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

File No. * SR 2026 - * 051

Amendment No. (req. for Amendments *)

Filing by Cboe BZX Exchange, Inc.

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

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 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.

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 * Sarah Last Name * Tadtman

Title * Assistant General Counsel

E-mail * stadtman@cboe.com

Telephone * (913) 815-7203 Fax

Signature

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

Date 05/29/2026

(Title *)

By Matthew Iwamaye

VP, Associate General Counsel

(Name *)

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.

Matthew Iwamaye Date: 2026.05.29 14:35:47 -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

26-051 19b-4 (LMM Volume-Based Ti

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

26-051 Exhibit 1 (LMM Volume-Based

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

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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

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

26-051 Exhibit 5 (LMM Volume-Based

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) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Exchange Act” or the “Act”),¹ and Rule 19b-4 thereunder,² Cboe BZX Exchange, Inc. (“BZX” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change to amend its fee schedule applicable to its equities trading platform (“BZX Equities”) to modify the liquidity provision incentive structure applicable to the Exchange’s lead market maker (“LMM”) program in BZX-listed exchange-traded product (“ETP”) securities as provided in footnote 14(B) of the fee schedule.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on May 26, 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 Sarah Tadtman, (913) 424-2970, Cboe BZX 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

(a) Purpose

The Exchange proposes to amend its Fee Schedule applicable to BZX Equities to modify the liquidity provision incentive structure applicable to the Exchange's LMM program in BZX-listed ETP securities as provided in footnote 14(B) of the fee schedule. Specifically, the Exchange proposes to introduce three new incentive tiers to replace the existing provisions of footnote 14(B)(i) and (ii), effective July 1, 2026.³ The three new incentive tiers are as follows: (1) a volume-based tier pricing structure providing per-share or per-symbol rebates based on the consolidated average daily volume ("CADV")⁴ of each individual ETP LMM Security,⁵ to be set forth in new footnote 14(B)(6)(i); (2) incremental add rebates for Tape B⁶ displayed liquidity based on the percentage of total BZX-listed symbols for which a Member serves as ETP LMM, to be set forth in new footnote 14(B)(6)(ii); and (3) a low CADV tier stipend for ETP LMMs that maintain a minimum percentage of assignments in lower-volume securities, to be set forth in new footnote 14(B)(6)(iii). The Exchange proposes to adopt these changes to the Fee Schedule effective June 1, 2026. Although the new ETP LMM payout structure will be formally implemented on July 1, 2026, the Exchange is filing these proposed changes and making them effective June 1, 2026 so that Members have advance notice of the new pricing structure prior to its operative date. This advance notice is particularly important

³ The Exchange will propose under a separate filing to remove the existing provisions of footnote 14(B)(i) and (ii) for effectiveness July 1, 2026.

⁴ "CADV" means consolidated average daily volume calculated as the average daily volume reported for a security by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the three calendar months preceding the month for which the fees apply and excludes volume on days when the market closes early and on the Russell Reconstitution Day.

⁵ "ETP LMM Security" refers to the BZX-listed securities for which the Member is the ETP LMM.

⁶ Fee code "B" refers to displayed orders that add liquidity to BZX (Tape B).

given that eligibility for payouts is based, in part, on volume transacted during the prior calendar month (e.g., volume transacted in June will determine payouts effective in July).

The Exchange is also adding text to the Fee Schedule to clearly label the provisions applicable through June 30, 2026 and those applicable on and after July 1, 2026.

The Exchange first notes that its listings business operates in a highly competitive market in which market participants, including issuers of securities, LMMs, and other liquidity providers, can readily transfer their listings, opt not to participate, or direct order flow to competing venues if they deem fee levels, liquidity provision incentive programs, or any other factor at a particular venue to be insufficient or excessive. The proposed rule changes reflect a competitive pricing structure designed to incentivize market participants to participate as LMMs in the Exchange's LMM Program, which the Exchange believes will enhance market quality in all securities listed on the Exchange and encourage issuers to list new products and transfer existing products to the Exchange.

Background

The ETP LMM Program was adopted in 2019 and was designed to encourage LMMs to maintain better market quality in BZX-listed securities, and in particular, in lower volume securities where transaction-based compensation (i.e., rebates) may not be sufficient to incentivize meaningful liquidity provision. Most recently, the Exchange amended the Base and Enhanced Minimum Performance Standards applicable to the ETP LMM Program and memorialized those standards in the fee schedule.⁷

⁷ See Securities Exchange Act No. 104472 (December 19, 2025) 90 FR 60832 (December 29, 2025) (SR-CboeBZX-2025-163).

Currently, footnote 14(B) of the fee schedule provides daily incentives for ETP LMMs that meet the Base or Enhanced Minimum Performance Standards. Such daily incentives are determined based on two variables: (1) the aggregate average daily auction volume across all BZX-listed securities for which the Member is the ETP LMM (“ETP LMM Securities”); and (2) the total number of securities for which the Member qualifies as a Qualified ETP LMM. Generally speaking, the more ETP LMM Securities for which the LMM meets the Minimum Performance Standards and the higher the aggregate auction volume across those securities, the greater the total daily incentive to the LMM.

