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

File No. * SR 2026 - * 063
Amendment No. (req. for Amendments *)

Filing by Cboe BZX Exchange, Inc.

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

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

Pilot	Extension of Time Period for Commission Action *	Date Expires *
☐	☐	

Rule

☐ 19b-4(f)(1)	☐ 19b-4(f)(4)
✓ 19b-4(f)(2)	☐ 19b-4(f)(5)
☐ 19b-4(f)(3)	☐ 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 * Allyson

Last Name * Van Marter

Title * Counsel

E-mail * avanmarter@cboe.com

Telephone * (312) 786-7098

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 08/03/2026

By Matthew Iwamaye (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.

Matthew Iwamaye
Date: 2026.08.03
08:50:38 -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 BZX-26-063 19b-4 (August Fees).doc:	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 BZX-26-063 Exhibit 1 (August Fees).c	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 BZX-26-063 Exhibit 5 (August Fees) ('	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 BZX Exchange, Inc. (the "Exchange" or "BZX") proposes to amend its Fee Schedule by: (i) removing Step-Up Tier 2; (ii) adopting a new Single MPID Investor Tier; and (iii) removing the ETP and Closed-End Fund LMM Liquidity Provision Rates which expired on June 30, 2026. 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 July 31, 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 Courtney Smith, Senior Counsel, (913) 222-4652, Cboe BZX 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>**

<u>(a)</u> <u>Purpose</u>

The Exchange proposes to amend its Fee Schedule applicable to its equities trading platform ("BZX Equities") by: (i) removing Step-Up Tier 2; (ii) adopting a new Single MPID Investor Tier; and (iii) removing the ETP and Closed-End Fund LMM Liquidity Provision Rates which expired on June 30, 2026. The Exchange proposes to implement these changes effective August 3, 2026.

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 17 registered equities exchanges, as well as a number of alternative trading systems and other off-exchange venues that do not have similar self-regulatory responsibilities under the Securities Exchange Act of 1934 (the "Act"), to which market participants may direct their order flow. Based on publicly available information,[1] no single registered equities exchange has more than 15% of the market share. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. The Exchange in particular operates a "Maker-Taker" model whereby it pays rebates to members that add liquidity and assesses fees to those that remove liquidity. The Exchange's Fee Schedule sets forth the standard rebates and rates applied per share for orders that provide and remove liquidity, respectively. Currently, for orders in securities priced at or above $1.00, the Exchange provides a standard rebate of $0.00160 per share for orders that add liquidity and assesses a fee of $0.0030 per share for orders that remove liquidity.[2] For orders in securities priced below $1.00, the Exchange does not provide a rebate for orders that add liquidity and assesses a fee of 0.30% of the total dollar value for orders that remove liquidity.[3] Additionally, in response to the competitive environment, the Exchange also offers tiered pricing which provides Members opportunities to qualify for higher rebates or

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1 See Cboe Global Markets, U.S. Equities Market Volume Summary, Month-to-Date (July 23, 2026), available at https://www.cboe.com/us/equities/market_statistics/.

2 See BZX Equities Fee Schedule, Standard Rates.

3 Id.

reduced fees where certain volume criteria and thresholds are met. Tiered pricing provides an incremental incentive for Members to strive for higher tier levels, which provides increasingly higher benefits or discounts for satisfying increasingly more stringent criteria.

Step-Up Tiers

Under footnote 2 of the Fee Schedule, the Exchange currently offers various Step-Up Tiers that provide enhanced rebates for orders yielding fee codes B,[4] V[5] and Y[6] where a Member reaches certain add volume-based criteria, including "growing" its volume over a certain baseline month. The Exchange now proposes to discontinue Step-Up Tier 2 as the Exchange no longer wishes to, nor is required to, maintain such tier. More specifically, the proposed change removes this tier as the Exchange would rather redirect future resources and funding into other programs and tiers intended to incentivize increased order flow. Additionally, the Exchange proposes to remove the definitions of "Step-Up ADAV,"[7] "Step-Up ADV,"[8] "Step-Up Add TCV,"[9] Step-Up Remove TCV,"[10] and "Tape B Step-Up Add TCV"[11] as these definitions are no longer used in the Exchange's Fee Schedule and

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4 Fee code B is appended to displayed orders that add liquidity to BZX in Tape B securities.

5 Fee code V is appended to displayed orders that add liquidity to BZX in Tape A securities.

6 Fee code Y is appended to displayed orders that add liquidity to BZX in Tape C securities.

7 "Step-Up ADAV" means ADAV in the relevant baseline month subtracted from the prior month's ADAV.

8 "Step-Up ADV" means ADV in the relevant baseline month subtracted from the prior month's ADV.

