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Page 1 of * 64		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No. * SR 2025 - * 072 Amendment No. (req. for Amendments *)	
Filing by Cboe EDGX 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 checked="" type="checkbox"/>		Section 19(b)(3)(A) * <input type="checkbox"/>		Section 19(b)(3)(B) * <input type="checkbox"/>	
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 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) * <input type="checkbox"/>			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>		
Exhibit 2 Sent As Paper Document <input type="checkbox"/>			Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div>The Exchange proposes to modify Rule 11.21 to adopt a Retail Price Improvement program.</div>					
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 * Courtney Last Name * Smith Title * Senior Counsel E-mail * csmith@cboe.com Telephone * (913) 815-7046 Fax					
Signature Pursuant to the requirements of the Securities Exchange of 1934, Cboe EDGX Exchange, Inc. has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. Date 08/29/2025 (Title *) By Matthew Iwamaye VP, Associate General Counsel (Name *) <div>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.</div> <div>Matthew Iwamaye Date: 2025.08.29 08:36:06 -05'00'</div>					

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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EDGX-25-072 19b4 (RPI on EDGX) .c

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 *

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EDGX-25-072 Exhibit 1 (RPI on EDGX)

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.

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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.

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Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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EDGX-25-072 Exhibit 5 (RPI on EDGX)

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

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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) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) is filing with the Securities and Exchange Commission (“Commission”) a proposal to modify Rule 11.21 to adopt a Retail Price Improvement program. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President pursuant to delegated authority approved the proposed rule change on August 29, 2025.

(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) 815-7046, Cboe EDGX Exchange, Inc., 433 West Van Buren Street, Chicago, Illinois 60607.

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

(a) Purpose

The Exchange proposes to amend Rule 11.21 to adopt a Retail Price Improvement Program (the “Program”) for the benefit of retail investors. As described in greater detail below, the purpose of the Program would be to attract retail order flow to the Exchange and

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

allow such Retail Orders³ to receive potential price improvement at least \$0.001 better than the Protected NBB⁴ (for buy orders) or Protected NBO⁵ (for sell orders) in securities priced at or above \$1.00.⁶ Rule 11.21 is currently titled Retail Orders and allows a certain class of Members known as Retail Member Organizations (“RMOs”) to submit Retail Orders to the Exchange and designate that Retail Orders be identified as Retail on the EDGX Book Feed.⁷

The proposed Program is structured similarly to the retail liquidity programs (“RLPs”) offered by the Exchange’s affiliate, Cboe BYX Exchange, Inc. (“BYX”), as well as retail liquidity programs offered by competitor exchanges such as the New York Stock Exchange (“NYSE”), NYSE National, Inc. (“NYSE National”), Nasdaq BX, Inc. (“Nasdaq BX”) and Investors Exchange LLC (“IEX”).⁸ The Exchange’s proposed Program will be structured similarly to other retail liquidity programs offered by the Exchange’s various affiliated equities exchanges and competitor exchanges. However, a substantive difference

³ See Exchange Rule 11.21(a)(2). A “Retail Order” is an agency or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. The Exchange notes that it has filed a separate proposal to amend the definition of Retail Order that would permit an RMO to enter a Retail Order in a principal capacity, but the proposed changes in the Retail Order Definition Proposal do not affect the Exchange’s proposed changes to Rule 11.21(a)(2) for the introduction of the RPI Program. See Securities Exchange Act Release No. 103182 (June 4, 2025), 90 FR 24476 (June 10, 2025), SR-CboeEDGX-2025-035 (“Retail Order Definition Proposal”).

⁴ See Exchange Rule 1.5(u). The term “Protected Bid” shall mean a bid in a stock that is (i) displayed by an automated trading center; (ii) disseminated pursuant to an effective national market system plan; and (iii) an automated quotation that is the best bid of a national securities exchange or association.

⁵ See Exchange Rule 1.5(u). The term “Protected Offer” shall mean an offer in a stock that is (i) displayed by an automated trading center; (ii) disseminated pursuant to an effective national market system plan; and (iii) an automated quotation that is the best offer of a national securities exchange or association.

⁶ As discussed, *infra*, the proposed Program will not apply to securities priced below \$1.00.

⁷ See Exchange Rule 13.8 for a description of the available EDGX Book Feeds.

⁸ See *infra* notes 32 – 35.

between the Exchange's program and programs offered by the Exchange's affiliate or competitor exchanges is that Retail Orders entered on the Exchange may be entered with a time-in-force other than Immediate-or-Cancel ("IOC").⁹ As Retail Orders may be entered with a time-in-force other than IOC, Retail Orders will be allowed to post to the EDGX Book¹⁰ or route to away trading centers according to User instructions. In addition, the proposed Retail Priority Order will only be eligible to execute against incoming Retail Orders and will not be eligible to remove resting Retail Orders from the EDGX Book. Further, Users will have the ability to enter the proposed Retail Priority Order as a MidPoint Peg Order as described in Rule 11.8(d).

Background

The Commission has long recognized that U.S. capital markets should be structured with the interests of retail investors in mind.¹¹ In response, exchanges have created various offerings to provide retail investors with benefits not afforded to other market participants. As noted by the Commission, the great majority of marketable orders of retail investors continue to be sent to wholesalers,¹² even with the presence of RLPs offered by other

⁹ See Exchange Rule 11.6(q)(1). Immediate-or-Cancel ("IOC") is an instruction the User may attach to an order stating the order is to be executed in whole or in part as soon as such order is received. The portion not executed immediately on the Exchange or another trading center is treated as cancelled and is not posted to the EDGX Book. An order with an IOC instruction that does not include a Book Only instruction and that cannot be executed in accordance with Rule 11.10(a)(4) on the System when reaching the Exchange will be eligible for routing away pursuant to Rule 11.11.

¹⁰ See Exchange Rule 1.5(d). The term "EDGX Book" shall mean the System's electronic file of orders.

¹¹ See U.S. Securities and Exchange Commission, Strategic Plan, Fiscal Years 2018-2022, available at https://www.sec.gov/files/SEC_Strategic_Plan_FY18-FY22_FINAL_0.pdf

¹² See Securities Exchange Act Release No. 96495 (December 14, 2022), 88 FR 128 (January 3, 2023) ("Order Competition Rule") at 144.

national securities exchanges,¹³ including the Exchange’s affiliate, BYX.¹⁴ Indeed, as noted in the Commission’s 2022 rule proposal related to minimum pricing increments, RLPs have not yet attracted a significant volume of retail order flow.¹⁵ In fact, since RLPs have been adopted, the percentage of on-exchange share volume has continued to decrease from approximately 71% to approximately 49% as of December 2024.¹⁶

The Exchange has established itself as a venue that seeks to provide a positive experience for orders submitted on behalf of retail investors. Currently, EDGX offers Retail Priority, which changes the order allocation priority model from price-time priority to a price-retail priority-time priority model.¹⁷ Retail Priority was designed to improve execution quality and trading outcomes for Retail Orders and RMOs by reducing their time to execution. Under the Retail Priority program, a displayed limit order designated with Retail Priority will be given queue priority over same-priced orders submitted on EDGX.¹⁸ In addition to its Retail Priority offering, the Exchange also provides pricing incentives

¹³ See, e.g., NYSE Retail Liquidity program, which promotes cost savings through price improvement for individual investors provided by retail liquidity providers that submit non-displayed interest priced better than the best protected best bid or protected best offer. See also NYSE National Retail Liquidity program, which seeks to attract retail order flow to the Exchange through the potential of price improvement at the midpoint or better. Available at <https://www.nyse.com/markets/liquidity-programs>. See also IEX Retail Program, which incentivizes midpoint liquidity for retail orders through the use of retail liquidity provider orders. Available at <https://www.iexexchange.io/products/retail-program>. See also Nasdaq BX Retail Price Improvement, which allows retail orders to interact with price-improving liquidity. Available at <https://www.nasdaqtrader.com/content/BXRPIfs.pdf>.

¹⁴ See Securities Exchange Act Release No. 87154 (September 30, 2019), 84 FR 53183 (October 4, 2019), SR-CboeBYX-2019-014 (“BYX RPI Approval Order”).

¹⁵ See Securities Exchange Act Release No. 96494 (December 14, 2022), 87 FR 80266 (December 29, 2022) (“Tick Size Proposal”) at 80273.

¹⁶ Source: Cboe internal data.

¹⁷ See Exchange Rule 11.9(a)(2)(A) and Exchange Rule 11.9, Interpretations and Policies. See also “Cboe Retail Priority” available at: https://www.cboe.com/us/equities/trading/offers/retail_priority/.

¹⁸ Id.

including low cost remove by Retail Orders and premium rebates for retail order flow on the Exchange.¹⁹ Further, the Exchange provides a Retail Membership Program, which offers up to 18 months of discounted market data fees and connectivity as well as premium rebates for RMOs.²⁰

The Exchange believes that its current product offerings aimed at providing higher execution quality for retail investors can be further augmented. Accordingly, the Exchange now seeks to introduce an RPI Program on EDGX (“EDGX RPI Program”) in order to provide an additional, lit market on which retail investors can submit order flow with the potential for price improvement. As proposed, the EDGX RPI Program will offer RMOs the ability to submit Retail Orders to the Exchange. Users²¹ will be permitted to provide potential price improvement for Retail Orders in the form of non-displayed interest that is priced higher than the Protected NBB (for buy orders) or lower than the Protected NBO (for sell orders). While the proposed EDGX RPI Program will function similarly to the RPI Program on the Exchange’s affiliate, BYX, and the retail liquidity programs of other exchanges, certain differences, including the ability for Retail Orders to post to the EDGX Book and route away from the Exchange as well as the inability of a resting RPI Order to remove a resting Retail Order, will make the EDGX RPI Program a unique offering for retail order flow.

Proposal

¹⁹ See EDGX Equities Fee Schedule, Fee Codes, available at: https://www.cboe.com/us/equities/membership/fee_schedule/edgx/.

²⁰ See Cboe Retail Membership Program, available at: https://www.cboe.com/us/equities/trading/offerings/retail_membership_program/.

²¹ See Rule 1.5(ee). A “User” is defined as any member or sponsored participant of the Exchange who is authorized to obtain access to the System pursuant to Rule 11.3.

*Proposed Rule 11.21 (Retail Price Improvement Program); Proposed Rule 11.21(a)**(Definitions)*

Rule 11.21 is currently titled “Retail Orders” and sets forth in the following subparagraphs: a) the definitions of RMO and Retail Order, b) the qualification and application process for becoming an RMO, c) the failure of an RMO to abide by Retail Order requirements, d) appeals of disapproval or disqualification, e) order designation, and f) attribution. The Exchange proposes to amend the title of Rule 11.21 from “Retail Orders” to “Retail Price Improvement Program.” Next, the Exchange proposes to amend Rule 11.21(a)(2) to add a sentence at the end of the current rule text that provides that a Retail Order shall operate in accordance with proposed Rule 11.21(f).

The Exchange next proposes to introduce proposed Rule 11.21(a)(3) to define a Retail Price Improvement Order, as described below.²²

- A “Retail Price Improvement Order” or “RPI Order” consists of non-displayed interest on the Exchange that is eligible to interact with incoming Retail Orders and that is identified by the Retail Liquidity Identifier described in paragraph (e) below. To be executable, an RPI Order for a security priced at or above \$1.00 must be priced at least \$0.001 better than the Protected NBB or Protected NBO and may be priced in \$0.001 increments (e.g., \$10.001). An RPI Order may not be entered in securities priced below \$1.00. An RPI Order is ineligible to execute at prices equal to or inferior to the Protected NBB (for buy orders) or Protected NBO (for sell orders). An RPI Order that is ineligible to execute because it is priced equal to or

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The Exchange plans to submit a request for an exemption under Regulation NMS Rule 612 that would permit it to accept and rank non-displayed RPI interest.

inferior to the Protected NBB or Protected NBO will not be canceled and will become eligible to execute against incoming Retail Orders should the RPI Order become priced better than the Protected NBB (for buy orders) or Protected NBO (for sell orders) at a later time. An incoming RPI Order will not be eligible to interact with a resting Retail Order on the EDGX Book and upon entry will post to the EDGX Book to execute against later-arriving Retail Orders.