While the Exchange believes the current program has been effective in incentivizing market quality, the Exchange has identified certain limitations with the existing structure. In particular, the current program aggregates auction volume across all of a Member’s ETP LMM Securities to determine the applicable incentive rate, which means the same rate applies uniformly to all of a Member’s qualifying securities regardless of the individual volume characteristics of each security. The Exchange believes this structure does not sufficiently differentiate incentives at the individual security level and may not optimally encourage LMMs to maintain strong market quality in securities across the full spectrum of CADV levels. The Exchange therefore proposes to adopt the tiered incentive structure described below.

Proposal

New Footnote 14(B)(6)(i) – Volume-Based Tier Pricing

The Exchange proposes to adopt a volume-based tier pricing structure under new footnote 14(B)(6)(i). Under the proposed structure, an ETP LMM that meets the “Base”

or “Enhanced” Minimum Performance Standards⁸ for an ETP LMM Security for at least 75% of the trading days that the LMM was assigned the ETP LMM Security during the month will be eligible for a per-share or per-symbol rebate determined by reference to the CADV of each individual ETP LMM Security during the previous month.

For higher-volume securities, the rebate is calculated on a per-share basis. Specifically, ETP LMM Securities with a CADV greater than 1,000,000 shares will receive a Base Rate of \$0.0034 per share and an Enhanced Rate of \$0.0036 per share. Securities with a CADV between 500,001 and 1,000,000 shares will receive a Base Rate of \$0.0040 per share and an Enhanced Rate of \$0.0042 per share. Securities with a CADV between 250,001 and 500,000 shares will receive a Base Rate of \$0.0041 per share and an Enhanced Rate of \$0.0043 per share. Securities with a CADV between 100,001 and 250,000 shares will receive a Base Rate of \$0.0045 per share and an Enhanced Rate of \$0.0047 per share.

For lower-volume securities, the rebate is calculated on a per-symbol basis. ETP LMM Securities with a CADV between 50,001 and 100,000 shares will receive a Base Rate of \$400 per symbol and an Enhanced Rate of \$650 per symbol. Securities with a CADV between 25,001 and 50,000 shares will receive a Base Rate of \$425 per symbol and an Enhanced Rate of \$675 per symbol. Securities with a CADV of 25,000 shares or fewer will receive a Base Rate of \$450 per symbol and an Enhanced Rate of \$700 per symbol. For newly listed symbols in their first month of trading, the ETP LMM will be

⁸ The Base and Enhanced Minimum Performance Standards are set forth in footnote 14(B)(1)-(6) of the fee schedule.

eligible for the Base Rate stipend of \$450 per symbol, pro-rated based on the number of days the security traded during that month.

Unlike the current structure, which applies a uniform daily incentive rate based on aggregate volume across all of a Member's ETP LMM Securities, the proposed structure evaluates each ETP LMM Security individually based on its own CADV. The Exchange believes this approach more directly ties the incentive to the volume and liquidity characteristics of each security, thereby creating stronger, more targeted incentives for LMMs to maintain market quality across securities of varying volume levels.

Incremental Add Rebates

The Exchange also proposes to adopt incremental add rebates under new footnote 14(B)(ii). Under the proposed structure, an ETP LMM that meets the Base or Enhanced Minimum Performance Standards for each ETP LMM Security for at least 75% of the trading days will be eligible for additional Tape B displayed add rebates. For purposes of this calculation, symbols that are assigned to the ETP LMM for only part of the month and symbols that are listed on BZX for only part of the month are each counted in fractional amounts, prorated based on the number of trading days during which the assignment or listing was in effect relative to the total number of trading days in that month.

Specifically, a Member with LMM assignments representing at least 10% of total BZX-listed symbols will receive an additional add rebate of \$0.0006 per share. A Member with assignments representing at least 7.5% will receive an additional add rebate of \$0.0005 per share. A Member with assignments representing at least 5.0% will receive

an additional add rebate of \$0.0004 per share. A Member with assignments representing at least 2.5% will receive an additional add rebate of \$0.0003 per share.

The Exchange believes the incremental add rebates are designed to incentivize LMMs to take on and maintain a meaningful number of assignments relative to the total BZX listings universe. By tying additional rebates to the breadth of a Member's LMM participation, the Exchange believes this component encourages LMMs to support market quality across a broad range of BZX-listed securities, which benefits issuers, investors, and the overall market ecosystem.