9 "Step-Up Add TCV" means ADAV as a percentage of TCV in the relevant baseline month subtracted from the prior month's ADAV as a percentage of TCV.

10 "Step-Up Remove TCV" means ADV resulting from orders that remove liquidity as a percentage of TCV in the relevant baseline month subtracted from the prior month's ADV resulting from orders that remove liquidity as a percentage of TCV.

11 "Tape B Step-Up Add TCV" means ADAV in Tape B securities as a percentage of TCV in the relevant baseline month subtracted from the prior month's ADAV in Tape B securities as a percentage of TCV.

also proposes to remove the reference to footnote 2 in the "Fee Code and Associated Fees" section of the Fee Schedule as footnote 2 will be designated "Reserved."

<u>Single MPID Investor Tiers</u>

Under footnote 4 of the Fee Schedule, the Exchange offers Single MPID Investor Tiers. In particular, the Exchange currently offers two Single MPID Investor Tiers that provide enhanced rebates for orders yielding fee codes B, V and Y where an MPID reaches certain add volume-based criteria. The Exchange now proposes to adopt a new Single MPID Investor Tier 3. The proposed criteria for Single MPID Investor Tier 3 is as follows:

- Single MPID Investor Tier 3 provides an enhanced rebate of $0.0032 per share in securities priced at or above $1.00 to qualifying orders (i.e., orders yielding fee codes B, V, or Y) where: (1) MPID has an ADAV[12] as a percentage of TCV[13] ≥ 0.45% or MPID has an Ex-Subdollar ADAV[14] as a percentage of Ex-Subdollar TCV[15] ≥ 0.45%; and (2) MPID has a Tape C ADV[16] as a percentage of the Tape C TCV ≥ 0.60% or MPID has an Ex-Subdollar Tape C ADV as a percentage of Ex-Subdollar Tape C TCV ≥ 0.60%.

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12 "ADAV" means average daily added volume calculated as the number of shares added per day. ADAV is calculated on a monthly basis.

13 "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.

14 "Ex-Subdollar ADAV" means ADAV that excludes executions in securities priced below $1.00.

15 "Ex-Subdollar TCV" means TCV that excludes executions in securities that have an average daily price below $1.00.

16 "ADV" means average daily volume calculated as the number of shares added and removed, different from "ADAV" which means only shares added, per day.

For purposes of the proposed Single MPID Investor Tier 3, "Tape C ADV" means ADV in Tape C securities. "Tape C TCV" means TCV in Tape C securities. "Ex-Subdollar Tape C ADV" means Tape C ADV that excludes executions in securities priced below $1.00. "Ex-Subdollar Tape C TCV" means Tape C TCV that excludes executions in securities that have an average daily price below $1.00. These definitions are consistent with the existing definitions of "Ex-Subdollar ADAV" and "Ex-Subdollar TCV" that already appear on the Exchange's Fee Schedule and are tailored to apply to Tape C securities.

The proposed Single MPID Investor Tier 3, like other Single MPID Investor Tiers, is intended to provide an additional opportunity to incentivize MPIDs to earn an enhanced rebate by promoting increased displayed and non-displayed liquidity and Tape C participation, contributing to a deeper, more liquid market and providing even more execution opportunities for active market participants. Incentivizing an increase in liquidity adding volume through enhanced rebate opportunities encourages liquidity-adding Members on the Exchange to increase transactions and take execution opportunities provided by such increased liquidity, together providing for overall enhanced price discovery and price improvement opportunities on the Exchange. As such, increased overall order flow benefits all Members by contributing towards a robust and well-balanced market ecosystem. The Exchange notes that the proposed Single MPID Investor Tier 3 does not represent a significant departure from existing criteria. The Exchange further notes that the Ex-Subdollar alternative prongs are designed to prevent Members from being disadvantaged in months where elevated subdollar volume inflates TCV, ensuring that the tier criteria remains achievable and equitable regardless of market conditions.

ETP and Closed-End Fund LMM Liquidity Provision Rates

Under footnote 14 of the Fee Schedule, the Exchange details pricing for its Lead Market Makers ("LMMs") in BZX-listed securities. In particular, under footnote 14(B), the Exchange currently details the ETP and Closed-End Fund LMM Liquidity Provision Rates payable daily on a per-security basis to Qualified ETP LMMs, comprising Base Rates and Enhanced Rates tables (the "Base and Enhanced Rates") based on average aggregate daily auction volume in ETP LMM Securities[17]. These prior payout-structure rates were effective through June 30, 2026.

The Exchange now proposes to remove the Base and Enhanced Rates from its Fee Schedule. The Exchange previously updated the payout structure of its LMM program; performance tracking for the new payouts began in June 2026 with the new payouts starting in July 2026, and the prior payout structure remained in effect only through June 30, 2026.[18] Because the new payout structure is now fully in effect, the Exchange proposes to remove the Base and Enhanced Rates from its Fee Schedule. The Exchange no longer wishes to, nor is required to, maintain the prior rates. More specifically, the proposed change removes these rates as the Exchange would rather redirect future resources and funding into other programs and tiers intended to incentivize increased order flow.