- An RPI Order may be entered as a limit order, in a sub-penny increment with an explicit limit price, as a MidPoint Peg Order (as defined in Rule 11.8(d)) (an “RPI MidPoint Peg Order”), or as a Primary Peg Order (as defined in Rule 11.6(j)(2)). An RPI Order that is also a Primary Pegged Order (“RPI Primary Pegged Order”) must be entered with a positive (for buy orders) or negative (for sell orders) offset (“Offset Amount”). The ranked price of an RPI Primary Pegged Order is the price that results after application of the Offset Amount, as described in Rule 11.6(j)(2). An RPI Primary Pegged Order priced at or above \$1.00 may have its Offset Amount entered in pricing increments of \$0.001. An RPI MidPoint Peg Order and an RPI Primary Pegged Order will not execute during a locked market.
- The System will monitor whether RPI Orders, adjusted by any Offset Amount and subject to the limit price, are eligible to interact with incoming Retail Orders. An RPI Order remains non-displayed in its entirety, including any applicable Offset Amount and the limit price. Any User is permitted, but not required, to submit an RPI Order. An RPI Order may be an odd lot, round lot, or mixed lot. An RPI Order may be entered as a Post Only or Book Only order and is not eligible for routing. Proposed Rule 11.21(a)(3) is largely identical to the proposed definition of RPI

Order in the Exchange's recent filing to introduce an Enhanced RPI Order to the BYX RPI Program.²³ Notably, proposed Rule 11.21(a)(3) differs from the proposed definition of RPI Order in the BYX Enhanced RPI Proposal as it permits an RPI Order to be entered with a MidPoint Peg Order instruction, which is not contemplated on BYX. The MidPoint Peg Order instruction will be optional, and not required for Users of RPI Orders. The Exchange has included examples below to describe how RPI MidPoint Peg Orders will function.

Example 1

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters displayed limit order to buy ABC at \$10.00 for 100 shares.
- User 2 enters an RPI MidPoint Peg Order to buy ABC at \$10.03 for 100 shares. User 2's RPI MidPoint Peg Order is posted to the EDGX Book and ranked at a price of \$10.025, non-displayed.
- The RPI Indicator is displayed for User 2's RPI MidPoint Peg Order.
- User 3 enters a Retail Order to sell ABC at \$10.00 for 100.
- **RESULT:** User 3's Retail Order executes against User 2's RPI MidPoint Peg Order at a price of \$10.025. User 2's RPI MidPoint Peg Order has price priority over User 1's displayed limit order pursuant to Exchange Rule 11.9 because it is ranked at \$10.025 while User 1's order has a ranked price of \$10.00. User 3's Retail Order receives \$0.025 of price improvement by executing with User 2's RPI MidPoint Peg Order.

Additionally, the Exchange's proposed definition of RPI Order provides that an RPI

²³ See Securities Exchange Act Release No. 34-102681 (March 14, 2025), 90 FR 13240 (March 20, 2025), SR-CboeBYX-2025-007 ("BYX Enhanced RPI Proposal").

Order will not remove a resting Retail Order upon entry, but rather an RPI Order will be posted to the EDGX Book and may only execute against an incoming Retail Order. The Exchange notes that unlike Retail Orders in the current BYX RPI Program,²⁴ the Exchange is proposing to permit Retail Orders to be entered with a time-in-force other than Immediate-or-Cancel (“IOC”). As Retail Orders under the EDGX RPI Program would be permitted to have a time-in-force that permits them to post to the EDGX Book or route to away markets, the Exchange believes it would be most beneficial to all Users to not allow RPI Orders to remove liquidity upon arrival, but rather to post to the EDGX Book and deepen the Exchange’s pool of available liquidity, which benefits all market participants and provides greater execution opportunities on the Exchange, particularly for Retail Orders. Finally, the Exchange’s proposed definition of RPI Order is limited to use in securities priced at or above \$1.00 (which is identical to the current BYX RPI Program),²⁵ while the proposed definition of RPI Order in the BYX Enhanced RPI Proposal would permit RPI Orders to be entered in all securities, regardless of price. The Exchange has included examples below to describe how RPI Orders will post to the EDGX Book and interact with Retail Orders.

Example 3

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters displayed limit order to buy ABC at \$10.00 for 100 shares.
- User 2 enters an RPI Order to buy ABC at \$10.001 for 100 shares. User 2’s RPI Order is posted to the EDGX Book and ranked at a price of \$10.001, non-displayed.

²⁴ See BYX Exchange Rule 11.24(a)(2). A Retail Order must be entered with a time-in-force of IOC.

²⁵ See BYX Exchange Rule 11.24(h).

- The RPI Indicator is displayed for User 2's RPI Order.
- User 3 enters a Retail Order to sell ABC at \$10.00 for 100.
- **RESULT:** User 3's Retail Order executes against User 2's RPI Order at a price of \$10.001. User 2's RPI Order has price priority over User 1's displayed limit order because User 2's RPI Order is ranked at \$10.001 while User 1's order is ranked at \$10.00. User 3 received \$0.001 of price improvement by executing with User 2's RPI Order.

Example 4

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters a Retail Order to sell ABC at \$10.05 for 100.
- User 2 enters an RPI Order to buy ABC at \$10.05 for 100. User 2's RPI Order is posted to the EDGX Book and ranked at a price of \$10.045.²⁶
- The RPI Indicator is displayed for User 2's RPI Order.
- User 3 enters a Retail Order to sell ABC at \$10.00 for 100.
- **RESULT:** User 3's Retail Order executes against User 2's RPI Order at a price of \$10.045. User 2's RPI Order is ineligible to execute against User 1's Retail Order because under proposed Rule 11.21(a)(3) an incoming RPI Order is not eligible to interact with a resting Retail Order on the EDGX Book and upon entry the incoming RPI Order will post to the EDGX Book to execute against later-arriving Retail Orders. As such, User 2's RPI Order posted to the EDGX Book at the locking price

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See Exchange Rule 11.6(l)(3). Orders with a Non-Displayed instruction that are subject to the Display-Price Sliding or Price Adjust instruction are ranked at the Locking Price on entry. An RPI Order is a non-displayed order and therefore is subject to the re-pricing behavior described in Exchange Rule 11.6(l)(3).

of \$10.05 upon entry and was eligible to execute against User 3's later-arriving Retail Order at a price of \$10.045. User 3 received \$0.045 of price improvement by executing with User 2's RPI Order.

Proposed Rule 11.21(d) (Appeal of Disapproval or Disqualification)

The Exchange next proposes to make two amendments to Rule 11.21(d) (Appeal of Disapproval or Disqualification). First, the Exchange proposes to rename the Retail Attribution Panel described in Rule 11.21(d)(1) as the RPI Panel, to align with the name change of Rule 11.21 from Retail Orders to the Retail Price Improvement Program. The proposed change will ensure that the name of the review panel on the Exchange matches the name of the review panel on the Exchange's affiliate, BYX, thus causing less confusion for RMOs or RMO applicants seeking to avail themselves of the panel.²⁷ Next, the Exchange proposes to amend Rule 11.21(d)(2) to change to the Chief Information Officer referenced in the Rule to the Chief Operating Officer. The Exchange notes that it currently does not have a Chief Information Officer and the corresponding rule of the Exchange's affiliate, BYX, also references the Chief Operating Officer.²⁸ The Exchange believes this change is necessary in order to maintain continuity between the Exchange and its affiliate as well as reference the appropriate corporate officer responsible to selecting members of the RPI Panel.

Proposed Rule 11.24(e) (Retail Liquidity Identifier)

The Exchange proposes to amend Rule 11.24(e) (currently titled Order Designation) by changing the title to "Retail Liquidity Identifier," moving the text of current Rule

²⁷ See BYX Rule 11.24(d)(1).

²⁸ See BYX Rule 11.24(d)(2).

11.24(e) to proposed Rule 11.24(h) (Attribution), and introducing rule text that describes when the Retail Liquidity Identifier for RPI Orders will be displayed.²⁹ The proposed rule text is as follows:

- For securities priced at or above \$1.00, an identifier shall be disseminated through proprietary data feeds or as appropriate through the Consolidated Quotation System, when an RPI Order with a ranked price at least \$0.001 better than the Protected NBB or Protected NBO for a particular security, is available in the System (“Retail Liquidity Identifier”). The Retail Liquidity Identifier shall reflect the symbol for the particular security and the side (buy or sell) of the RPI Order, but shall not include the ranked price or size of the RPI Order. The Retail Liquidity Identifier will only be disseminated when an RPI Order is priced better than the Protected NBB or Protected NBO and will not disseminate if the price of the Protected NBB or Protected NBO moves such that the RPI Order is no longer priced higher than the Protected NBB or lower than the Protected NBO.

The Exchange notes that its proposed rule text for Rule 11.24(e) is nearly identical to the rule text in its BYX Enhanced RPI Proposal, except that the Exchange is not seeking to introduce an Enhanced RPI Order and will only seek to display the Retail Liquidity Identifier (“RLI”) when an RPI Order, rather than RPI Interest as described in the BYX Enhanced RPI Proposal, is priced better than the Protected NBB or Protected NBO in securities priced at or above \$1.00 by at least \$0.001. The proposed rule text describes that

²⁹ The Exchange plans on submitting a letter requesting assurance from staff of the Division of Trading and Markets that it will not recommend enforcement action to the Commission pursuant to Rule 602 of Regulation NMS (the “Quote Rule”) with respect to: (1) the Exchange with respect to collecting, processing, and making available to vendors the best bid, best offer, and quotation sizes communicated by members of the Exchange, or (2) liquidity providers entering RPI interest under the EDGX RPI Program.

the RLI will be disseminated over the Exchange's proprietary data feeds and the Consolidated Quotation System when there is an RPI Order priced at least \$0.001 above the Protected NBB or below the Protected NBO in securities priced at or above \$1.00. The RLI will not be disseminated if an RPI Order is priced equal to, below (for buy orders), or above (for sell orders) the Protected NBB or Protected NBO, even if the ranked price of the RPI Order does not change. In the event that the Protected NBB or Protected NBO moves such that a resting RPI Order is again priced above the Protected NBB or below the Protected NBO, the RLI will then be disseminated.

The purpose of the Identifier is to provide relevant market information to RMOs that there is available RPI Interest available on the Exchange, thereby incentivizing RMOs to send Retail Orders to the Exchange. The Exchange believes that even in instances where the Identifier is not being disseminated due to RPI Interest not having a ranked price at least \$0.001 above (for buy orders) or below (for sell orders) the Protected NBB or Protected NBO, RMOs continue to be incentivized to submit Retail Orders to the Exchange. While RMOs may not be aware of potential RPI Interest on the Exchange during periods when the Identifier is not being disseminated, the Exchange does not believe that RMOs are harmed by the Exchange accepting RPI Interest that is not executable at the time of receipt by the Exchange and therefore not disseminating an Identifier. First, not all RMOs rely on the Identifier when submitting Retail Orders to the Exchange. In addition, Retail Orders may continue to be submitted even when the Identifier is not being disseminated and will continue to be eligible to execute against contra-side hidden liquidity that may be priced equal to or above (for buy orders) or below (for sell order) the Protected NBB or Protected NBO.

Proposed Rule 11.21(f) (Retail Order Designation)

The Exchange proposes to amend Rule 11.21(f) (currently titled Attribution) by changing the title to “Retail Liquidity Designation,” moving the text of current Rule 11.24(f) to proposed Rule 11.24(h) (Attribution), and introducing rule text that describes how RMOs may designate Retail Orders submitted to the Exchange to interact with contra-side interest. Proposed Rule 11.21(f) is based off BYX Rule 11.24(f) (Retail Order Designation) and will contain a nearly identical definition of a Type 1 Retail Order³⁰ while also introducing a new Type 2 Retail Order.