Low CADV Tier

Finally, the Exchange proposes to adopt a Low CADV Tier stipend under new footnote 14(B)(iii). For each ETP LMM Security with a CADV of 1,000,000 shares or fewer per month ("Low CADV ETP Securities"), an ETP LMM will be eligible for a monthly stipend of \$200 per ETP LMM Security, subject to the following criteria: (1) the ETP LMM is a registered LMM for at least 15% of the total Low CADV ETP Securities listed on the Exchange; and (2) the ETP LMM has met the Base or Enhanced Minimum Performance Standards in the previous month for at least 75% of its assigned Low CADV ETP Securities.

The Exchange believes the Low CADV Tier addresses a recognized challenge in the ETP listing ecosystem: the difficulty of attracting and retaining high-quality LMMs in lower-volume securities where transaction-based compensation is limited. By providing an additional per-symbol monthly stipend for LMMs that maintain a meaningful presence across lower-volume securities and consistently meet performance obligations in those

securities, the Exchange believes this component directly supports market quality and issuer confidence in segments of the market where such incentives are most needed.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with 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 the Section 6(b)(5)¹⁰ 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)¹¹ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers as well as Section 6(b)(4)¹² as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ Id.

¹² 15 U.S.C. 78f(b)(4).

The Exchange believes the proposed changes to the ETP LMM incentive structure represent an equitable allocation of reasonable fees and rebates among Members that choose to participate as LMMs in the Exchange's LMM Program. The proposed tiered incentive structure under new footnote 14(B)(6)(i) ties per-share and per-symbol rebates to the individual CADV of each ETP LMM Security, rather than applying a uniform rate based on aggregate volume across a Member's entire book of assignments. The Exchange believes this approach equitably allocates incentives based on the actual liquidity characteristics and volume levels of each security, creating more targeted and proportional compensation for the liquidity provision obligations undertaken by each LMM. The incentive rates applicable under new footnote 14(B)(6)(i) are reasonable in that they are designed to compensate LMMs for the costs and obligations associated with maintaining market quality in securities across a broad spectrum of volume levels, including lower-volume securities where transaction-based compensation alone may be insufficient to incentivize meaningful liquidity provision.

The incremental add rebates proposed under new footnote 14(B)(6)(ii) are also equitable and reasonable. These rebates are available to any Member that meets the applicable performance standards and maintains a sufficient breadth of LMM assignments as a percentage of total BZX-listed symbols. The tiered structure rewards Members that take on a broader share of the listings universe, which the Exchange believes equitably allocates additional compensation based on the relative scale of a Member's contribution to market quality across BZX-listed securities. Any Member that satisfies the applicable threshold is eligible to receive the corresponding rebate, and the

structure does not favor any particular Member or class of Members beyond what is justified by the scope of their LMM participation.

The Low CADV Tier stipend under new footnote 14(B)(6)(iii) is similarly equitable and reasonable. By providing an additional monthly per-symbol stipend for LMMs that maintain a minimum presence in lower-volume securities and meet applicable performance standards, the Exchange is targeting additional compensation to the segment of the listings universe where incentivizing liquidity provision is most challenging and most needed. The Exchange believes this stipend is a reasonable means of supporting market quality in low-volume securities and is equitably structured in that it is available to any ETP LMM that meets the eligibility criteria.

The Exchange believes the proposed changes are not unfairly discriminatory. The proposed incentive structure is available to all Members that choose to participate as ETP LMMs in the Exchange's LMM Program and is applied uniformly based on objective, transparent criteria, including the CADV of individual ETP LMM Securities, the breadth of a Member's LMM assignments as a percentage of total BZX-listed symbols, and satisfaction of applicable Minimum Performance Standards. Any differential treatment among Members or securities reflects meaningful differences in the nature and scope of their LMM obligations and is therefore not unfairly discriminatory. The Exchange notes that participation in the ETP LMM Program is voluntary, and Members may choose whether to seek LMM assignments and how many assignments to maintain.

The Exchange also notes that it operates in a highly competitive market for listings and liquidity provision services. The proposed changes are designed to make the Exchange's LMM Program more competitive and more effective at attracting and

retaining high-quality LMMs across the full spectrum of BZX-listed securities. The Exchange believes the proposed structure is responsive to the competitive dynamics of the listings market and reflects reasonable judgments about how to appropriately incentivize liquidity provision in securities of varying volume characteristics.

The Exchange does not believe the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the Exchange operates in a highly competitive market in which issuers, LMMs, and other market participants may readily transfer listings or direct participation to competing venues. The proposed changes are intended to enhance the Exchange's competitive position by offering a more effective and targeted LMM incentive structure. To the extent the proposed rule change has any effect on competition, the Exchange believes any such effect is necessary and appropriate in furtherance of the purposes of the Act, as it is designed to improve market quality, support issuers, and promote the maintenance of fair and orderly markets in BZX-listed ETP securities.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. On the contrary, the Exchange believes the proposed rule change is designed to enhance competition in several respects.