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17 "ETP LMM Securities" means BZX-listed ETP and Closed-End Fund securities for which a Member is an LMM.

18 See Securities Exchange Act Release No. 105667 (June 11, 2026); 91 FR 36181 (June 16, 2026); SR-CboeBZX-2026-051 ("LMM Fee Filing").

(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.[19] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[20] 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)[21] 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)[22] 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.

As described above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The Exchange believes that its proposal to adopt Single MPID Investor Tier 3 reflects a

[19] 15 U.S.C. 78f(b).

[20] 15 U.S.C. 78f(b)(5).

[21] Id.

[22] 15 U.S.C. 78f(b)(4).

competitive pricing structure designed to incentivize market participants to direct their order flow to the Exchange, which the Exchange believes would enhance market quality to the benefit of all Members. Specifically, the Exchange's proposed Single MPID Investor Tier 3 is not a significant departure from existing criteria, is reasonably correlated to the enhanced rebate offered by the Exchange and other competing exchanges,[23] and will continue to incentivize Members to submit order flow to the Exchange. Additionally, the Exchange notes that relative volume-based incentives and discounts have been widely adopted by exchanges,[24] including the Exchange,[25] and are reasonable, equitable and non-discriminatory because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to (i) the value to an exchange's market quality and (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns. Competing equity exchanges offer similar tiered pricing structures, including schedules or rebates and fees that apply based upon members achieving certain volume and/or growth thresholds, as well as assess similar fees or rebates for similar types of orders, to that of the Exchange.

In particular, the Exchange believes its proposed Single MPID Investor Tier 3 is reasonable because the proposed tier will be available to all Members and provide all Members with an opportunity to receive an enhanced rebate. The Exchange further believes its proposed Single MPID Investor Tier 3 will provide a reasonable means to encourage liquidity adding displayed orders in Members' order flow to the Exchange and

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23 See NYSE Arca Equities Fee Schedule, NYSE Arca Marketplace, General, Applicable Credits and Fees, Tiered Credits for Providing Displayed Liquidity, available at https://www.nyse.com/markets/nyse-arca/trading-info/fees.

24 See e.g., EDGX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

25 See e.g., BZX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

to incentivize Members to continue to provide liquidity adding volume to the Exchange by offering them an opportunity to receive an enhanced rebate on qualifying orders. An overall increase in activity would deepen the Exchange's liquidity pool, offer additional cost savings, support the quality of price discovery, promote market transparency and improve market quality, for all investors.

The Exchange believes that its proposed Single MPID Investor Tier 3 is reasonable as the proposed criteria does not represent a significant departure from the criteria currently offered in the Fee Schedule. The Exchange also believes that the proposal represents an equitable allocation of fees and rebates and is not unfairly discriminatory because all Members will be eligible for the proposed Single MPID Investor Tier 3 and have the opportunity to meet the tier's criteria and receive the corresponding enhanced rebate if such criteria is met. Without having a view of activity on other markets and off-exchange venues, the Exchange has no way of knowing whether this proposed rule change would definitely result in any MPIDs qualifying for the proposed Single MPID Investor Tier 3. While the Exchange has no way of predicting with certainty how the proposed changes will impact Member activity, based on the prior month's volume, the Exchange anticipates that at least one MPID will be able to satisfy the proposed Single MPID Investor Tier 3. The Exchange also notes that proposed changes will not adversely impact any Member's ability to qualify for enhanced rebates offered under other tiers. Should a Member not meet the proposed new criteria, the Member will merely not receive that corresponding enhanced rebate.

The Exchange believes that its proposal to discontinue Step-Up Tier 2, the associated definitions, and reference to footnote 2 in the "Fee Codes and Associated

Fees" section of the Fee Schedule is reasonable because the Exchange is not required to maintain this tier or provide Members an opportunity to receive enhanced rebates. The Exchange believes the proposal to discontinue this tier and remove the associated definitions and references to footnote 2 is also equitable and not unfairly discriminatory because it applies to all Members (i.e., the tier will not be available for any Member). The Exchange also notes that the proposed rule change to remove this tier merely results in Members not receiving an enhanced rebate, which, as noted above, the Exchange is not required to offer or maintain. Furthermore, the proposed rule change to eliminate Step-Up Tier 2 enables the Exchange to redirect resources and funding into other programs and tiers intended to incentivize increased order flow.