The Exchange proposes to introduce Rule 11.24(f)(1), which describes a Type 1 Retail Order. Type 1-designated Retail Orders must be designated as IOC and will interact with available contra-side RPI Orders and other price improving contra-side interest but will not interact with other available contra-side interest in the System that is not offering price improvement or route to other markets. The portion of a Type 1-designated Retail Order that does not execute against contra-side RPI Orders or other price improving liquidity will be immediately and automatically cancelled.

The Exchange also proposes to introduce Rule 11.24(f)(2), which describes a Type 2 Retail Order. Type 2-designated Retail Orders will be executed, posted to the EDGX Book, or cancelled according to the User’s instructions. A Type 2-designated Retail Order will be ineligible to execute with a resting RPI Order that is not priced better than the Protected NBB or Protected NBO. A Type 2-designated Retail Order can either be submitted as an EDGX Only Order or as an order eligible for routing pursuant to Rule 11.11.

Proposed Rule 11.21(g) (Order Priority)

³⁰ See BYX Rule 11.24(f)(1).

The Exchange proposes to introduce Rule 11.21(g) titled Order Priority which will describe how RPI Orders will be ranked and executed upon receipt by the Exchange. RPI Orders in the same security that are priced better than the Protected NBB or Protected NBO by at least \$0.001 for securities priced at or above \$1.00 shall be ranked according to price then time of entry into the System, as provided for in Rule 11.9. Executions shall occur in price/time priority in accordance with Rule 11.9. Any remaining unexecuted RPI interest will remain available to interact with other incoming Retail Orders. RPI Orders are ineligible to execute at prices that are equal to or inferior to the Protected NBB or Protected NBO. An RPI Order that is priced equal to or inferior to the Protected NBB or Protected NBO will not be cancelled and will become eligible to execute against Retail Orders should the RPI Order become priced better to the Protected NBB or Protected NBO at a later time. The Exchange has provided the following examples to demonstrate how RPI Order priority will function.

Example 5

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters an RPI Order to buy ABC at \$10.015 for 500 shares.
- User 2 enters an RPI Order to buy ABC at \$10.02 for 500 shares.
- User 3 enters an RPI Order to buy ABC at \$10.035 for 500 shares.
- **RESULT:** An incoming Retail Order to sell ABC for 1,000 executes first against User 3's bid for 500 shares at \$10.035 because it is the best priced bid, then against User 2's bid for 500 shares at \$10.02 because it is the next best priced bid. User 1 is not filled because the entire size of the Retail Order to sell 1,000 shares is depleted. The Retail Order executes against RPI Orders in price/time priority.

Example 6

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters an RPI Order to buy ABC at \$10.015 for 500 shares.
- User 2 enters an RPI Order to buy ABC at \$10.02 for 100 shares.
- User 3 enters an RPI Order to buy ABC at \$10.035 for 500 shares.
- **RESULT:** An incoming Retail Order to sell ABC for 1,000 executes first against User 3's bid for 500 shares at \$10.035 because it is the best priced bid, then against User 2's bid for 100 at \$10.02 because it is the next best priced bid. User 1 then receives an execution for 400 of its bid for 500 at \$10.015, at which point the entire size of the Retail Order to sell 1,000 is depleted.

Example 7

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters an RPI Order to buy ABC at \$10.015 for 500 shares.
- User 2 enters an RPI Order to buy ABC at \$10.02 for 100 shares.
- User 3 enters a Non-Displayed Order to buy ABC at \$10.03 for 500 shares.
- **RESULT:** An incoming Retail Order to sell ABC for 1,000 executes first against User 3's bid for 500 shares at \$10.03 because it is the best priced bid, then against User 2's bid for 100 at \$10.02 because it is the next best priced bid. User 1 then receives an execution for 400 of its bid for 500 at \$10.015, at which point the entire size of the Retail Order to sell 1,000 is depleted.

Proposed Rule 11.21(h) (Attribution)

The Exchange proposes to introduce Rule 11.21(h) titled Attribution, which will contain details about how RMOs may designate Retail Orders to be identified as such. The

Exchange notes that current Rule 11.21(f) (Attribution) will be relocated to proposed Rule 11.21(h) with minor changes in order to incorporate rule text from current Rules 11.21(f) and 11.21(e). Pursuant to proposed Rule 11.21(h), and as is currently described in Rule 11.21(f), an RMO may designate a Retail Order to be identified as Retail on the EDGX Book Feed on an order-by-order basis. An RMO may also instruct the Exchange to identify all its Retail Orders as Retail on a port-by-port basis where that port is also designated as a Retail Order Port. An RMO that instructs the Exchange to identify all its Retail Orders as Retail on a Retail Order Port will be able to override such setting and designate any individual Retail Order from that port as Attributable or Non-Attributable, as set forth in Rule 11.6(a). The Exchange proposes to relocate the language from current Rule 11.21(e) (Order Designation) to proposed Rule 11.21(h) stating that a Retail Order will be identified as Retail when routed to an away Trading Center unless otherwise instructed by an RMO as this language more appropriately describes order attribution rather than how an order will interact with contra-side interest as is proposed in proposed Rule 11.21(f). The Exchange proposes to keep the existing language from current attribution Rule 11.21(f) stating all Retail Priority Orders, as defined in Interpretations and Policies .01 to Rule 11.9, will be identified as such on the EDGX Book Feed in order to avoid investor confusion.

Proposed Rule 11.21(i)

As discussed in proposed Rule 11.21(a)(3), the EDGX RPI Program will be limited to securities priced equal to or greater than \$1.00 per share. The Exchange notes that it will periodically notify the membership regarding the securities included in the EDGX RPI Program through an information circular, which is the same practice utilized by its affiliate,

BYX, in its current RPI Program.³¹

Comparison to Existing Retail Liquidity Programs

The Exchange notes that in addition to being substantially similar to the proposed RPI Program on its affiliate equity exchange, BYX, the proposed EDGX RPI Program is similar to other retail liquidity programs offered by the New York Stock Exchange LLC (“NYSE”),³² NYSE National, Inc. (“NYSE National”),³³ Investors’ Exchange LLC (“IEX”),³⁴ and Nasdaq BX, Inc. (“Nasdaq BX”),³⁵ with important distinctions highlighted below.

First, the Exchange notes that its proposal differs from all other retail liquidity programs as it is proposing to allow Retail Orders to be entered with any time-in-force and is not limiting Retail Orders to only be entered with a time-in-force of IOC. The Exchange believes allowing Retail Orders to be entered with any time-in-force instruction rather than limiting the time-in-force to IOC will provide for additional execution opportunities for Retail Orders and will create a deeper pool of liquidity on the Exchange, which provides for greater execution opportunities for all Users and provides for overall enhanced price discovery and price improvement opportunities on the Exchange. While a resting Retail Order will not be eligible to interact with a resting RPI Order that was not originally executable upon receipt of the Retail Order, the ability of the Retail Order to execute against

³¹ See BYX Rule 11.24(h). The Exchange notes that BYX has proposed to remove BYX Rule 11.24(h) as part of the BYX Enhanced RPI Proposal, but currently the Program is limited to securities priced at or above \$1.00.

³² See NYSE Rule 7.44 (Retail Liquidity Program).

³³ See NYSE National Rule 7.44 (Retail Liquidity Program).

³⁴ See IEX Rule 11.232 (Retail Price Improvement Program).

³⁵ See Nasdaq BX Equity 4, Rule 4780 (Retail Price Improvement Program).

other liquidity on the Exchange, including hidden liquidity that may offer price improvement, stands to provide additional execution opportunities to the Retail Order that it otherwise would not have received if required to be entered with a time-in-force of IOC.

Next, the Exchange notes that its proposed RPI Order may be entered in price increments of \$0.001, which is identical to the corresponding RPI Orders on BYX, NYSE, and Nasdaq BX but differs from the price increments of RPI Orders on IEX and NYSE National, whose equivalent RPI Orders may only be entered in \$0.005 increments. The Exchange believes that providing Users the ability to enter RPI Orders in \$0.001 increments while simultaneously proposing to allow RPI Orders to be entered as a MidPoint Peg Orders provides Users the appropriate balance in having the ability to control how much price improvement is offered to contra-side Retail Orders using \$0.001 increments while also having more certainty and control over its order flow by choosing to utilize the MidPoint Peg Order type. If a User chooses to submit an RPI Order with a limit price in a \$0.001 increment, the User risks being priced lower than other hidden liquidity on the EDGX Book and not earning an execution against an incoming Retail Order. Additionally, the User's RPI Order entered in \$0.001 increments may be subject to movement in the NBBO and become unexecutable if the order is no longer priced at least \$0.001 better than the Protected NBB or Protected NBO. Alternatively, if a User enters an RPI MidPoint Peg Order, the User knows that any execution will occur at the NBBO midpoint and that its order will remain executable, as it will always be priced at least \$0.001 better than the Protected NBB or Protected NBO as it is a pegged order with a limit price that updates as the NBBO updates.

The Exchange believes that the distinctions highlighted above will make the EDGX RPI Program an attractive alternative to other retail liquidity programs and provide RMOs

with the ability to submit Retail Orders to the Exchange with a chance at receiving additional price improvement compared to what is already available on the Exchange.

Implementation

The Exchange proposes to implement the RPI Program on EDGX during the first half of 2026 and will announce the date via Trade Desk Notice.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.³⁶

Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)³⁷ 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)³⁸ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission has repeatedly emphasized that the U.S. capital markets should

³⁶ 15 U.S.C. 78f(b).

³⁷ 15 U.S.C. 78f(b)(5).

³⁸ Id.

be structured with the interests of retail investors in mind³⁹ and has recently proposed a series of rules designed, in part, to attempt to bring order flow back to the exchanges from off-exchange trading venues.⁴⁰ The Exchange believes its proposal to introduce an RPI Program on EDGX is consistent with the Commission’s goal of ensuring that the equities markets continue to serve the needs of the investing public. Specifically, introducing the Program on EDGX would protect investors and the public interest by providing retail investors the ability to obtain price improvement on EDGX, a national securities exchange. The Exchange is committed to innovation that improves the quality of the equities markets and believes that the proposed EDGX RPI Program may increase the attractiveness of the Exchange for the execution of Retail Orders submitted on behalf of the millions of ordinary investors that rely on these markets for their investment needs.

The Exchange believes the proposed EDGX RPI Program promotes just and equitable principles of trade and is not unfairly discriminatory. While the proposed EDGX RPI Program would differentiate among its Members, the Exchange does not believe that such segmentation is inconsistent with section 6(b)(5) of the Act, as it does not permit *unfair* discrimination. The Commission has previously stated that the markets generally distinguish between retail investors, whose orders are considered desirable by liquidity providers because such retail investors are presumed to be less informed about short-term price movements, and professional traders, whose orders are presumed to be

³⁹ Supra note 9.

⁴⁰ Supra notes 12 – 13. See also, Securities Exchange Act Release No. 96496 (December 14, 2022), 88 FR 5440 (January 27, 2023) (“Regulation Best Execution”); Securities Exchange Act Release No. 96493 (December 14, 2022), 88 FR 3786 (January 20, 2023) (“Disclosure of Order Execution Information”).

more informed.⁴¹ The Commission has further stated that without opportunities for price improvement, retail investors may encounter wider spreads that are a consequence of liquidity providers interacting with more informed order flow.⁴² The Exchange believes that its proposed EDGX RPI Program is reasonably designed to attract marketable retail order flow to the exchange as it will help to ensure that retail investors benefit from the better price that liquidity providers are willing to provide to retail orders in exchange for minimizing their adverse selection costs.