The Exchange first notes that it operates in a highly competitive market for listings and liquidity provision services. Issuers of ETP securities may list their products on any number of national securities exchanges or other trading venues, and LMMs and other market participants may choose to direct their participation and order flow to

whichever venue they determine offers the most attractive combination of fees, incentives, and market quality. In this environment, the Exchange must continually evaluate and, where appropriate, update its fee structures and incentive programs to remain competitive. The proposed changes to the ETP LMM incentive structure reflect this competitive dynamic and are designed to offer a more effective and attractive program for LMM participation in BZX-listed ETP securities.

The Exchange does not believe the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed incentive structure is available to all Members that choose to participate as ETP LMMs and is applied uniformly based on objective, transparent criteria. Any differences in the incentives received by individual Members will reflect differences in the volume characteristics of their assigned securities, the breadth of their LMM assignments, and their satisfaction of applicable Minimum Performance Standards — all of which are factors within each Member's control and directly tied to the scope and quality of their liquidity provision obligations. The Exchange does not believe this differential treatment imposes any burden on intramarket competition that is not necessary or appropriate, as it is designed to reward Members that take on greater liquidity provision responsibilities and maintain strong market quality across BZX-listed securities.

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 changes are designed to strengthen the Exchange's LMM Program and improve the Exchange's competitive position in the market for ETP

listings and liquidity provision. Other exchanges and trading venues are free to adopt their own incentive programs and fee structures in response to competitive pressures, and the Exchange's proposed changes do not restrict the ability of other venues to compete for listings, LMM participation, or order flow. Rather, the Exchange believes the proposed changes will enhance intermarket competition by offering issuers, LMMs, and other market participants a more targeted and effective incentive program as an alternative to those offered by competing venues.

To the extent the proposed changes are successful in attracting additional LMM participation or encouraging existing LMMs to maintain a broader and higher-quality presence across BZX-listed securities, the Exchange believes the resulting improvements in market quality will benefit issuers, investors, and the national market system as a whole. The Exchange therefore believes that any effect the proposed changes may have on competition is not only necessary and appropriate, but affirmatively promotes the purposes of the Act.

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 Act¹³ and Rule 19b-4(f)(2)¹⁴ 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 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 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.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(2).

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.

Exhibits 2-4. Not applicable.

Exhibit 5. Proposed rule text.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-CboeBZX-2026-051]

[Insert date]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend its Fee Schedule

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 BZX Exchange, Inc. (the “Exchange” or “BZX”) 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 BZX Exchange, Inc. (“BZX” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change to amend its fee schedule applicable to its equities trading platform (“BZX Equities”) to modify the liquidity provision incentive structure applicable to the Exchange’s lead market maker (“LMM”) program in BZX-listed exchange-traded product (“ETP”) securities as provided in footnote 14(B) of the fee schedule. The text of the proposed rule change is provided in Exhibit 5.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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/equities/regulation/rule_filings/bzx/), and at the principal office of the Exchange.

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 applicable to BZX Equities to modify the liquidity provision incentive structure applicable to the Exchange’s LMM program in BZX-listed ETP securities as provided in footnote 14(B) of the fee schedule. Specifically, the Exchange proposes to introduce three new incentive tiers to replace the existing provisions of footnote 14(B)(i) and (ii), effective July 1, 2026.³ The three new incentive tiers are as follows: (1) a volume-based tier pricing structure providing per-share or per-symbol rebates based on the consolidated average daily volume (“CADV”)⁴

³ The Exchange will propose under a separate filing to remove the existing provisions of footnote 14(B)(i) and (ii) for effectiveness July 1, 2026.

⁴ “CADV” means consolidated average daily volume calculated as the average daily volume reported for a security by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the three calendar months preceding the month for which the fees apply and excludes volume on days when the market closes early and on the Russell Reconstitution Day.

of each individual ETP LMM Security,⁵ to be set forth in new footnote 14(B)(6)(i); (2) incremental add rebates for Tape B⁶ displayed liquidity based on the percentage of total BZX-listed symbols for which a Member serves as ETP LMM, to be set forth in new footnote 14(B)(6)(ii); and (3) a low CADV tier stipend for ETP LMMs that maintain a minimum percentage of assignments in lower-volume securities, to be set forth in new footnote 14(B)(6)(iii). The Exchange proposes to adopt these changes to the Fee Schedule effective June 1, 2026. Although the new ETP LMM payout structure will be formally implemented on July 1, 2026, the Exchange is filing these proposed changes and making them effective June 1, 2026 so that Members have advance notice of the new pricing structure prior to its operative date. This advance notice is particularly important given that eligibility for payouts is based, in part, on volume transacted during the prior calendar month (e.g., volume transacted in June will determine payouts effective in July). The Exchange is also adding text to the Fee Schedule to clearly label the provisions applicable through June 30, 2026 and those applicable on and after July 1, 2026.