Furthermore, the Exchange believes that its proposal to remove the Base and Enhanced Rates that expired on June 30, 2026, is reasonable because the Exchange is not required to maintain these rates nor provide ETP LMMs an opportunity to receive the rates. The Exchange believes its proposal to remove the Base and Enhanced Rates is equitable and not unfairly discriminatory because it applies to all ETP LMMs uniformly (i.e., the Base and Enhanced Rates that expired on June 30, 2026, will not be available for any ETP LMM). The proposed rule change merely results in ETP LMMs not receiving the Base and Enhanced Rates, which, as noted above, the Exchange is not required to offer or maintain. Further, ETP LMMs remain eligible for the revised volume-based payout structure under the new program, which was effective July 1, 2026. In addition, the proposed rule change to remove the Base and Enhanced Rates enables the Exchange to redirect resources and funding into other programs and tiers intended to incentivize increased order flow.

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. Rather, as discussed above, the Exchange believes that the proposed change would encourage the submission of additional order flow to a public exchange, thereby promoting market depth, execution incentives and enhanced execution opportunities, as well as price discovery and transparency for all Members. As a result, the Exchange believes that the proposed changes further the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."

The Exchange believes the proposed rule changes do not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed adoption of Single MPID Investor Tier 3 does not impose an unnecessary burden as all Members are eligible to receive the enhanced rebate under the proposed tier. The Exchange does not believe the proposed changes burden competition, but rather, enhances competition as it is intended to increase the competitiveness of BZX by amending existing pricing incentives in order to attract order flow and incentivize participants to increase their participation on the Exchange, providing for additional execution opportunities for market participants and improved price transparency. Greater overall order flow, trading opportunities, and pricing transparency benefits all market participants on the Exchange by enhancing market quality and continuing to encourage Members to send orders, thereby contributing towards a robust and well-balanced market ecosystem.

The proposed changes to discontinue Step-Up Tier 2 and remove the associated definitions and references to footnote 2 will not impose any burden on intramarket competition because the change applies to all Members uniformly, as in, the tier and definitions will no longer be available to any Member.

The proposed change to remove the ETP and Closed-End Fund LMM Liquidity Provision Rates will not impose any burden on intramarket competition because the change applies to all ETP LMMs uniformly in that the prior rates will no longer be available to any ETP LMM.

Next, the Exchange believes the proposed rule changes do not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive market. Members have numerous alternative venues that they may participate on and direct their order flow, including other equities exchanges, off-exchange venues, and alternative trading systems. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single equities exchange has more than 15% of the market share.[26] Therefore, no exchange possesses significant pricing power in the execution of order flow. Indeed, participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current

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26 Supra note 1.

regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."[27] The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' ... As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'...."[28] Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Item 5. <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.

Item 6. <u>Extension of Time Period for Commission Action</u>

Not applicable.

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[27] <u>See</u> Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

[28] NetCoalition v. SEC, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

Item 7. **<u>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)</u>**

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act[29] and Rule 19b-4(f)(2) thereunder.[30]

(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. **<u>Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission</u>**

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

Item 9. **<u>Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act</u>**

Not applicable.

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29 15 U.S.C. 78s(b)(3)(A).

30 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-2026-063]

[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. (the "Exchange" or "BZX") proposes to amend its Fee Schedule by: (i) removing Step-Up Tier 2; (ii) adopting a new Single MPID Investor Tier; and (iii) removing the ETP and Closed-End Fund LMM Liquidity Provision Rates which expired on June 30, 2026. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Commission's website (https://www.sec.gov/rules/sro.shtml), the Exchange's website (https://www.cboe.com/us/equities/regulation/rule_filings/bzx/), 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 applicable to its equities trading platform ("BZX Equities") by: (i) removing Step-Up Tier 2; (ii) adopting a new Single MPID Investor Tier; and (iii) removing the ETP and Closed-End Fund LMM Liquidity Provision Rates which expired on June 30, 2026. The Exchange proposes to implement these changes effective August 3, 2026.

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 17 registered equities exchanges, as well as a number of alternative trading systems and other off-exchange venues that do not have similar self-regulatory responsibilities under the Securities Exchange Act of 1934 (the "Act"), to which market participants may direct their order flow. Based on publicly available information,[3] no single registered equities exchange has more than 15% of the

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[3] See Cboe Global Markets, U.S. Equities Market Volume Summary, Month-to-Date (July 23, 2026), available at https://www.cboe.com/us/equities/market_statistics/.

market share. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. The Exchange in particular operates a "Maker-Taker" model whereby it pays rebates to members that add liquidity and assesses fees to those that remove liquidity. The Exchange's Fee Schedule sets forth the standard rebates and rates applied per share for orders that provide and remove liquidity, respectively. Currently, for orders in securities priced at or above $1.00, the Exchange provides a standard rebate of $0.00160 per share for orders that add liquidity and assesses a fee of $0.0030 per share for orders that remove liquidity.[4] For orders in securities priced below $1.00, the Exchange does not provide a rebate for orders that add liquidity and assesses a fee of 0.30% of the total dollar value for orders that remove liquidity.[5] Additionally, in response to the competitive environment, the Exchange also offers tiered pricing which provides Members opportunities to qualify for higher rebates or reduced fees where certain volume criteria and thresholds are met. Tiered pricing provides an incremental incentive for Members to strive for higher tier levels, which provides increasingly higher benefits or discounts for satisfying increasingly more stringent criteria.