The Exchange believes that the proposed RPI Order behavior that does not permit an RPI Order to execute immediately against resting Retail Orders upon entry is not unfairly discriminatory because the proposed RPI Order is an optional order type that any liquidity provider may utilize as part of its investment strategy. As an example, a liquidity provider may choose to submit a limit order with a time-in-force of Day, and that order may execute immediately upon entry with hidden liquidity on the EDGX Book. Conversely, another liquidity provider may choose to submit an RPI Order knowing that the order will not execute immediately upon entry, but rather will be posted to the EDGX Book, foregoing potentially receiving an immediate executions in exchange for the strong likelihood of executing against an incoming, contra-side Retail Order, which is generally a more desirable outcome for more sophisticated market participants.⁴³ The Exchange is

⁴¹ Id.

⁴² Id.

⁴³ Marketable retail order flow is generally seen as more desirable by institutional liquidity providers as executions against retail orders are less prone to adverse selection. Adverse selection is the phenomenon where the price of a stock drops right after a liquidity provider purchases the stock. The Commission has previously opined that retail liquidity programs may be beneficial to institutional investors as they may be able to reduce their possible adverse selection costs by interacting with retail order flow. See Securities Exchange Act Release No. 68303 (November 27,

not proposing to amend the functionality of any existing order types on the Exchange, but rather seeks to provide an additional order type that provides liquidity providers with greater control over its contra-side execution. The proposed RPI Order is completely optional, can be utilized by any liquidity provider, and will be an additional order type from which liquidity providers may choose when determining how best to submit order flow to the Exchange. While the proposed RPI Order is limited to executing only with incoming contra-side Retail Orders and not resting Retail Orders on the EDGX Book, the Exchange believes that liquidity providers are in the best position to determine whether the proposed RPI Order is appropriate for the liquidity provider's current investment strategy. If a liquidity provider wishes to prioritize speed of execution or wishes to have the ability to execute immediately upon entry without regard to the contra-side order type, it is free to utilize another order type on the Exchange.

The Exchange further believes the proposed change would promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest because proposed Rule 11.21 is based on BYX Exchange Rule 11.24, providing for the BYX RPI Program, and is also similar to rules providing for the NYSE, NYSE National, IEX, and Nasdaq BX retail liquidity programs. The Exchange believes that its proposal to permit an RPI Order to be entered in pricing increments of \$0.001 or as an RPI MidPoint Peg Order provides Users the appropriate balance in having the ability to control how much price improvement is offered to contra-side Retail Orders while also

2012), 77 FR 71652 (December 3, 2012), SR-BYX-2012-019 ("BYX RPI Pilot Approval Order") at 71656.

having more certainty and control over its order flow. For example, if a User chooses to submit an RPI Order with a limit price in a \$0.001 increment, the User risks being priced lower than other hidden liquidity on the EDGX Book and not earning an execution against a Retail Order. Additionally, the User's RPI Order may be subject to movement in the NBBO and become unexecutable if the order is no longer priced at least \$0.001 better than the Protected NBB or Protected NBO. Alternatively, a User who elects to enter an RPI MidPoint Peg Order knows that any execution will occur at the NBBO midpoint and that its order will remain executable, as it will always be priced at least \$0.001 better than the Protected NBB or Protected NBO as it is a pegged order with a limit price that updates as the NBBO updates.

Proposed Rule 11.21 sets forth definitions, order types, processes for RMO application, qualification, disapproval and disqualification for the Program, and the operation, priority, and attribution of orders in the Program that are based on rules previously approved by the Commission for retail price improvement programs currently offered by equity exchanges. Accordingly, the Exchange also believes the proposed change would promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest by promoting consistency among exchange rules setting forth retail price improvement programs, which could encourage retail investors to direct order flow to the proposed Program to seek out price improvement opportunities.

The Exchange believes that the introduction of the EDGX RPI Program promotes just and equitable principles of trade and is consistent with Section 6(b)(5) of the Act as it encourages Users to submit RPI Orders with limit prices that are priced at least \$0.001

better than the Protected NBB or Protected NBO in exchange for the ability to guarantee the opportunity to execute against a contra-side Retail Order. As previously stated, all Users are eligible to submit RPI Orders. While the Exchange believes that most RPI Orders will be submitted by or on behalf of professional traders, retail investors will have the opportunity to receive better-priced executions should their executing broker choose to submit a marketable Retail Order to the Exchange. The Exchange believes the introduction of the EDGX RPI Program will deepen the Exchange's pool of available liquidity, increase marketable retail order flow to the Exchange and provide additional competition for marketable retail order flow, most of which is currently executed off-exchange in the OTC markets. Promoting competition for retail order flow among execution venues stands to benefit retail investors, who may be eligible to receive greater price improvement on the Exchange by interacting with an RPI Order than they would if their order was internalized by a broker-dealer on the OTC market.

The Exchange believes that its proposal to permit Retail Orders to be entered with any time-in-force and not be limited to a time-in-force of IOC as is the case with existing retail liquidity programs promotes just and equitable principles of trade and is consistent with Section 6(b)(5) of the Act because it provides an RMO submitting orders on behalf of retail customers additional control over how its Retail Orders will interact with liquidity resting on the EDGX Book. For instance, an RMO may choose to submit a Retail Order with a time-in-force of IOC, which would behave identical to a Retail Order submitted to the Exchange's affiliate RPI Program on BYX, and would immediately cancel if it does not receive an execution against an RPI Order or other price improving

liquidity on the EDGX Book.⁴⁴ However, an RMO may also choose to utilize a time-in-force that permits the Retail Order to post to the EDGX Book or route to an away market center if it is not immediately executed.⁴⁵ By permitting a Retail Order to post to the EDGX Book, the Retail Order will be eligible not only to execute against a resting RPI Order immediately upon entry, but may also be designated as a Retail Priority Order⁴⁶ if the order does not execute against a resting RPI Order and instead posts to the EDGX Book. If an RMO chooses to designate its Retail Order as a Retail Priority Order, the displayed portion of the Retail Priority Order is given allocation priority ahead of all other available interest on the EDGX Book.

The Exchange views the ability to enter Retail Orders with any time-in-force an important feature that benefits retail investors by increasing both the likelihood and speed with which their non-marketable Retail Orders are executed. If speed is a priority, then an RMO is free to select a time-in-force of IOC and will only receive an execution if there is a resting RPI Order priced at least \$0.001 better than the NBBO or a hidden order providing price improvement. If, however, speed is not a concern and an RMO would like to increase its odds that its Retail Order will be filled on the Exchange after posting to the EDGX Book, the RMO may elect to submit its order as a Retail Priority Order. RMOs are also free to simply choose to designate a Retail Order with a time-in-force other than IOC and not as a Retail Priority Order, which would permit the Retail Order to post to the EDGX Book or route to an away market and receive an execution under

⁴⁴ See proposed Rule 11.21(f)(1).

⁴⁵ See proposed Rule 11.21(f)(2).

⁴⁶ See Rule 11.9, Interpretations and Policies .01. A Retail Priority Order is a Retail Order that is entered on behalf of a person that does not place more than 390 equity orders per day on average during a calendar month for its own beneficial account(s).

standard price/display/time priority. The Exchange has already proven that it can attract Retail Orders through its retail priority offering⁴⁷ and now believes that it can provide price improvement to those Retail Orders through the introduction of the RPI Program on the Exchange and building a greater depth of book against which Retail Orders may be eligible to execute.

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. The Exchange believes that the proposal does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, the proposed rule change is designed to increase intramarket competition for retail order flow by introducing a retail liquidity program on a regulated market. The proposed change could encourage additional competition by promoting additional trading opportunities for retail investors at both the NBBO midpoint as well as at sub-penny increments priced better than the Protected NBB or Protected NBO.

The Exchange also believes the proposed rule change does not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the Act. As discussed above, IEX, NYSE, NYSE National, and Nasdaq BX each operate RLPs and the Exchange believes that its proposed rule change will allow it to compete for additional retail order flow with the aforementioned exchanges.⁴⁸ Furthermore, the

⁴⁷ A review of internal Exchange data found that approximately 44% of all Retail Orders submitted to EDGX between January 2025 – July 2025 were designated as Retail Priority Orders. Retail Orders (including Retail Priority Orders) accounted for approximately 18.6% of all orders executed on EDGX during the period January 2025 – July 2025.

⁴⁸ Supra notes 32 – 35.

Exchange's proposal will promote competition between the Exchange and off-exchange trading venues where the majority of retail order flow trades today.

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

The Exchange does not consent to an extension of the time period for Securities and Exchange Commission (the "Commission") action on the proposed rule change specified in Section 19(b)(2) of the Act.⁴⁹

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)

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.

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

Not applicable.

Item 11. Exhibits

⁴⁹ 15 U.S.C. 78s(b)(2).

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

Exhibit 2 - 4. Not applicable.

Exhibit 5. Proposed rule text.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-CboeEDGX-2025-072]

[Insert date]

Self-Regulatory Organizations; Cboe EDGX Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Modify Rule 11.21 to Adopt a Retail Price Improvement Program

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 EDGX Exchange, Inc. (the “Exchange” or “EDGX”) 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 EDGX Exchange, Inc. (the “Exchange” or “EDGX”) proposes to modify Rule 11.21 to adopt a Retail Price Improvement program. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website (http://markets.cboe.com/us/equities/regulation/rule_filings/edgx/), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

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 Rule 11.21 to adopt a Retail Price Improvement Program (the "Program") for the benefit of retail investors. As described in greater detail below, the purpose of the Program would be to attract retail order flow to the Exchange and allow such Retail Orders³ to receive potential price improvement at least \$0.001 better than the Protected NBB⁴ (for buy orders) or Protected NBO⁵ (for sell orders) in securities priced

³ See Exchange Rule 11.21(a)(2). A "Retail Order" is an agency or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. The Exchange notes that it has filed a separate proposal to amend the definition of Retail Order that would permit an RMO to enter a Retail Order in a principal capacity, but the proposed changes in the Retail Order Definition Proposal do not affect the Exchange's proposed changes to Rule 11.21(a)(2) for the introduction of the RPI Program. See Securities Exchange Act Release No. 103182 (June 4, 2025), 90 FR 24476 (June 10, 2025), SR-CboeEDGX-2025-035 ("Retail Order Definition Proposal").

⁴ See Exchange Rule 1.5(u). The term "Protected Bid" shall mean a bid in a stock that is (i) displayed by an automated trading center; (ii) disseminated pursuant to an effective national market system plan; and (iii) an automated quotation that is the best bid of a national securities exchange or association.

⁵ See Exchange Rule 1.5(u). The term "Protected Offer" shall mean an offer in a stock that is (i) displayed by an automated trading center; (ii) disseminated pursuant to an effective national market system plan; and (iii) an automated quotation that is the best offer of a national securities exchange or association.

at or above \$1.00.⁶ Rule 11.21 is currently titled Retail Orders and allows a certain class of Members known as Retail Member Organizations (“RMOs”) to submit Retail Orders to the Exchange and designate that Retail Orders be identified as Retail on the EDGX Book Feed.⁷

The proposed Program is structured similarly to the retail liquidity programs (“RLPs”) offered by the Exchange’s affiliate, Cboe BYX Exchange, Inc. (“BYX”), as well as retail liquidity programs offered by competitor exchanges such as the New York Stock Exchange (“NYSE”), NYSE National, Inc. (“NYSE National”), Nasdaq BX, Inc. (“Nasdaq BX”) and Investors Exchange LLC (“IEX”).⁸ The Exchange’s proposed Program will be structured similarly to other retail liquidity programs offered by the Exchange’s various affiliated equities exchanges and competitor exchanges. However, a substantive difference between the Exchange’s program and programs offered by the Exchange’s affiliate or competitor exchanges is that Retail Orders entered on the Exchange may be entered with a time-in-force other than Immediate-or-Cancel (“IOC”).⁹ As Retail Orders may be entered with a time-in-force other than IOC, Retail Orders will be allowed to post to the EDGX Book¹⁰ or route to away trading centers according to User instructions. In addition, the proposed Retail Priority Order will only be eligible to execute against incoming Retail

⁶ As discussed, *infra*, the proposed Program will not apply to securities priced below \$1.00.