The Exchange first notes that its listings business operates in a highly competitive market in which market participants, including issuers of securities, LMMs, and other liquidity providers, can readily transfer their listings, opt not to participate, or direct order flow to competing venues if they deem fee levels, liquidity provision incentive programs, or any other factor at a particular venue to be insufficient or excessive. The proposed rule changes reflect a competitive pricing structure designed to incentivize market participants to participate as LMMs in the Exchange's LMM Program, which the Exchange believes

⁵ "ETP LMM Security" refers to the BZX-listed securities for which the Member is the ETP LMM.

⁶ Fee code "B" refers to displayed orders that add liquidity to BZX (Tape B).

will enhance market quality in all securities listed on the Exchange and encourage issuers to list new products and transfer existing products to the Exchange.

Background

The ETP LMM Program was adopted in 2019 and was designed to encourage LMMs to maintain better market quality in BZX-listed securities, and in particular, in lower volume securities where transaction-based compensation (i.e., rebates) may not be sufficient to incentivize meaningful liquidity provision. Most recently, the Exchange amended the Base and Enhanced Minimum Performance Standards applicable to the ETP LMM Program and memorialized those standards in the fee schedule.⁷

Currently, footnote 14(B) of the fee schedule provides daily incentives for ETP LMMs that meet the Base or Enhanced Minimum Performance Standards. Such daily incentives are determined based on two variables: (1) the aggregate average daily auction volume across all BZX-listed securities for which the Member is the ETP LMM (“ETP LMM Securities”); and (2) the total number of securities for which the Member qualifies as a Qualified ETP LMM. Generally speaking, the more ETP LMM Securities for which the LMM meets the Minimum Performance Standards and the higher the aggregate auction volume across those securities, the greater the total daily incentive to the LMM.

While the Exchange believes the current program has been effective in incentivizing market quality, the Exchange has identified certain limitations with the existing structure. In particular, the current program aggregates auction volume across all of a Member’s ETP LMM Securities to determine the applicable incentive rate, which

⁷ See Securities Exchange Act No. 104472 (December 19, 2025) 90 FR 60832 (December 29, 2025) (SR-CboeBZX-2025-163).

means the same rate applies uniformly to all of a Member's qualifying securities regardless of the individual volume characteristics of each security. The Exchange believes this structure does not sufficiently differentiate incentives at the individual security level and may not optimally encourage LMMs to maintain strong market quality in securities across the full spectrum of CADV levels. The Exchange therefore proposes to adopt the tiered incentive structure described below.

Proposal

New Footnote 14(B)(6)(i) – Volume-Based Tier Pricing

The Exchange proposes to adopt a volume-based tier pricing structure under new footnote 14(B)(6)(i). Under the proposed structure, an ETP LMM that meets the “Base” or “Enhanced” Minimum Performance Standards⁸ for an ETP LMM Security for at least 75% of the trading days that the LMM was assigned the ETP LMM Security during the month will be eligible for a per-share or per-symbol rebate determined by reference to the CADV of each individual ETP LMM Security during the previous month.

For higher-volume securities, the rebate is calculated on a per-share basis. Specifically, ETP LMM Securities with a CADV greater than 1,000,000 shares will receive a Base Rate of \$0.0034 per share and an Enhanced Rate of \$0.0036 per share. Securities with a CADV between 500,001 and 1,000,000 shares will receive a Base Rate of \$0.0040 per share and an Enhanced Rate of \$0.0042 per share. Securities with a CADV between 250,001 and 500,000 shares will receive a Base Rate of \$0.0041 per share and an Enhanced Rate of \$0.0043 per share. Securities with a CADV between

⁸ The Base and Enhanced Minimum Performance Standards are set forth in footnote 14(B)(1)-(6) of the fee schedule.

100,001 and 250,000 shares will receive a Base Rate of \$0.0045 per share and an Enhanced Rate of \$0.0047 per share.

For lower-volume securities, the rebate is calculated on a per-symbol basis. ETP LMM Securities with a CADV between 50,001 and 100,000 shares will receive a Base Rate of \$400 per symbol and an Enhanced Rate of \$650 per symbol. Securities with a CADV between 25,001 and 50,000 shares will receive a Base Rate of \$425 per symbol and an Enhanced Rate of \$675 per symbol. Securities with a CADV of 25,000 shares or fewer will receive a Base Rate of \$450 per symbol and an Enhanced Rate of \$700 per symbol. For newly listed symbols in their first month of trading, the ETP LMM will be eligible for the Base Rate stipend of \$450 per symbol, pro-rated based on the number of days the security traded during that month.

Unlike the current structure, which applies a uniform daily incentive rate based on aggregate volume across all of a Member's ETP LMM Securities, the proposed structure evaluates each ETP LMM Security individually based on its own CADV. The Exchange believes this approach more directly ties the incentive to the volume and liquidity characteristics of each security, thereby creating stronger, more targeted incentives for LMMs to maintain market quality across securities of varying volume levels.