Step-Up Tiers

Under footnote 2 of the Fee Schedule, the Exchange currently offers various Step-Up Tiers that provide enhanced rebates for orders yielding fee codes B,[6] V[7] and Y[8] where a Member reaches certain add volume-based criteria, including "growing" its volume over a

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4 See BZX Equities Fee Schedule, Standard Rates.

5 Id.

6 Fee code B is appended to displayed orders that add liquidity to BZX in Tape B securities.

7 Fee code V is appended to displayed orders that add liquidity to BZX in Tape A securities.

8 Fee code Y is appended to displayed orders that add liquidity to BZX in Tape C securities.

certain baseline month. The Exchange now proposes to discontinue Step-Up Tier 2 as the Exchange no longer wishes to, nor is required to, maintain such tier. More specifically, the proposed change removes this tier as the Exchange would rather redirect future resources and funding into other programs and tiers intended to incentivize increased order flow. Additionally, the Exchange proposes to remove the definitions of "Step-Up ADAV,"[9] "Step-Up ADV,"[10] "Step-Up Add TCV,"[11] Step-Up Remove TCV,"[12] and "Tape B Step-Up Add TCV"[13] as these definitions are no longer used in the Exchange's Fee Schedule and also proposes to remove the reference to footnote 2 in the "Fee Code and Associated Fees" section of the Fee Schedule as footnote 2 will be designated "Reserved."

Single MPID Investor Tiers

Under footnote 4 of the Fee Schedule, the Exchange offers Single MPID Investor Tiers. In particular, the Exchange currently offers two Single MPID Investor Tiers that provide enhanced rebates for orders yielding fee codes B, V and Y where an MPID reaches certain add volume-based criteria. The Exchange now proposes to adopt a new Single MPID Investor Tier 3. The proposed criteria for Single MPID Investor Tier 3 is as follows:

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9 "Step-Up ADAV" means ADAV in the relevant baseline month subtracted from the prior month's ADAV.

10 "Step-Up ADV" means ADV in the relevant baseline month subtracted from the prior month's ADV.

11 "Step-Up Add TCV" means ADAV as a percentage of TCV in the relevant baseline month subtracted from the prior month's ADAV as a percentage of TCV.

12 "Step-Up Remove TCV" means ADV resulting from orders that remove liquidity as a percentage of TCV in the relevant baseline month subtracted from the prior month's ADV resulting from orders that remove liquidity as a percentage of TCV.

13 "Tape B Step-Up Add TCV" means ADAV in Tape B securities as a percentage of TCV in the relevant baseline month subtracted from the prior month's ADAV in Tape B securities as a percentage of TCV.

- Single MPID Investor Tier 3 provides an enhanced rebate of \$0.0032 per share in securities priced at or above \$1.00 to qualifying orders (i.e., orders yielding fee codes B, V, or Y) where: (1) MPID has an ADAV[14] as a percentage of TCV[15] $\geq$ 0.45% or MPID has an Ex-Subdollar ADAV[16] as a percentage of Ex-Subdollar TCV[17] $\geq$ 0.45%; and (2) MPID has a Tape C ADV[18] as a percentage of the Tape C TCV $\geq$ 0.60% or MPID has an Ex-Subdollar Tape C ADV as a percentage of Ex-Subdollar Tape C TCV $\geq$ 0.60%.

For purposes of the proposed Single MPID Investor Tier 3, “Tape C ADV” means ADV in Tape C securities. “Tape C TCV” means TCV in Tape C securities. “Ex-Subdollar Tape C ADV” means Tape C ADV that excludes executions in securities priced below \$1.00. “Ex-Subdollar Tape C TCV” means Tape C TCV that excludes executions in securities that have an average daily price below \$1.00. These definitions are consistent with the existing definitions of “Ex-Subdollar ADAV” and “Ex-Subdollar TCV” that already appear on the Exchange’s Fee Schedule and are tailored to apply to Tape C securities.

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14 “ADAV” means average daily added volume calculated as the number of shares added per day. ADAV is calculated on a monthly basis.

15 “TCV” means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.

16 “Ex-Subdollar ADAV” means ADAV that excludes executions in securities priced below \$1.00.