⁷ See Exchange Rule 13.8 for a description of the available EDGX Book Feeds.

⁸ See *infra* notes 32 – 35.

⁹ See Exchange Rule 11.6(q)(1). Immediate-or-Cancel (“IOC”) is an instruction the User may attach to an order stating the order is to be executed in whole or in part as soon as such order is received. The portion not executed immediately on the Exchange or another trading center is treated as cancelled and is not posted to the EDGX Book. An order with an IOC instruction that does not include a Book Only instruction and that cannot be executed in accordance with Rule 11.10(a)(4) on the System when reaching the Exchange will be eligible for routing away pursuant to Rule 11.11.

¹⁰ See Exchange Rule 1.5(d). The term “EDGX Book” shall mean the System’s electronic file of orders.

Orders and will not be eligible to remove resting Retail Orders from the EDGX Book.

Further, Users will have the ability to enter the proposed Retail Priority Order as a MidPoint Peg Order as described in Rule 11.8(d).

Background

The Commission has long recognized that U.S. capital markets should be structured with the interests of retail investors in mind.¹¹ In response, exchanges have created various offerings to provide retail investors with benefits not afforded to other market participants. As noted by the Commission, the great majority of marketable orders of retail investors continue to be sent to wholesalers,¹² even with the presence of RLPs offered by other national securities exchanges,¹³ including the Exchange's affiliate, BYX.¹⁴ Indeed, as noted in the Commission's 2022 rule proposal related to minimum pricing increments, RLPs have not yet attracted a significant volume of retail order flow.¹⁵ In fact, since RLPs have been adopted, the percentage of on-exchange share volume has continued to decrease from

¹¹ See U.S. Securities and Exchange Commission, Strategic Plan, Fiscal Years 2018-2022, available at https://www.sec.gov/files/SEC_Strategic_Plan_FY18-FY22_FINAL_0.pdf

¹² See Securities Exchange Act Release No. 96495 (December 14, 2022), 88 FR 128 (January 3, 2023) ("Order Competition Rule") at 144.

¹³ See, e.g., NYSE Retail Liquidity program, which promotes cost savings through price improvement for individual investors provided by retail liquidity providers that submit non-displayed interest priced better than the best protected best bid or protected best offer. See also NYSE National Retail Liquidity program, which seeks to attract retail order flow to the Exchange through the potential of price improvement at the midpoint or better. Available at <https://www.nyse.com/markets/liquidity-programs>. See also IEX Retail Program, which incentivizes midpoint liquidity for retail orders through the use of retail liquidity provider orders. Available at <https://www.iexexchange.io/products/retail-program>. See also Nasdaq BX Retail Price Improvement, which allows retail orders to interact with price-improving liquidity. Available at <https://www.nasdaqtrader.com/content/BXRPIfs.pdf>.

¹⁴ See Securities Exchange Act Release No. 87154 (September 30, 2019), 84 FR 53183 (October 4, 2019), SR-CboeBYX-2019-014 ("BYX RPI Approval Order").

¹⁵ See Securities Exchange Act Release No. 96494 (December 14, 2022), 87 FR 80266 (December 29, 2022) ("Tick Size Proposal") at 80273.

approximately 71% to approximately 49% as of December 2024.¹⁶

The Exchange has established itself as a venue that seeks to provide a positive experience for orders submitted on behalf of retail investors. Currently, EDGX offers Retail Priority, which changes the order allocation priority model from price-time priority to a price-retail priority-time priority model.¹⁷ Retail Priority was designed to improve execution quality and trading outcomes for Retail Orders and RMOs by reducing their time to execution. Under the Retail Priority program, a displayed limit order designated with Retail Priority will be given queue priority over same-priced orders submitted on EDGX.¹⁸ In addition to its Retail Priority offering, the Exchange also provides pricing incentives including low cost remove by Retail Orders and premium rebates for retail order flow on the Exchange.¹⁹ Further, the Exchange provides a Retail Membership Program, which offers up to 18 months of discounted market data fees and connectivity as well as premium rebates for RMOs.²⁰

The Exchange believes that its current product offerings aimed at providing higher execution quality for retail investors can be further augmented. Accordingly, the Exchange now seeks to introduce an RPI Program on EDGX (“EDGX RPI Program”) in order to provide an additional, lit market on which retail investors can submit order flow with the potential for price improvement. As proposed, the EDGX RPI Program will offer RMOs the

¹⁶ Source: Cboe internal data.

¹⁷ See Exchange Rule 11.9(a)(2)(A) and Exchange Rule 11.9, Interpretations and Policies. See also “Cboe Retail Priority” available at: https://www.cboe.com/us/equities/trading/offers/retail_priority/.

¹⁸ Id.

¹⁹ See EDGX Equities Fee Schedule, Fee Codes, available at: https://www.cboe.com/us/equities/membership/fee_schedule/edgx/.

²⁰ See Cboe Retail Membership Program, available at: https://www.cboe.com/us/equities/trading/offers/retail_membership_program/.

ability to submit Retail Orders to the Exchange. Users²¹ will be permitted to provide potential price improvement for Retail Orders in the form of non-displayed interest that is priced higher than the Protected NBB (for buy orders) or lower than the Protected NBO (for sell orders). While the proposed EDGX RPI Program will function similarly to the RPI Program on the Exchange's affiliate, BYX, and the retail liquidity programs of other exchanges, certain differences, including the ability for Retail Orders to post to the EDGX Book and route away from the Exchange as well as the inability of a resting RPI Order to remove a resting Retail Order, will make the EDGX RPI Program a unique offering for retail order flow.

Proposal

Proposed Rule 11.21 (Retail Price Improvement Program); Proposed Rule 11.21(a) (Definitions)

Rule 11.21 is currently titled "Retail Orders" and sets forth in the following subparagraphs: a) the definitions of RMO and Retail Order, b) the qualification and application process for becoming an RMO, c) the failure of an RMO to abide by Retail Order requirements, d) appeals of disapproval or disqualification, e) order designation, and f) attribution. The Exchange proposes to amend the title of Rule 11.21 from "Retail Orders" to "Retail Price Improvement Program." Next, the Exchange proposes to amend Rule 11.21(a)(2) to add a sentence at the end of the current rule text that provides that a Retail Order shall operate in accordance with proposed Rule 11.21(f).

The Exchange next proposes to introduce proposed Rule 11.21(a)(3) to define a

²¹ See Rule 1.5(ee). A "User" is defined as any member or sponsored participant of the Exchange who is authorized to obtain access to the System pursuant to Rule 11.3.

Retail Price Improvement Order, as described below.²²

- A “Retail Price Improvement Order” or “RPI Order” consists of non-displayed interest on the Exchange that is eligible to interact with incoming Retail Orders and that is identified by the Retail Liquidity Identifier described in paragraph (e) below. To be executable, an RPI Order for a security priced at or above \$1.00 must be priced at least \$0.001 better than the Protected NBB or Protected NBO and may be priced in \$0.001 increments (e.g., \$10.001). An RPI Order may not be entered in securities priced below \$1.00. An RPI Order is ineligible to execute at prices equal to or inferior to the Protected NBB (for buy orders) or Protected NBO (for sell orders). An RPI Order that is ineligible to execute because it is priced equal to or inferior to the Protected NBB or Protected NBO will not be canceled and will become eligible to execute against incoming Retail Orders should the RPI Order become priced better than the Protected NBB (for buy orders) or Protected NBO (for sell orders) at a later time. An incoming RPI Order will not be eligible to interact with a resting Retail Order on the EDGX Book and upon entry will post to the EDGX Book to execute against later-arriving Retail Orders.
- An RPI Order may be entered as a limit order, in a sub-penny increment with an explicit limit price, as a MidPoint Peg Order (as defined in Rule 11.8(d)) (an “RPI MidPoint Peg Order”), or as a Primary Peg Order (as defined in Rule 11.6(j)(2)). An RPI Order that is also a Primary Pegged Order (“RPI Primary Pegged Order”) must be entered with a positive (for buy orders) or negative (for sell orders) offset (“Offset

²²

The Exchange plans to submit a request for an exemption under Regulation NMS Rule 612 that would permit it to accept and rank non-displayed RPI interest.

Amount”). The ranked price of an RPI Primary Pegged Order is the price that results after application of the Offset Amount, as described in Rule 11.6(j)(2). An RPI Primary Pegged Order priced at or above \$1.00 may have its Offset Amount entered in pricing increments of \$0.001. An RPI MidPoint Peg Order and an RPI Primary Pegged Order will not execute during a locked market.

- The System will monitor whether RPI Orders, adjusted by any Offset Amount and subject to the limit price, are eligible to interact with incoming Retail Orders. An RPI Order remains non-displayed in its entirety, including any applicable Offset Amount and the limit price. Any User is permitted, but not required, to submit an RPI Order. An RPI Order may be an odd lot, round lot, or mixed lot. An RPI Order may be entered as a Post Only or Book Only order and is not eligible for routing.

Proposed Rule 11.21(a)(3) is largely identical to the proposed definition of RPI Order in the Exchange’s recent filing to introduce an Enhanced RPI Order to the BYX RPI Program.²³ Notably, proposed Rule 11.21(a)(3) differs from the proposed definition of RPI Order in the BYX Enhanced RPI Proposal as it permits an RPI Order to be entered with a MidPoint Peg Order instruction, which is not contemplated on BYX. The MidPoint Peg Order instruction will be optional, and not required for Users of RPI Orders. The Exchange has included examples below to describe how RPI MidPoint Peg Orders will function.

Example 1

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters displayed limit order to buy ABC at \$10.00 for 100 shares.

²³ See Securities Exchange Act Release No. 34-102681 (March 14, 2025), 90 FR 13240 (March 20, 2025), SR-CboeBYX-2025-007 (“BYX Enhanced RPI Proposal”).

- User 2 enters an RPI MidPoint Peg Order to buy ABC at \$10.03 for 100 shares. User 2's RPI MidPoint Peg Order is posted to the EDGX Book and ranked at a price of \$10.025, non-displayed.
- The RPI Indicator is displayed for User 2's RPI MidPoint Peg Order.
- User 3 enters a Retail Order to sell ABC at \$10.00 for 100.
- **RESULT:** User 3's Retail Order executes against User 2's RPI MidPoint Peg Order at a price of \$10.025. User 2's RPI MidPoint Peg Order has price priority over User 1's displayed limit order pursuant to Exchange Rule 11.9 because it is ranked at \$10.025 while User 1's order has a ranked price of \$10.00. User 3's Retail Order receives \$0.025 of price improvement by executing with User 2's RPI MidPoint Peg Order.

Additionally, the Exchange's proposed definition of RPI Order provides that an RPI Order will not remove a resting Retail Order upon entry, but rather an RPI Order will be posted to the EDGX Book and may only execute against an incoming Retail Order. The Exchange notes that unlike Retail Orders in the current BYX RPI Program,²⁴ the Exchange is proposing to permit Retail Orders to be entered with a time-in-force other than Immediate-or-Cancel ("IOC"). As Retail Orders under the EDGX RPI Program would be permitted to have a time-in-force that permits them to post to the EDGX Book or route to away markets, the Exchange believes it would be most beneficial to all Users to not allow RPI Orders to remove liquidity upon arrival, but rather to post to the EDGX Book and deepen the Exchange's pool of available liquidity, which benefits all market participants and provides greater execution opportunities on the Exchange, particularly for Retail Orders.

²⁴

See BYX Exchange Rule 11.24(a)(2). A Retail Order must be entered with a time-in-force of IOC.