Incremental Add Rebates

The Exchange also proposes to adopt incremental add rebates under new footnote 14(B)(ii). Under the proposed structure, an ETP LMM that meets the Base or Enhanced Minimum Performance Standards for each ETP LMM Security for at least 75% of the trading days will be eligible for additional Tape B displayed add rebates. For purposes of this calculation, symbols that are assigned to the ETP LMM for only part of the month

and symbols that are listed on BZX for only part of the month are each counted in fractional amounts, prorated based on the number of trading days during which the assignment or listing was in effect relative to the total number of trading days in that month.

Specifically, a Member with LMM assignments representing at least 10% of total BZX-listed symbols will receive an additional add rebate of \$0.0006 per share. A Member with assignments representing at least 7.5% will receive an additional add rebate of \$0.0005 per share. A Member with assignments representing at least 5.0% will receive an additional add rebate of \$0.0004 per share. A Member with assignments representing at least 2.5% will receive an additional add rebate of \$0.0003 per share.

The Exchange believes the incremental add rebates are designed to incentivize LMMs to take on and maintain a meaningful number of assignments relative to the total BZX listings universe. By tying additional rebates to the breadth of a Member's LMM participation, the Exchange believes this component encourages LMMs to support market quality across a broad range of BZX-listed securities, which benefits issuers, investors, and the overall market ecosystem.

Low CADV Tier

Finally, the Exchange proposes to adopt a Low CADV Tier stipend under new footnote 14(B)(iii). For each ETP LMM Security with a CADV of 1,000,000 shares or fewer per month ("Low CADV ETP Securities"), an ETP LMM will be eligible for a monthly stipend of \$200 per ETP LMM Security, subject to the following criteria: (1) the ETP LMM is a registered LMM for at least 15% of the total Low CADV ETP Securities listed on the Exchange; and (2) the ETP LMM has met the Base or Enhanced Minimum

Performance Standards in the previous month for at least 75% of its assigned Low CADV ETP Securities.

The Exchange believes the Low CADV Tier addresses a recognized challenge in the ETP listing ecosystem: the difficulty of attracting and retaining high-quality LMMs in lower-volume securities where transaction-based compensation is limited. By providing an additional per-symbol monthly stipend for LMMs that maintain a meaningful presence across lower-volume securities and consistently meet performance obligations in those securities, the Exchange believes this component directly supports market quality and issuer confidence in segments of the market where such incentives are most needed.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with 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 the Section 6(b)(5)¹⁰ 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)¹¹ requirement that the rules of

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ Id.

an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers as well as Section 6(b)(4)¹² as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

The Exchange believes the proposed changes to the ETP LMM incentive structure represent an equitable allocation of reasonable fees and rebates among Members that choose to participate as LMMs in the Exchange's LMM Program. The proposed tiered incentive structure under new footnote 14(B)(6)(i) ties per-share and per-symbol rebates to the individual CADV of each ETP LMM Security, rather than applying a uniform rate based on aggregate volume across a Member's entire book of assignments. The Exchange believes this approach equitably allocates incentives based on the actual liquidity characteristics and volume levels of each security, creating more targeted and proportional compensation for the liquidity provision obligations undertaken by each LMM. The incentive rates applicable under new footnote 14(B)(6)(i) are reasonable in that they are designed to compensate LMMs for the costs and obligations associated with maintaining market quality in securities across a broad spectrum of volume levels, including lower-volume securities where transaction-based compensation alone may be insufficient to incentivize meaningful liquidity provision.

The incremental add rebates proposed under new footnote 14(B)(6)(ii) are also equitable and reasonable. These rebates are available to any Member that meets the applicable performance standards and maintains a sufficient breadth of LMM assignments as a percentage of total BZX-listed symbols. The tiered structure rewards

¹² 15 U.S.C. 78f(b)(4).

Members that take on a broader share of the listings universe, which the Exchange believes equitably allocates additional compensation based on the relative scale of a Member's contribution to market quality across BZX-listed securities. Any Member that satisfies the applicable threshold is eligible to receive the corresponding rebate, and the structure does not favor any particular Member or class of Members beyond what is justified by the scope of their LMM participation.

The Low CADV Tier stipend under new footnote 14(B)(6)(iii) is similarly equitable and reasonable. By providing an additional monthly per-symbol stipend for LMMs that maintain a minimum presence in lower-volume securities and meet applicable performance standards, the Exchange is targeting additional compensation to the segment of the listings universe where incentivizing liquidity provision is most challenging and most needed. The Exchange believes this stipend is a reasonable means of supporting market quality in low-volume securities and is equitably structured in that it is available to any ETP LMM that meets the eligibility criteria.