17 “Ex-Subdollar TCV” means TCV that excludes executions in securities that have an average daily price below \$1.00.

18 “ADV” means average daily volume calculated as the number of shares added and removed, different from “ADAV” which means only shares added, per day.

The proposed Single MPID Investor Tier 3, like other Single MPID Investor Tiers, is intended to provide an additional opportunity to incentivize MPIDs to earn an enhanced rebate by promoting increased displayed and non-displayed liquidity and Tape C participation, contributing to a deeper, more liquid market and providing even more execution opportunities for active market participants. Incentivizing an increase in liquidity adding volume through enhanced rebate opportunities encourages liquidity-adding Members on the Exchange to increase transactions and take execution opportunities provided by such increased liquidity, together providing for overall enhanced price discovery and price improvement opportunities on the Exchange. As such, increased overall order flow benefits all Members by contributing towards a robust and well-balanced market ecosystem. The Exchange notes that the proposed Single MPID Investor Tier 3 does not represent a significant departure from existing criteria. The Exchange further notes that the Ex-Subdollar alternative prongs are designed to prevent Members from being disadvantaged in months where elevated subdollar volume inflates TCV, ensuring that the tier criteria remains achievable and equitable regardless of market conditions.

ETP and Closed-End Fund LMM Liquidity Provision Rates

Under footnote 14 of the Fee Schedule, the Exchange details pricing for its Lead Market Makers ("LMMs") in BZX-listed securities. In particular, under footnote 14(B), the Exchange currently details the ETP and Closed-End Fund LMM Liquidity Provision Rates payable daily on a per-security basis to Qualified ETP LMMs, comprising Base Rates and Enhanced Rates tables (the "Base and Enhanced Rates") based on average aggregate daily auction volume in ETP LMM Securities[19]. These prior payout-structure rates were effective through June 30, 2026.

The Exchange now proposes to remove the Base and Enhanced Rates from its Fee Schedule. The Exchange previously updated the payout structure of its LMM program; performance tracking for the new payouts began in June 2026 with the new payouts starting in July 2026, and the prior payout structure remained in effect only through June 30, 2026.[20] Because the new payout structure is now fully in effect, the Exchange proposes to remove the Base and Enhanced Rates from its Fee Schedule. The Exchange no longer wishes to, nor is required to, maintain the prior rates. More specifically, the proposed change removes these rates as the Exchange would rather redirect future resources and funding into other programs and tiers intended to incentivize increased order flow.

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.[21] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[22] 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

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19 "ETP LMM Securities" means BZX-listed ETP and Closed-End Fund securities for which a Member is an LMM.

20 See Securities Exchange Act Release No. 105667 (June 11, 2026); 91 FR 36181 (June 16, 2026); SR-CboeBZX-2026-051 ("LMM Fee Filing").

21 15 U.S.C. 78f(b).

22 15 U.S.C. 78f(b)(5).

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)[23] 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)[24] 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.

As described above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The Exchange believes that its proposal to adopt Single MPID Investor Tier 3 reflects a competitive pricing structure designed to incentivize market participants to direct their order flow to the Exchange, which the Exchange believes would enhance market quality to the benefit of all Members. Specifically, the Exchange's proposed Single MPID Investor Tier 3 is not a significant departure from existing criteria, is reasonably correlated to the enhanced rebate offered by the Exchange and other competing exchanges,[25] and will continue to incentivize Members to submit order flow to the Exchange. Additionally, the Exchange notes that relative volume-based incentives and

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[23] Id.

[24] 15 U.S.C. 78f(b)(4).

[25] See NYSE Arca Equities Fee Schedule, NYSE Arca Marketplace, General, Applicable Credits and Fees, Tiered Credits for Providing Displayed Liquidity, available at https://www.nyse.com/markets/nyse-arca/trading-info/fees.

discounts have been widely adopted by exchanges,[26] including the Exchange,[27] and are reasonable, equitable and non-discriminatory because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to (i) the value to an exchange's market quality and (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns. Competing equity exchanges offer similar tiered pricing structures, including schedules or rebates and fees that apply based upon members achieving certain volume and/or growth thresholds, as well as assess similar fees or rebates for similar types of orders, to that of the Exchange.

In particular, the Exchange believes its proposed Single MPID Investor Tier 3 is reasonable because the proposed tier will be available to all Members and provide all Members with an opportunity to receive an enhanced rebate. The Exchange further believes its proposed Single MPID Investor Tier 3 will provide a reasonable means to encourage liquidity adding displayed orders in Members' order flow to the Exchange and to incentivize Members to continue to provide liquidity adding volume to the Exchange by offering them an opportunity to receive an enhanced rebate on qualifying orders. An overall increase in activity would deepen the Exchange's liquidity pool, offer additional cost savings, support the quality of price discovery, promote market transparency and improve market quality, for all investors.