Finally, the Exchange's proposed definition of RPI Order is limited to use in securities priced at or above \$1.00 (which is identical to the current BYX RPI Program),²⁵ while the proposed definition of RPI Order in the BYX Enhanced RPI Proposal would permit RPI Orders to be entered in all securities, regardless of price. The Exchange has included examples below to describe how RPI Orders will post to the EDGX Book and interact with Retail Orders.

Example 3

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters displayed limit order to buy ABC at \$10.00 for 100 shares.
- User 2 enters an RPI Order to buy ABC at \$10.001 for 100 shares. User 2's RPI Order is posted to the EDGX Book and ranked at a price of \$10.001, non-displayed.
- The RPI Indicator is displayed for User 2's RPI Order.
- User 3 enters a Retail Order to sell ABC at \$10.00 for 100.
- **RESULT:** User 3's Retail Order executes against User 2's RPI Order at a price of \$10.001. User 2's RPI Order has price priority over User 1's displayed limit order because User 2's RPI Order is ranked at \$10.001 while User 1's order is ranked at \$10.00. User 3 received \$0.001 of price improvement by executing with User 2's RPI Order.

Example 4

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters a Retail Order to sell ABC at \$10.05 for 100.
- User 2 enters an RPI Order to buy ABC at \$10.05 for 100. User 2's RPI Order is

²⁵ See BYX Exchange Rule 11.24(h).

posted to the EDGX Book and ranked at a price of \$10.045.²⁶

- The RPI Indicator is displayed for User 2's RPI Order.
- User 3 enters a Retail Order to sell ABC at \$10.00 for 100.
- **RESULT:** User 3's Retail Order executes against User 2's RPI Order at a price of \$10.045. User 2's RPI Order is ineligible to execute against User 1's Retail Order because under proposed Rule 11.21(a)(3) an incoming RPI Order is not eligible to interact with a resting Retail Order on the EDGX Book and upon entry the incoming RPI Order will post to the EDGX Book to execute against later-arriving Retail Orders. As such, User 2's RPI Order posted to the EDGX Book at the locking price of \$10.05 upon entry and was eligible to execute against User 3's later-arriving Retail Order at a price of \$10.045. User 3 received \$0.045 of price improvement by executing with User 2's RPI Order.

Proposed Rule 11.21(d) (Appeal of Disapproval or Disqualification)

The Exchange next proposes to make two amendments to Rule 11.21(d) (Appeal of Disapproval or Disqualification). First, the Exchange proposes to rename the Retail Attribution Panel described in Rule 11.21(d)(1) as the RPI Panel, to align with the name change of Rule 11.21 from Retail Orders to the Retail Price Improvement Program. The proposed change will ensure that the name of the review panel on the Exchange matches the name of the review panel on the Exchange's affiliate, BYX, thus causing less confusion for RMOs or RMO applicants seeking to avail themselves of the panel.²⁷ Next, the Exchange

²⁶ See Exchange Rule 11.6(1)(3). Orders with a Non-Displayed instruction that are subject to the Display-Price Sliding or Price Adjust instruction are ranked at the Locking Price on entry. An RPI Order is a non-displayed order and therefore is subject to the re-pricing behavior described in Exchange Rule 11.6(1)(3).

²⁷ See BYX Rule 11.24(d)(1).

proposes to amend Rule 11.21(d)(2) to change to the Chief Information Officer referenced in the Rule to the Chief Operating Officer. The Exchange notes that it currently does not have a Chief Information Officer and the corresponding rule of the Exchange's affiliate, BYX, also references the Chief Operating Officer.²⁸ The Exchange believes this change is necessary in order to maintain continuity between the Exchange and its affiliate as well as reference the appropriate corporate officer responsible to selecting members of the RPI Panel.

Proposed Rule 11.24(e) (Retail Liquidity Identifier)

The Exchange proposes to amend Rule 11.24(e) (currently titled Order Designation) by changing the title to "Retail Liquidity Identifier," moving the text of current Rule 11.24(e) to proposed Rule 11.24(h) (Attribution), and introducing rule text that describes when the Retail Liquidity Identifier for RPI Orders will be displayed.²⁹ The proposed rule text is as follows:

- For securities priced at or above \$1.00, an identifier shall be disseminated through proprietary data feeds or as appropriate through the Consolidated Quotation System, when an RPI Order with a ranked price at least \$0.001 better than the Protected NBB or Protected NBO for a particular security, is available in the System ("Retail Liquidity Identifier"). The Retail Liquidity Identifier shall reflect the symbol for the particular security and the side (buy or sell) of the RPI Order, but shall not include

²⁸ See BYX Rule 11.24(d)(2).

²⁹ The Exchange plans on submitting a letter requesting assurance from staff of the Division of Trading and Markets that it will not recommend enforcement action to the Commission pursuant to Rule 602 of Regulation NMS (the "Quote Rule") with respect to: (1) the Exchange with respect to collecting, processing, and making available to vendors the best bid, best offer, and quotation sizes communicated by members of the Exchange, or (2) liquidity providers entering RPI interest under the EDGX RPI Program.

the ranked price or size of the RPI Order. The Retail Liquidity Identifier will only be disseminated when an RPI Order is priced better than the Protected NBB or Protected NBO and will not disseminate if the price of the Protected NBB or Protected NBO moves such that the RPI Order is no longer priced higher than the Protected NBB or lower than the Protected NBO.

The Exchange notes that its proposed rule text for Rule 11.24(e) is nearly identical to the rule text in its BYX Enhanced RPI Proposal, except that the Exchange is not seeking to introduce an Enhanced RPI Order and will only seek to display the Retail Liquidity Identifier (“RLI”) when an RPI Order, rather than RPI Interest as described in the BYX Enhanced RPI Proposal, is priced better than the Protected NBB or Protected NBO in securities priced at or above \$1.00 by at least \$0.001. The proposed rule text describes that the RLI will be disseminated over the Exchange’s proprietary data feeds and the Consolidated Quotation System when there is an RPI Order priced at least \$0.001 above the Protected NBB or below the Protected NBO in securities priced at or above \$1.00. The RLI will not be disseminated if an RPI Order is priced equal to, below (for buy orders), or above (for sell orders) the Protected NBB or Protected NBO, even if the ranked price of the RPI Order does not change. In the event that the Protected NBB or Protected NBO moves such that a resting RPI Order is again priced above the Protected NBB or below the Protected NBO, the RLI will then be disseminated.

The purpose of the Identifier is to provide relevant market information to RMOs that there is available RPI Interest available on the Exchange, thereby incentivizing RMOs to send Retail Orders to the Exchange. The Exchange believes that even in instances where the Identifier is not being disseminated due to RPI Interest not having a ranked price at least

\$0.001 above (for buy orders) or below (for sell orders) the Protected NBB or Protected NBO, RMOs continue to be incentivized to submit Retail Orders to the Exchange. While RMOs may not be aware of potential RPI Interest on the Exchange during periods when the Identifier is not being disseminated, the Exchange does not believe that RMOs are harmed by the Exchange accepting RPI Interest that is not executable at the time of receipt by the Exchange and therefore not disseminating an Identifier. First, not all RMOs rely on the Identifier when submitting Retail Orders to the Exchange. In addition, Retail Orders may continue to be submitted even when the Identifier is not being disseminated and will continue to be eligible to execute against contra-side hidden liquidity that may be priced equal to or above (for buy orders) or below (for sell order) the Protected NBB or Protected NBO.

Proposed Rule 11.21(f) (Retail Order Designation)

The Exchange proposes to amend Rule 11.21(f) (currently titled Attribution) by changing the title to “Retail Liquidity Designation,” moving the text of current Rule 11.24(f) to proposed Rule 11.24(h) (Attribution), and introducing rule text that describes how RMOs may designate Retail Orders submitted to the Exchange to interact with contra-side interest. Proposed Rule 11.21(f) is based off BYX Rule 11.24(f) (Retail Order Designation) and will contain a nearly identical definition of a Type 1 Retail Order³⁰ while also introducing a new Type 2 Retail Order.

The Exchange proposes to introduce Rule 11.24(f)(1), which describes a Type 1 Retail Order. Type 1-designated Retail Orders must be designated as IOC and will interact with available contra-side RPI Orders and other price improving contra-side interest but will

³⁰ See BYX Rule 11.24(f)(1).

not interact with other available contra-side interest in the System that is not offering price improvement or route to other markets. The portion of a Type 1-designated Retail Order that does not execute against contra-side RPI Orders or other price improving liquidity will be immediately and automatically cancelled.

The Exchange also proposes to introduce Rule 11.24(f)(2), which describes a Type 2 Retail Order. Type 2-designated Retail Orders will be executed, posted to the EDGX Book, or cancelled according to the User's instructions. A Type 2-designated Retail Order will be ineligible to execute with a resting RPI Order that is not priced better than the Protected NBB or Protected NBO. A Type 2-designated Retail Order can either be submitted as an EDGX Only Order or as an order eligible for routing pursuant to Rule 11.11.

Proposed Rule 11.21(g) (Order Priority)

The Exchange proposes to introduce Rule 11.21(g) titled Order Priority which will describe how RPI Orders will be ranked and executed upon receipt by the Exchange. RPI Orders in the same security that are priced better than the Protected NBB or Protected NBO by at least \$0.001 for securities priced at or above \$1.00 shall be ranked according to price then time of entry into the System, as provided for in Rule 11.9. Executions shall occur in price/time priority in accordance with Rule 11.9. Any remaining unexecuted RPI interest will remain available to interact with other incoming Retail Orders. RPI Orders are ineligible to execute at prices that are equal to or inferior to the Protected NBB or Protected NBO. An RPI Order that is priced equal to or inferior to the Protected NBB or Protected NBO will not be cancelled and will become eligible to execute against Retail Orders should the RPI Order become priced better to the Protected NBB or Protected NBO at a later time. The Exchange has provided the following examples to demonstrate how RPI Order priority

will function.

Example 5

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters an RPI Order to buy ABC at \$10.015 for 500 shares.
- User 2 enters an RPI Order to buy ABC at \$10.02 for 500 shares.
- User 3 enters an RPI Order to buy ABC at \$10.035 for 500 shares.
- **RESULT:** An incoming Retail Order to sell ABC for 1,000 executes first against User 3's bid for 500 shares at \$10.035 because it is the best priced bid, then against User 2's bid for 500 shares at \$10.02 because it is the next best priced bid. User 1 is not filled because the entire size of the Retail Order to sell 1,000 shares is depleted. The Retail Order executes against RPI Orders in price/time priority.

Example 6

- Protected NBBO for security ABC is \$10.00 x \$10.05.
- User 1 enters an RPI Order to buy ABC at \$10.015 for 500 shares.
- User 2 enters an RPI Order to buy ABC at \$10.02 for 100 shares.
- User 3 enters an RPI Order to buy ABC at \$10.035 for 500 shares.
- **RESULT:** An incoming Retail Order to sell ABC for 1,000 executes first against User 3's bid for 500 shares at \$10.035 because it is the best priced bid, then against User 2's bid for 100 at \$10.02 because it is the next best priced bid. User 1 then receives an execution for 400 of its bid for 500 at \$10.015, at which point the entire size of the Retail Order to sell 1,000 is depleted.

Example 7

- Protected NBBO for security ABC is \$10.00 x \$10.05.

- User 1 enters an RPI Order to buy ABC at \$10.015 for 500 shares.
- User 2 enters an RPI Order to buy ABC at \$10.02 for 100 shares.
- User 3 enters a Non-Displayed Order to buy ABC at \$10.03 for 500 shares.
- **RESULT:** An incoming Retail Order to sell ABC for 1,000 executes first against User 3's bid for 500 shares at \$10.03 because it is the best priced bid, then against User 2's bid for 100 at \$10.02 because it is the next best priced bid. User 1 then receives an execution for 400 of its bid for 500 at \$10.015, at which point the entire size of the Retail Order to sell 1,000 is depleted.

