the primary order accessing liquidity and the contra-side providing liquidity.

The Exchange believes the proposed rule change is equitable and not unfairly discriminatory because the proposed rule change applies to all market participants equally. The proposed remove/add treatment of SUM volume applies uniformly to the primary orders and responses of all market participants that participate in SUM auctions. In addition, the Exchange believes it is equitable and not unfairly discriminatory to assess the remove fee for the primary order volume that removes liquidity and to apply the add fee to

[10] 15 U.S.C. 78f(b)(4).

the response volume that adds liquidity because the Exchange wants to encourage market participation and price improvement. By applying the add rate to responses that step up to provide liquidity, the proposed rule change encourages Users to submit responses during the SUM exposure period, which promotes the competitive price-improvement dynamic that SUM is designed to foster and benefits investors through improved execution quality. Similarly, unrelated orders that execute against the order that initiates the SUM auction also provide liquidity and as such, receive the add rate.

Finally, the Exchange believes the proposed rule change promotes just and equitable principles of trade and supports consistency in SUM auctions between both C2 and its affiliated exchange, Cboe. The proposed language is similar to the existing treatment of SUM volume on the Cboe Fee Schedule, as reflected in Footnotes 9 and 44. Because SUM on C2 is based on Cboe Options Rule 5.35, the Exchange believes it is appropriate and consistent with the Act for the C2 Fee Schedule to reflect the same remove/add treatment of SUM volume as the Cboe Fee Schedule. This consistency reduces potential confusion for market participants that trade across the Cboe affiliated exchanges and promotes a coherent fee framework across those affiliated markets. Lastly, the Exchange believes that in explicitly calling out DJX and RUT as inapplicable, that it provides clarity for participants as there are already separate fee tables in place for these products.

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 that is not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange does not believe the proposed rule change will impose any burden on intramarket competition. The proposed language revises the application of the remove/add fee framework to SUM volume. This proposed framework applies uniformly to all market participants that participate in SUM auctions. The Exchange believes because the proposed treatment of primary orders as remove and contra-side interest as add reflects the economic function of each side of a SUM auction and is intended to encourage market participation and price improvement for the benefit of all market participants.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change concerns only the revised application of the Exchange's own fees for volume executed on the Exchange through SUM auctions. To the contrary, the proposed rule change is designed to parallel the existing SUM fee treatment on the Exchange's affiliate, Cboe, thereby promoting consistency across the Cboe affiliated exchanges. Trading Permit Holders may readily direct their order flow to competing venues if they deem the Exchange's fees to be excessive. Market participants on other exchanges are welcome to become Trading Permit Holders and trade at C2 if they determine that this proposed rule change has made C2 more attractive or favorable.

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

The Exchange neither solicited nor received 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 Act[11] and paragraph (f) of Rule 19b-4[12] 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 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-C2-2026-026 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.

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[11] 15 U.S.C. 78s(b)(3)(A).

[12] 17 CFR 240.19b-4(f).

All submissions should refer to file number SR-C2-2026-026. 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-C2-2026-026 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.[13]

Sherry R. Haywood,

Assistant Secretary.

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[13] 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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Cboe U.S. Options Fee Schedules

C2 Options

Effective [August 20]September 11, 2026

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Transaction Fees:

For executions that occur within the Step Up Mechanism (“SUM”) auctions, the incoming order will receive applicable Remove rates, and auction responses and unrelated orders will receive applicable Add rates. Listed rates are per contract. **All except RUT and DJX.**

The following rates apply to simple, non-complex orders in all equity, multiply-listed index, ETF and ETN options classes. Listed rates are per contract. **All except RUT, DJX, SPY, AAPL, QQQ, IWM, SLV, AMC, AMD, AMZN, HYG, PLTR, TSLA, and XLF.**

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