The Exchange believes that its proposed Single MPID Investor Tier 3 is reasonable as the proposed criteria does not represent a significant departure from the criteria currently offered in the Fee Schedule. The Exchange also believes that the

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26 See e.g., EDGX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

27 See e.g., BZX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

proposal represents an equitable allocation of fees and rebates and is not unfairly discriminatory because all Members will be eligible for the proposed Single MPID Investor Tier 3 and have the opportunity to meet the tier's criteria and receive the corresponding enhanced rebate if such criteria is met. Without having a view of activity on other markets and off-exchange venues, the Exchange has no way of knowing whether this proposed rule change would definitely result in any MPIDs qualifying for the proposed Single MPID Investor Tier 3. While the Exchange has no way of predicting with certainty how the proposed changes will impact Member activity, based on the prior month's volume, the Exchange anticipates that at least one MPID will be able to satisfy the proposed Single MPID Investor Tier 3. The Exchange also notes that proposed changes will not adversely impact any Member's ability to qualify for enhanced rebates offered under other tiers. Should a Member not meet the proposed new criteria, the Member will merely not receive that corresponding enhanced rebate.

The Exchange believes that its proposal to discontinue Step-Up Tier 2, the associated definitions, and reference to footnote 2 in the "Fee Codes and Associated Fees" section of the Fee Schedule is reasonable because the Exchange is not required to maintain this tier or provide Members an opportunity to receive enhanced rebates. The Exchange believes the proposal to discontinue this tier and remove the associated definitions and references to footnote 2 is also equitable and not unfairly discriminatory because it applies to all Members (i.e., the tier will not be available for any Member). The Exchange also notes that the proposed rule change to remove this tier merely results in Members not receiving an enhanced rebate, which, as noted above, the Exchange is not required to offer or maintain. Furthermore, the proposed rule change to eliminate Step-Up

Tier 2 enables the Exchange to redirect resources and funding into other programs and tiers intended to incentivize increased order flow.

Furthermore, the Exchange believes that its proposal to remove the Base and Enhanced Rates that expired on June 30, 2026, is reasonable because the Exchange is not required to maintain these rates nor provide ETP LMMs an opportunity to receive the rates. The Exchange believes its proposal to remove the Base and Enhanced Rates is equitable and not unfairly discriminatory because it applies to all ETP LMMs uniformly (i.e., the Base and Enhanced Rates that expired on June 30, 2026, will not be available for any ETP LMM). The proposed rule change merely results in ETP LMMs not receiving the Base and Enhanced Rates, which, as noted above, the Exchange is not required to offer or maintain. Further, ETP LMMs remain eligible for the revised volume-based payout structure under the new program, which was effective July 1, 2026. In addition, the proposed rule change to remove the Base and Enhanced Rates enables the Exchange to redirect resources and funding into other programs and tiers intended to incentivize increased order flow.

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. Rather, as discussed above, the Exchange believes that the proposed change would encourage the submission of additional order flow to a public exchange, thereby promoting market depth, execution incentives and enhanced execution opportunities, as well as price discovery and transparency for all Members. As a result, the Exchange believes that the proposed changes further the Commission's goal in adopting Regulation

NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."

The Exchange believes the proposed rule changes do not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed adoption of Single MPID Investor Tier 3 does not impose an unnecessary burden as all Members are eligible to receive the enhanced rebate under the proposed tier. The Exchange does not believe the proposed changes burden competition, but rather, enhances competition as it is intended to increase the competitiveness of BZX by amending existing pricing incentives in order to attract order flow and incentivize participants to increase their participation on the Exchange, providing for additional execution opportunities for market participants and improved price transparency. Greater overall order flow, trading opportunities, and pricing transparency benefits all market participants on the Exchange by enhancing market quality and continuing to encourage Members to send orders, thereby contributing towards a robust and well-balanced market ecosystem.

The proposed changes to discontinue Step-Up Tier 2 and remove the associated definitions and references to footnote 2 will not impose any burden on intramarket competition because the change applies to all Members uniformly, as in, the tier and definitions will no longer be available to any Member.

The proposed change to remove the ETP and Closed-End Fund LMM Liquidity Provision Rates will not impose any burden on intramarket competition because the change applies to all ETP LMMs uniformly in that the prior rates will no longer be available to any ETP LMM.

Next, the Exchange believes the proposed rule changes do not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive market. Members have numerous alternative venues that they may participate on and direct their order flow, including other equities exchanges, off-exchange venues, and alternative trading systems. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single equities exchange has more than 15% of the market share.[28] Therefore, no exchange possesses significant pricing power in the execution of order flow. Indeed, participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."[29] The fact that this market is competitive has also long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' ... As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where

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[28] Supra note 3.