Proposed Rule 11.21(h) (Attribution)

The Exchange proposes to introduce Rule 11.21(h) titled Attribution, which will contain details about how RMOs may designate Retail Orders to be identified as such. The Exchange notes that current Rule 11.21(f) (Attribution) will be relocated to proposed Rule 11.21(h) with minor changes in order to incorporate rule text from current Rules 11.21(f) and 11.21(e). Pursuant to proposed Rule 11.21(h), and as is currently described in Rule 11.21(f), an RMO may designate a Retail Order to be identified as Retail on the EDGX Book Feed on an order-by-order basis. An RMO may also instruct the Exchange to identify all its Retail Orders as Retail on a port-by-port basis where that port is also designated as a Retail Order Port. An RMO that instructs the Exchange to identify all its Retail Orders as Retail on a Retail Order Port will be able to override such setting and designate any individual Retail Order from that port as Attributable or Non-Attributable, as set forth in Rule 11.6(a). The Exchange proposes to relocate the language from current Rule 11.21(e) (Order Designation) to proposed Rule 11.21(h) stating that a Retail Order will be identified as Retail when routed to an away Trading Center unless otherwise instructed by an RMO as

this language more appropriately describes order attribution rather than how an order will interact with contra-side interest as is proposed in proposed Rule 11.21(f). The Exchange proposes to keep the existing language from current attribution Rule 11.21(f) stating all Retail Priority Orders, as defined in Interpretations and Policies .01 to Rule 11.9, will be identified as such on the EDGX Book Feed in order to avoid investor confusion.

Proposed Rule 11.21(i)

As discussed in proposed Rule 11.21(a)(3), the EDGX RPI Program will be limited to securities priced equal to or greater than \$1.00 per share. The Exchange notes that it will periodically notify the membership regarding the securities included in the EDGX RPI Program through an information circular, which is the same practice utilized by its affiliate, BYX, in its current RPI Program.³¹

Comparison to Existing Retail Liquidity Programs

The Exchange notes that in addition to being substantially similar to the proposed RPI Program on its affiliate equity exchange, BYX, the proposed EDGX RPI Program is similar to other retail liquidity programs offered by the New York Stock Exchange LLC (“NYSE”),³² NYSE National, Inc. (“NYSE National”),³³ Investors’ Exchange LLC (“IEX”),³⁴ and Nasdaq BX, Inc. (“Nasdaq BX”),³⁵ with important distinctions highlighted below.

³¹ See BYX Rule 11.24(h). The Exchange notes that BYX has proposed to remove BYX Rule 11.24(h) as part of the BYX Enhanced RPI Proposal, but currently the Program is limited to securities priced at or above \$1.00.

³² See NYSE Rule 7.44 (Retail Liquidity Program).

³³ See NYSE National Rule 7.44 (Retail Liquidity Program).

³⁴ See IEX Rule 11.232 (Retail Price Improvement Program).

³⁵ See Nasdaq BX Equity 4, Rule 4780 (Retail Price Improvement Program).

First, the Exchange notes that its proposal differs from all other retail liquidity programs as it is proposing to allow Retail Orders to be entered with any time-in-force and is not limiting Retail Orders to only be entered with a time-in-force of IOC. The Exchange believes allowing Retail Orders to be entered with any time-in-force instruction rather than limiting the time-in-force to IOC will provide for additional execution opportunities for Retail Orders and will create a deeper pool of liquidity on the Exchange, which provides for greater execution opportunities for all Users and provides for overall enhanced price discovery and price improvement opportunities on the Exchange. While a resting Retail Order will not be eligible to interact with a resting RPI Order that was not originally executable upon receipt of the Retail Order, the ability of the Retail Order to execute against other liquidity on the Exchange, including hidden liquidity that may offer price improvement, stands to provide additional execution opportunities to the Retail Order that it otherwise would not have received if required to be entered with a time-in-force of IOC.

Next, the Exchange notes that its proposed RPI Order may be entered in price increments of \$0.001, which is identical to the corresponding RPI Orders on BYX, NYSE, and Nasdaq BX but differs from the price increments of RPI Orders on IEX and NYSE National, whose equivalent RPI Orders may only be entered in \$0.005 increments. The Exchange believes that providing Users the ability to enter RPI Orders in \$0.001 increments while simultaneously proposing to allow RPI Orders to be entered as a MidPoint Peg Orders provides Users the appropriate balance in having the ability to control how much price improvement is offered to contra-side Retail Orders using \$0.001 increments while also having more certainty and control over its order flow by choosing to utilize the MidPoint Peg Order type. If a User chooses to submit an RPI Order with a limit price in a \$0.001

increment, the User risks being priced lower than other hidden liquidity on the EDGX Book and not earning an execution against an incoming Retail Order. Additionally, the User's RPI Order entered in \$0.001 increments may be subject to movement in the NBBO and become unexecutable if the order is no longer priced at least \$0.001 better than the Protected NBB or Protected NBO. Alternatively, if a User enters an RPI MidPoint Peg Order, the User knows that any execution will occur at the NBBO midpoint and that its order will remain executable, as it will always be priced at least \$0.001 better than the Protected NBB or Protected NBO as it is a pegged order with a limit price that updates as the NBBO updates.

The Exchange believes that the distinctions highlighted above will make the EDGX RPI Program an attractive alternative to other retail liquidity programs and provide RMOs with the ability to submit Retail Orders to the Exchange with a chance at receiving additional price improvement compared to what is already available on the Exchange.

Implementation

The Exchange proposes to implement the RPI Program on EDGX during the first half of 2026 and will announce the date via Trade Desk Notice.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.³⁶ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)³⁷ requirements that the rules of an exchange be designed to prevent

³⁶ 15 U.S.C. 78f(b).

³⁷ 15 U.S.C. 78f(b)(5).

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)³⁸ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Commission has repeatedly emphasized that the U.S. capital markets should be structured with the interests of retail investors in mind³⁹ and has recently proposed a series of rules designed, in part, to attempt to bring order flow back to the exchanges from off-exchange trading venues.⁴⁰ The Exchange believes its proposal to introduce an RPI Program on EDGX is consistent with the Commission's goal of ensuring that the equities markets continue to serve the needs of the investing public. Specifically, introducing the Program on EDGX would protect investors and the public interest by providing retail investors the ability to obtain price improvement on EDGX, a national securities exchange. The Exchange is committed to innovation that improves the quality of the equities markets and believes that the proposed EDGX RPI Program may increase the attractiveness of the Exchange for the execution of Retail Orders submitted on behalf

³⁸ Id.

³⁹ Supra note 9.

⁴⁰ Supra notes 12 – 13. See also, Securities Exchange Act Release No. 96496 (December 14, 2022), 88 FR 5440 (January 27, 2023) (“Regulation Best Execution”); Securities Exchange Act Release No. 96493 (December 14, 2022), 88 FR 3786 (January 20, 2023) (“Disclosure of Order Execution Information”).

of the millions of ordinary investors that rely on these markets for their investment needs.

The Exchange believes the proposed EDGX RPI Program promotes just and equitable principles of trade and is not unfairly discriminatory. While the proposed EDGX RPI Program would differentiate among its Members, the Exchange does not believe that such segmentation is inconsistent with section 6(b)(5) of the Act, as it does not permit *unfair* discrimination. The Commission has previously stated that the markets generally distinguish between retail investors, whose orders are considered desirable by liquidity providers because such retail investors are presumed to be less informed about short-term price movements, and professional traders, whose orders are presumed to be more informed.⁴¹ The Commission has further stated that without opportunities for price improvement, retail investors may encounter wider spreads that are a consequence of liquidity providers interacting with more informed order flow.⁴² The Exchange believes that its proposed EDGX RPI Program is reasonably designed to attract marketable retail order flow to the exchange as it will help to ensure that retail investors benefit from the better price that liquidity providers are willing to provide to retail orders in exchange for minimizing their adverse selection costs.

The Exchange believes that the proposed RPI Order behavior that does not permit an RPI Order to execute immediately against resting Retail Orders upon entry is not unfairly discriminatory because the proposed RPI Order is an optional order type that any liquidity provider may utilize as part of its investment strategy. As an example, a liquidity provider may choose to submit a limit order with a time-in-force of Day, and that order

⁴¹ Id.

⁴² Id.

may execute immediately upon entry with hidden liquidity on the EDGX Book.

Conversely, another liquidity provider may choose to submit an RPI Order knowing that the order will not execute immediately upon entry, but rather will be posted to the EDGX Book, foregoing potentially receiving an immediate executions in exchange for the strong likelihood of executing against an incoming, contra-side Retail Order, which is generally a more desirable outcome for more sophisticated market participants.⁴³ The Exchange is not proposing to amend the functionality of any existing order types on the Exchange, but rather seeks to provide an additional order type that provides liquidity providers with greater control over its contra-side execution. The proposed RPI Order is completely optional, can be utilized by any liquidity provider, and will be an additional order type from which liquidity providers may choose when determining how best to submit order flow to the Exchange. While the proposed RPI Order is limited to executing only with incoming contra-side Retail Orders and not resting Retail Orders on the EDGX Book, the Exchange believes that liquidity providers are in the best position to determine whether the proposed RPI Order is appropriate for the liquidity provider's current investment strategy. If a liquidity provider wishes to prioritize speed of execution or wishes to have the ability to execute immediately upon entry without regard to the contra-side order type, it is free to utilize another order type on the Exchange.

The Exchange further believes the proposed change would promote just and

⁴³ Marketable retail order flow is generally seen as more desirable by institutional liquidity providers as executions against retail orders are less prone to adverse selection. Adverse selection is the phenomenon where the price of a stock drops right after a liquidity provider purchases the stock. The Commission has previously opined that retail liquidity programs may be beneficial to institutional investors as they may be able to reduce their possible adverse selection costs by interacting with retail order flow. *See* Securities Exchange Act Release No. 68303 (November 27, 2012), 77 FR 71652 (December 3, 2012), SR-BYX-2012-019 ("BYX RPI Pilot Approval Order") at 71656.

equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest because proposed Rule 11.21 is based on BYX Exchange Rule 11.24, providing for the BYX RPI Program, and is also similar to rules providing for the NYSE, NYSE National, IEX, and Nasdaq BX retail liquidity programs. The Exchange believes that its proposal to permit an RPI Order to be entered in pricing increments of \$0.001 or as an RPI MidPoint Peg Order provides Users the appropriate balance in having the ability to control how much price improvement is offered to contra-side Retail Orders while also having more certainty and control over its order flow. For example, if a User chooses to submit an RPI Order with a limit price in a \$0.001 increment, the User risks being priced lower than other hidden liquidity on the EDGX Book and not earning an execution against a Retail Order. Additionally, the User's RPI Order may be subject to movement in the NBBO and become unexecutable if the order is no longer priced at least \$0.001 better than the Protected NBB or Protected NBO. Alternatively, a User who elects to enter an RPI MidPoint Peg Order knows that any execution will occur at the NBBO midpoint and that its order will remain executable, as it will always be priced at least \$0.001 better than the Protected NBB or Protected NBO as it is a pegged order with a limit price that updates as the NBBO updates.

Proposed Rule 11.21 sets forth definitions, order types, processes for RMO application, qualification, disapproval and disqualification for the Program, and the operation, priority, and attribution of orders in the Program that are based on rules previously approved by the Commission for retail price improvement programs currently offered by equity exchanges. Accordingly, the Exchange also believes the proposed

change would promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest by promoting consistency among exchange rules setting forth retail price improvement programs, which could encourage retail investors to direct order flow to the proposed Program to seek out price improvement opportunities.