The Exchange believes the proposed changes are not unfairly discriminatory. The proposed incentive structure is available to all Members that choose to participate as ETP LMMs in the Exchange's LMM Program and is applied uniformly based on objective, transparent criteria, including the CADV of individual ETP LMM Securities, the breadth of a Member's LMM assignments as a percentage of total BZX-listed symbols, and satisfaction of applicable Minimum Performance Standards. Any differential treatment among Members or securities reflects meaningful differences in the nature and scope of their LMM obligations and is therefore not unfairly discriminatory. The Exchange notes

that participation in the ETP LMM Program is voluntary, and Members may choose whether to seek LMM assignments and how many assignments to maintain.

The Exchange also notes that it operates in a highly competitive market for listings and liquidity provision services. The proposed changes are designed to make the Exchange's LMM Program more competitive and more effective at attracting and retaining high-quality LMMs across the full spectrum of BZX-listed securities. The Exchange believes the proposed structure is responsive to the competitive dynamics of the listings market and reflects reasonable judgments about how to appropriately incentivize liquidity provision in securities of varying volume characteristics.

The Exchange does not believe the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the Exchange operates in a highly competitive market in which issuers, LMMs, and other market participants may readily transfer listings or direct participation to competing venues. The proposed changes are intended to enhance the Exchange's competitive position by offering a more effective and targeted LMM incentive structure. To the extent the proposed rule change has any effect on competition, the Exchange believes any such effect is necessary and appropriate in furtherance of the purposes of the Act, as it is designed to improve market quality, support issuers, and promote the maintenance of fair and orderly markets in BZX-listed ETP securities.

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. On the contrary, the Exchange believes the proposed rule change is designed to enhance competition in several respects.

The Exchange first notes that it operates in a highly competitive market for listings and liquidity provision services. Issuers of ETP securities may list their products on any number of national securities exchanges or other trading venues, and LMMs and other market participants may choose to direct their participation and order flow to whichever venue they determine offers the most attractive combination of fees, incentives, and market quality. In this environment, the Exchange must continually evaluate and, where appropriate, update its fee structures and incentive programs to remain competitive. The proposed changes to the ETP LMM incentive structure reflect this competitive dynamic and are designed to offer a more effective and attractive program for LMM participation in BZX-listed ETP securities.

The Exchange does not believe the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed incentive structure is available to all Members that choose to participate as ETP LMMs and is applied uniformly based on objective, transparent criteria. Any differences in the incentives received by individual Members will reflect differences in the volume characteristics of their assigned securities, the breadth of their LMM assignments, and their satisfaction of applicable Minimum Performance Standards — all of which are factors within each Member's control and directly tied to the scope and quality of their liquidity provision obligations. The Exchange does not believe this differential treatment imposes any burden on intramarket competition that is not necessary or appropriate, as it is designed to reward Members that take on greater liquidity provision responsibilities and maintain strong market quality across BZX-listed securities.

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 changes are designed to strengthen the Exchange's LMM Program and improve the Exchange's competitive position in the market for ETP listings and liquidity provision. Other exchanges and trading venues are free to adopt their own incentive programs and fee structures in response to competitive pressures, and the Exchange's proposed changes do not restrict the ability of other venues to compete for listings, LMM participation, or order flow. Rather, the Exchange believes the proposed changes will enhance intermarket competition by offering issuers, LMMs, and other market participants a more targeted and effective incentive program as an alternative to those offered by competing venues.

To the extent the proposed changes are successful in attracting additional LMM participation or encouraging existing LMMs to maintain a broader and higher-quality presence across BZX-listed securities, the Exchange believes the resulting improvements in market quality will benefit issuers, investors, and the national market system as a whole. The Exchange therefore believes that any effect the proposed changes may have on competition is not only necessary and appropriate, but affirmatively promotes the purposes of the Act.

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 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 Act¹³ and paragraph (f) of Rule 19b-4¹⁴ 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-CboeBZX-2026-051 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.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f).

All submissions should refer to file number SR-CboeBZX-2026-051. 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-CboeBZX-2026-051 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.¹⁵

Sherry R. Haywood,

Assistant Secretary.

¹⁵ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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Cboe U.S. Equities Fee Schedules**BZX Equities**Effective [May 28]June 1, 2026

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Footnotes:

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14. Lead Market Maker (“LMM”) Pricing**(A) No change****(B) ETP LMM Liquidity Provision Rates:**

Qualified ETP LMM. Qualified ETP LMMs that meet the Base or Enhanced Minimum Performance Standards below are entitled to the Qualified ETP LMM daily incentive. Each assigned ETP is grouped based on an asset class categorization. An ETP LMM is considered to have met the Base and Enhanced Minimum Performance Standard for an assigned ETP for the trading day if it meets each of the following:

(1)-(6) No change.