[29] See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'...."[30] Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of 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 Act[31] and paragraph (f) of Rule 19b-4[32] 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.

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30 NetCoalition v. SEC, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

31 15 U.S.C. 78s(b)(3)(A).

32 17 CFR 240.19b-4(f).

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-2026-063 on the subject line.

Paper Comments:

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

All submissions should refer to file number SR-CboeBZX-2026-063. 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-2026-063 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.[33]

Sherry R. Haywood,

Assistant Secretary.

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33 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 [July 15]August 3, 2026

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
	* * * * *	
B[1,[2,]4,14,19,20]	Displayed order, adds liquidity to BZX (Tape B)	(0.00160)
	* * * * *	
HB[1,[2],5,7,14]	Non-displayed order, adds liquidity (Tape B)	(0.00160)
	* * * * *	
HV[1,[2],5,7,14]	Non-displayed order, adds liquidity (Tape A)	(0.00160)
HY[1,[2],5,7,14]	Non-displayed order, adds liquidity (Tape C)	(0.00160)
	* * * * *	
V[1,[2,]4,14,19,20]	Displayed order, adds liquidity to BZX (Tape A)	(0.00160)
	* * * * *	
Y[1,[2,]4,14,19,20]	Displayed order, adds liquidity to BZX (Tape C)	(0.00160)
	* * * * *	

Definitions:

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- [“Step-Up ADAV” means ADAV in the relevant baseline month subtracted from the prior month’s ADAV.]
- [“Step-Up ADV” means ADV in the relevant baseline month subtracted from the prior month’s ADV.]
- [“Step-Up Add TCV” means ADAV as a percentage of TCV in the relevant baseline month subtracted from the prior month’s ADAV as a percentage of TCV.]
- [“Step-Up Remove TCV” means ADV resulting from orders that remove liquidity as a percentage of TCV in the relevant baseline month subtracted from the prior month’s ADV resulting from orders that remove liquidity as a percentage of TCV.]
- [“Tape B Step-Up Add TCV” means ADAV in Tape B securities as a percentage of TCV in the relevant baseline month subtracted from the prior month’s ADAV in Tape B securities as a percentage of TCV.]

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Footnotes:

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2. [Step-Up Tiers]Reserved.

[Applicable to the following fee codes: B, V and Y.]

[Tier]	[Rebate Per Share to Add]	[Required Criteria]
[Tier 2]	[($0.0032)]	[(1) Member has a Step-Up Add TCV from May 2019 ≥ 0.10%; and (2) Member has an ADV ≥ 0.50% of the TCV.]

* * * * *

4. Single MPID Investor Tiers

Applicable to the following fee codes: B, V and Y.

Tier	Rebate Per Share to Add	Required Criteria
* * * * *		
Tier 3	($0.0032)	(1) MPID has an ADAV as a percentage of TCV ≥ 0.45% or MPID has an Ex-Subdollar ADAV as a percentage of Ex-Subdollar TCV ≥ 0.45%; and (2) MPID has a Tape C ADV as a percentage of the Tape C TCV ≥ 0.60% or MPID has an Ex-Subdollar Tape C ADV as a percentage of Ex-Subdollar Tape C TCV ≥ 0.60%.

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14. Lead Market Maker ("LMM") Pricing

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(B) ETP and Closed-End Fund LMM Liquidity Provision Rates

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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 ETF Security 1 – 5]	[$10]	[$25]	[$40]	[$50]	[$100]
[Daily Incentive for each Qualified ETF Security 6 – 25]	[$10]	[$25]	[$25]	[$30]	[$70]
[Daily Incentive for each Qualified ETF Security 26 – 50]	[$10]	[$10]	[$20]	[$25]	[$50]
[Daily Incentive for each Qualified ETF Security 51 – 100]	[$10]	[$10]	[$15]	[$20]	[$25]
[Daily Incentive for each Qualified ETF Security Greater Than 100]	[$10]	[$10]	[$15]	[$15]	[$20]

[(ii) Enhanced Rates. LMMs in BZX-listed ETP 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 Qualified ETF Security 1 – 5]	[$3]	[$7.50]	[$12]	[$15]	[$30]

[Daily Incentive for each Qualified ETF Security 6 – 25]	[$3]	[$7.50]	[$7.50]	[$9]	[$21]
[Daily Incentive for each Qualified ETF Security 26 – 50]	[$3]	[$3]	[$6]	[$7.50]	[$15]
[Daily Incentive for each Qualified ETF Security 51 – 100]	[$3]	[$3]	[$4.50]	[$6]	[$7.50]
[Daily Incentive for each Qualified ETF Security Greater Than 100]	[$3]	[$3]	[$4.50]	[$4.50]	[$6]

* * * * *