The Exchange believes that the introduction of the EDGX RPI Program promotes just and equitable principles of trade and is consistent with Section 6(b)(5) of the Act as it encourages Users to submit RPI Orders with limit prices that are priced at least \$0.001 better than the Protected NBB or Protected NBO in exchange for the ability to guarantee the opportunity to execute against a contra-side Retail Order. As previously stated, all Users are eligible to submit RPI Orders. While the Exchange believes that most RPI Orders will be submitted by or on behalf of professional traders, retail investors will have the opportunity to receive better-priced executions should their executing broker choose to submit a marketable Retail Order to the Exchange. The Exchange believes the introduction of the EDGX RPI Program will deepen the Exchange's pool of available liquidity, increase marketable retail order flow to the Exchange and provide additional competition for marketable retail order flow, most of which is currently executed off-exchange in the OTC markets. Promoting competition for retail order flow among execution venues stands to benefit retail investors, who may be eligible to receive greater price improvement on the Exchange by interacting with an RPI Order than they would if their order was internalized by a broker-dealer on the OTC market.

The Exchange believes that its proposal to permit Retail Orders to be entered with any time-in-force and not be limited to a time-in-force of IOC as is the case with existing

retail liquidity programs promotes just and equitable principles of trade and is consistent with Section 6(b)(5) of the Act because it provides an RMO submitting orders on behalf of retail customers additional control over how its Retail Orders will interact with liquidity resting on the EDGX Book. For instance, an RMO may choose to submit a Retail Order with a time-in-force of IOC, which would behave identical to a Retail Order submitted to the Exchange's affiliate RPI Program on BYX, and would immediately cancel if it does not receive an execution against an RPI Order or other price improving liquidity on the EDGX Book.⁴⁴ However, an RMO may also choose to utilize a time-in-force that permits the Retail Order to post to the EDGX Book or route to an away market center if it is not immediately executed.⁴⁵ By permitting a Retail Order to post to the EDGX Book, the Retail Order will be eligible not only to execute against a resting RPI Order immediately upon entry, but may also be designated as a Retail Priority Order⁴⁶ if the order does not execute against a resting RPI Order and instead posts to the EDGX Book. If an RMO chooses to designate its Retail Order as a Retail Priority Order, the displayed portion of the Retail Priority Order is given allocation priority ahead of all other available interest on the EDGX Book.

The Exchange views the ability to enter Retail Orders with any time-in-force an important feature that benefits retail investors by increasing both the likelihood and speed with which their non-marketable Retail Orders are executed. If speed is a priority, then an RMO is free to select a time-in-force of IOC and will only receive an execution if there is

⁴⁴ See proposed Rule 11.21(f)(1).

⁴⁵ See proposed Rule 11.21(f)(2).

⁴⁶ See Rule 11.9, Interpretations and Policies .01. A Retail Priority Order is a Retail Order that is entered on behalf of a person that does not place more than 390 equity orders per day on average during a calendar month for its own beneficial account(s).

a resting RPI Order priced at least \$0.001 better than the NBBO or a hidden order providing price improvement. If, however, speed is not a concern and an RMO would like to increase its odds that its Retail Order will be filled on the Exchange after posting to the EDGX Book, the RMO may elect to submit its order as a Retail Priority Order. RMOs are also free to simply choose to designate a Retail Order with a time-in-force other than IOC and not as a Retail Priority Order, which would permit the Retail Order to post to the EDGX Book or route to an away market and receive an execution under standard price/display/time priority. The Exchange has already proven that it can attract Retail Orders through its retail priority offering⁴⁷ and now believes that it can provide price improvement to those Retail Orders through the introduction of the RPI Program on the Exchange and building a greater depth of book against which Retail Orders may be eligible to execute.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that the proposal does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, the proposed rule change is designed to increase intramarket competition for retail order flow by introducing a retail liquidity program on a regulated market. The proposed change could encourage additional competition by promoting additional trading opportunities for retail investors at both the NBBO midpoint as well as

⁴⁷ A review of internal Exchange data found that approximately 44% of all Retail Orders submitted to EDGX between January 2025 – July 2025 were designated as Retail Priority Orders. Retail Orders (including Retail Priority Orders) accounted for approximately 18.6% of all orders executed on EDGX during the period January 2025 – July 2025.

at sub-penny increments priced better than the Protected NBB or Protected NBO.

The Exchange also believes the proposed rule change does not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the Act. As discussed above, IEX, NYSE, NYSE National, and Nasdaq BX each operate RLPs and the Exchange believes that its proposed rule change will allow it to compete for additional retail order flow with the aforementioned exchanges.⁴⁸ Furthermore, the Exchange's proposal will promote competition between the Exchange and off-exchange trading venues where the majority of retail order flow trades today.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will:

- A. by order approve or disapprove such proposed rule change, or
- B. institute proceedings to determine whether the proposed rule change should be disapproved.

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Supra notes 32 – 35.

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-CboeEDGX-2025-072 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-CboeEDGX-2025-072. 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-CboeEDGX-2025-072 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.⁴⁹

Sherry R. Haywood,

Assistant Secretary.

⁴⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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Rules of Cboe EDGX Exchange, Inc.

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Rule 11.21. Retail [Orders]Price Improvement Program.

(a) Definitions.

(1) No change.

(2) Retail Order. A “Retail Order” is an agency order or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a Retail Member Organization, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. A Retail Order shall operate in accordance with paragraph (f) below.

(3) Retail Price Improvement Order. A “Retail Price Improvement Order” or “RPI Order” consists of non-displayed interest on the Exchange that is eligible to interact with incoming Retail Orders and that is identified by the Retail Liquidity Identifier described in paragraph (e) below. To be executable, an RPI Order for a security priced at or above \$1.00 must be priced at least \$0.001 better than the Protected NBB or Protected NBO and may be priced in \$0.001 increments (e.g., \$10.001). An RPI Order may not be entered in securities priced below \$1.00. An RPI Order is ineligible to execute at prices equal to or inferior to the Protected NBB (for buy orders) or Protected NBO (for sell orders). An RPI Order that is ineligible to execute because it is priced equal to or inferior to the Protected NBB or Protected NBO will not be canceled and will become eligible to execute against incoming Retail Orders should the RPI Order become priced better than the Protected NBB (for buy orders) or Protected NBO (for sell orders) at a later time. An incoming RPI Order will not be eligible to interact with a resting Retail Order on the EDGX Book and upon entry will post to the EDGX Book to execute against later-arriving Retail Orders.

An RPI Order may be entered as a limit order, in a sub-penny increment with an explicit limit price, as a MidPoint Peg Order (as defined in Rule 11.8(d)) (an “RPI MidPoint Peg Order”), or as a Primary Peg Order (as defined in Rule 11.6(j)(2)). An RPI Order that is also a Primary Pegged Order (“RPI Primary Pegged Order”) must be entered with a positive (for buy orders) or negative (for sell orders) offset (“Offset Amount”). The ranked price of an RPI Primary Pegged Order is the price that results after the application of the Offset Amount, as described in Rule 11.6(j)(2). An RPI Primary Pegged Order priced at or above \$1.00 may have its Offset Amount entered in pricing increments of \$0.001. An RPI MidPoint Peg Order and an RPI Primary Pegged Order will not execute during a locked market.

The System will monitor whether RPI Orders, adjusted by any Offset Amount and subject to the limit price, are eligible to interact with incoming Retail Orders. An RPI Order remains non-displayed in its entirety, including any applicable Offset Amount and the limit price. Any User is permitted, but not required, to submit an RPI Order. An RPI Order may be an odd lot, round lot, or mixed lot. An RPI Order may be entered as a Post Only or Book Only order and is not eligible for routing.

(b) Retail Member Organization Qualifications and Application.

(1) – (6) No change.

(c) Failure of RMO to Abide by Retail Order Requirements

(1) – (3) No change.

(d) Appeal of Disapproval or Disqualification.

(1) If a Member disputes the Exchange’s decision to disapprove it under paragraph (b) above or disqualify it under paragraph (c) above, the Member (“appellant”) may request, within five business days after notice of the decision is issued by the Exchange, that the [Retail Attribution]RPI Panel (the “Panel”) review the decision to determine if it was correct.

(2) The Panel shall consist of the Exchange’s Chief Regulatory Officer (“CRO”), or a designee of the CRO, and two officers of the Exchange designated by the Chief [Information]Operating Officer (“C[IO]”).

(3) – (4) No change.

(e) [Order Designation]Retail Liquidity Identifier. [Retail Member Organizations will only be able to designate their orders as Retail Orders on either an order-by-order basis using FIX ports or by designating certain of their FIX ports at the Exchange as “Retail Order Ports.” Unless otherwise instructed by the Retail Member Organization, a Retail Order will be identified as Retail when routed to an away Trading Center.] For securities priced at or above \$1.00, an identifier shall be disseminated through proprietary data feeds or as appropriate through the Consolidated Quotation System, when an RPI Order with a ranked price at least \$0.001 better than the Protected NBB or Protected NBO for a particular security, is available in the System (“Retail Liquidity Identifier”). The Retail Liquidity Identifier shall reflect the symbol for the particular security and the side (buy or sell) of the RPI Order, but shall not include the ranked price or size of the RPI Order. The Retail Liquidity Identifier will only be disseminated when an RPI Order is priced better than the Protected NBB or Protected NBO and will not disseminate if the price of the Protected NBB or Protected NBO moves such that the RPI Order is no longer priced higher than the Protected NBB or lower than the Protected NBO.

(f) [Attribution]Retail Order Designation. [Retail Member Organizations will only be able to designate their orders as Retail Orders on either an order-by-order basis using FIX ports or by designating certain of their FIX ports at the Exchange as “Retail Order Ports.” Unless otherwise instructed by the Retail Member Organization, a Retail Order will be identified as Retail when routed

to an away Trading Center.] A Retail Member Organization can designate how a Retail Order will interact with available contra-side interest as follows:

(1) Type 1. A Type 1-designated Retail Order must be designated as IOC and will interact with available contra-side RPI Orders and other price improving contra-side interest but will not interact with available contra-side interest in the System that is not offering price improvement or route to other markets. The portion of a Type 1-designated Retail Order that does not execute against contra-side RPI Orders or other price improving liquidity will be immediately and automatically cancelled.

(2) Type 2. A Type 2-designated Retail Order will be executed, posted to the EDGX Book, or cancelled, according to the User's instructions. A Type 2-designated Retail Order will be ineligible to execute with a resting RPI Order that is not priced better than the Protected NBB or Protected NBO. A Type 2-designated Retail Order can either be submitted as an EDGX Only Order or as an order eligible for routing pursuant to Rule 11.11.

(g) Order Priority. RPI Orders in the same security that are priced better than the Protected NBB or Protected NBO by at least \$0.001 for securities priced at or above \$1.00 shall be ranked according to price then time of entry into the System, as provided for in Rule 11.9 and executions shall occur in price/time priority in accordance with Rule 11.9. Any remaining unexecuted RPI interest will remain available to interact with other incoming Retail Orders. RPI Orders are ineligible to execute at prices that are equal to or inferior to the Protected NBB or Protected NBO. An RPI Order that is priced equal to or inferior to the Protected NBB or Protected NBO will not be cancelled and will become eligible to execute against incoming Retail Orders should the RPI Order become priced better than the Protected NBB or Protected NBO at a later time.

(h) Attribution. A Retail Member Organization may designate a Retail Order to be identified as Retail on the EDGX Book Feed on an order-by-order basis. A Retail Member Organization may also instruct the Exchange to identify all its Retail Orders as Retail on a port-by-port basis where that port is also designated as a Retail Order Port. A Retail Member Organization that instructs the Exchange to identify all its Retail Orders as Retail on a Retail Order Port will be able to override such setting and designate any individual Retail Order from that port as Attributable or Non-Attributable, as set forth in Rule 11.6(a). Unless otherwise instructed by the Retail Member Organization, a Retail Order will be identified as Retail when routed to an away Trading Center. Notwithstanding the foregoing, all Retail Priority Orders, as defined in Interpretations and Policies .01 to Rule 11.9, will be identified as such on the EDGX Book Feed.

(i) The Program will be limited to trades occurring at prices equal to or greater than \$1.00 per share. The Exchange will periodically notify the membership regarding the securities included in the Program through an information circular.

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