Effective July 1, 2026

(i) Volume-Based Tier. During the previous month, an ETP LMM meets the base or enhanced requirements for each BZX-listed security for which the Member is the ETP LMM (“ETP LMM Security”) for at least 75% of the trading days that the LMM was assigned the ETP LMM Security during the month, the ETP LMM will be eligible for the following:

Applicable to the following fee codes: B

<u>CADV Minimum</u>	<u>CADV Maximum</u>	<u>Base Rate</u>	<u>Enhanced Rate</u>
<u>1,000,001</u>	<u>1,000,001+</u>	<u>\$0.0034/share</u>	<u>\$0.0036/share</u>
<u>500,001</u>	<u>1,000,000</u>	<u>\$0.0040/share</u>	<u>\$0.0042/share</u>

<u>250,001</u>	<u>500,000</u>	<u>\$0.0041/share</u>	<u>\$0.0043/share</u>
<u>100,001</u>	<u>250,000</u>	<u>\$0.0045/share</u>	<u>\$0.0047/share</u>
<u>50,001</u>	<u>100,000</u>	<u>\$400/Symbol</u>	<u>\$650/Symbol</u>
<u>25,001</u>	<u>50,000</u>	<u>\$425/Symbol</u>	<u>\$675/Symbol</u>
<u>0</u>	<u>25,000</u>	<u>\$450/Symbol</u>	<u>\$700/Symbol</u>

(ii) Incremental Add Rebates. During the previous month, the ETP LMM meets the base or enhanced requirements for each ETP LMM Security for at least 75% of the trading days. For purposes of this calculation, symbols that are assigned to the ETP LMM for only part of the month and symbols that are listed on BZX for only part of the month are each counted in fractional amounts, prorated based on the number of trading days during which the assignment or listing was in effect relative to the total number of trading days in that month.

Applicable to the following fee codes: B

<u>Tier</u>	<u>Minimum LMM Assignments as % of Total Listed Symbols</u>	<u>Additional Add Rebate – ETP LMM Security Displayed Add Volume</u>
<u>Tier 1</u>	<u>10%</u>	<u>\$0.0006/share</u>
<u>Tier 2</u>	<u>7.5%</u>	<u>\$0.0005/share</u>
<u>Tier 3</u>	<u>5.0%</u>	<u>\$0.0004/share</u>
<u>Tier 4</u>	<u>2.5%</u>	<u>\$0.0003/share</u>

(iii) Low CADV Tier.

Applicable to the following fee codes: B

<u>Tier</u>	<u>Stipend</u>	<u>Required Criteria</u>
<u>Low CADV Tier</u>	<u>\$200/per ETP LMM Security</u>	<p><u>For each ETP LMM Security that has a CADV ≤ 1,000,000 shares per month (“Low CADV ETP Securities”) the ETP LMM:</u></p> <p>(1) <u>is a registered LMM for at least 15% of the total Low CADV ETP Securities; and</u></p>

		(2) <u>has met the base or enhanced requirements in the previous month for ≥ 75% of their assigned Low CADV ETP Securities.</u>
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Effective Through June 30, 2026

(i) Base Rates. ETP LMMs will receive the following rates on a daily basis per security for which the LMM is a Qualified ETP LMM (a “Qualified ETP Security”) based on the average aggregate daily auction volume of the BZX-listed securities for which the Member is the ETP LMM (“ETP LMM Securities”):

	AVERAGE AGGREGATE DAILY AUCTION VOLUME IN ETP LMM SECURITIES				
	0-10,000	10,001- 100,000	100,001- 500,000	500,001- 1,000,000	1,000,001 or greater
Daily Incentive for each Qualified ETP Security 1-5	\$10	\$25	\$40	\$50	\$100
Daily Incentive for each Qualified ETP Security 6-25	\$10	\$25	\$25	\$30	\$70
Daily Incentive for each Qualified ETP Security 26-50	\$10	\$10	\$20	\$25	\$50
Daily Incentive for each Qualified ETP Security 51-100	\$10	\$10	\$15	\$20	\$25
Daily Incentive for each Qualified ETP Security Greater Than 100	\$10	\$10	\$15	\$15	\$20

- ii. Enhanced Rates. LMMs in BZX-listed ETP and Closed-End Fund securities will receive the following rates on a daily basis per Qualified ETP Security for which they also meet certain enhanced market quality standards (an “Enhanced ETP Security”) in addition to the Base Rates above:

	AVERAGE AGGREGATE DAILY AUCTION VOLUME IN ETP LMM SECURITIES				
	0-10,000	10,001- 100,000	100,001- 500,000	500,001- 1,000,000	1,000,001 or greater
Daily Incentive for each Enhanced ETP Security 1-5	\$3	\$7.50	\$12	\$15	\$30
Daily Incentive for each Enhanced ETP Security 6-25	\$3	\$7.50	\$7.50	\$9	\$21
Daily Incentive for each Enhanced ETP Security 26-50	\$3	\$3	\$6	\$7.50	\$15
Daily Incentive for each Enhanced ETP Security 51-100	\$3	\$3	\$4.50	\$6	\$7.50
Daily Incentive for each Enhanced ETP Security Greater Than 100	\$3	\$3	\$4.50	\$4.50	\$6

(C) Reserved.

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