

Required fields are shown with yellow backgrounds and asterisks.

Filing by ISE Gemini, LLC
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	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"/>
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Description

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

Proposal to amend the Schedule of Fees to adjust the maker rebates provided to Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders by adopting a new Performance Routing Program.

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 * Adrian Last Name * Griffiths
 Title * Assistant General Counsel
 E-mail * agriffiths@ise.com
 Telephone * (212) 897-0367 Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)
 Secretary and General Counsel

Date 10/07/2015
 By Michael Simon
 (Name *)

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

Persona Not Validated - 1434392700842,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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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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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 Advance 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, security-based swap submission, or advance notice 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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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 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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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.

1. Text of the Proposed Rule Change

(a) ISE Gemini, LLC (the “Exchange” or “ISE Gemini”) proposes to amend the Schedule of Fees to adjust the maker rebates provided to Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders by adopting a new Performance Routing Program as described in more detail below.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The Exchange staff approved this proposed rule change pursuant to authority delegated to it by the Exchange’s Board of Directors on September 17, 2014. This action constitutes the requisite approval under the Exchange’s Certificate of Formation, Operating Agreement and Constitution.

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

(a) Purpose – Currently, the Exchange provides maker rebates to Firm Proprietary¹ / Broker-Dealer² and Professional Customer³ orders in four tiers based on the member’s maker average daily volume (“ADV”) in Firm Proprietary / Broker-Dealer and Professional Customer orders. Members must execute an ADV of 9,999 contracts or fewer for Tier 1, from 10,000 – 24,999 contracts for Tier 2, from 25,000 – 39,999 contracts for Tier 3, and 40,000 or more contracts for Tier 4. Based on the tier achieved, Firm Proprietary / Broker-Dealer and Professional Customer orders in Penny Symbols⁴ are entitled to a maker rebate of \$0.25 per contract for Tier 1, \$0.30 per contract for Tier 2, \$0.35 per contract for Tier 3, and \$0.40 per contract for Tier 4. In Non-Penny Symbols,⁵ this maker rebate is \$0.35 per contract for Tier 1, \$0.45 per contract for Tier 2, \$0.55 per contract for Tier 3, and \$0.65 per contract for Tier 4. In order to attract additional order flow, Exchange proposes to eliminate the current tiers, and replace them with a new Performance Routing Program (“PRP”) that the Exchange believes will be more attractive to members.

¹ A “Firm Proprietary” order is an order submitted by a member for its own proprietary account.

² A “Broker-Dealer” order is an order submitted by a member for a broker-dealer account that is not its own proprietary account.

³ A “Professional Customer” is a person or entity that is not a broker/dealer and is not a Priority Customer.

⁴ “Penny Symbols” are options overlying all symbols listed on ISE Gemini that are in the Penny Pilot Program.

⁵ “Non- Penny Symbols” are options overlying all symbols excluding Penny Symbols.

The proposed rebates under the PRP will be based on each member's maker ADV in Non-ISE Gemini Market Maker,⁶ Firm Proprietary / Broker-Dealer and Professional Customer orders that improve the national best bid or offer ("NBBO") in a series at the time of order entry ("PRP eligible contracts"). As proposed, members that execute an ADV of 9,999 PRP eligible contracts or fewer will be entitled to a maker rebate of \$0.25 per contract in both Penny Symbols and Non-Penny Symbols for their Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer and Professional Customer orders. Members that execute an ADV of 10,000 or more PRP eligible contracts will be entitled to a maker rebate of \$0.47 per contract in Penny Symbols and \$0.71 per contract in Non-Penny Symbols for the above market participant types if the order improves the NBBO in the series at the time it is entered.⁷ As an additional incentive, members that qualify for the higher tier of PRP rebates by executing an ADV of 10,000 or more PRP eligible contracts will also be entitled to a maker rebate of \$0.40 per contract in Penny Symbols and \$0.65 per contract in Non-Penny Symbols for their Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders that do not improve the NBBO at the time of order entry.

(b) Basis – The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁸ in general, and Section 6(b)(4) of the Act,⁹ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities.

The Exchange believes that it is reasonable and equitable to eliminate the current standalone tiers for Firm Proprietary / Broker-Dealer and Professional Customer orders as this rebate program being replaced with a new rebate program that is designed to be more attractive to members. The PRP is similar to a program offered on the BATS Options Exchange ("BATS"),¹⁰ and will benefit the members that qualify for enhanced rebates as well as other members that can trade in a tighter and more liquid market. With the proposed changes, Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders in the lowest tier will be entitled to a maker rebate in Penny and Non-Penny Symbols that is the same as the rebate currently provided as a "Tier 1" rebate for Firm Proprietary / Broker-Dealer and Professional Customer orders in

⁶ A "Non-ISE Gemini Market Maker" is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, registered in the same options class on another options exchange. Non-ISE Gemini Market Makers currently earn a flat maker rebate of \$0.25 per contract for all tiers in Penny and Non-Penny Symbols. The PRP introduces tiered maker rebates for Non-ISE Gemini Market Makers for the first time.

⁷ As is the case today, all eligible volume from affiliated members will be aggregated in determining applicable tiers, provided there is at least 75% common ownership between the members as reflected on each member's Form BD, Schedule A. Members that achieve the higher tier threshold will be eligible for the enhanced rebates for all eligible orders executed during the month.

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(4).

¹⁰ See BATS Fee Schedule, NBBO Setter Tiers.

Penny Symbols as well as the flat rebate provided to Non-ISE Gemini Market Maker orders in both Penny and Non-Penny Symbols. Members that execute a larger volume of PRP eligible contracts will receive higher rebates that compare favorably to the rebates provided on the Exchange today. In particular, the proposed maker rebates for non-NBBO setting orders in Penny and Non-Penny Symbols executed by members that meet the volume requirements for the higher PRP tier are equivalent to the rebates provided today based on the highest volume tier of Firm Proprietary / Broker-Dealer and Professional Customer orders, and significantly higher than the current flat maker rebate for Non-ISE Gemini Market Maker orders.¹¹ For orders executed by these members that improve the NBBO, the proposed maker rebate is higher than anything offered on the Exchange today for these market participants. The Exchange believes that introducing a PRP rebate program will encourage members to enter orders that improve the NBBO, which will create more trading opportunities at better prices for all market participants that trade on the Exchange.

The Exchange further believes that the proposed fee change is not unfairly discriminatory as it provides equal rebates to Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders. The Exchange notes that, with the proposed fee change, Non-ISE Gemini Market Makers will now be entitled to tiered rebates similar to other market participants. Priority Customer¹² and Market Maker¹³ rebates, which have been successful in attracting that order flow to the Exchange, will remain at current levels. The Exchange does not believe that it is unfairly discriminatory to provide higher rebates to Priority Customer orders. As has historically been the case, Priority Customer orders remain entitled to more favorable fees and rebates than other market participants in order to encourage this order flow. A Priority Customer is by definition not a broker or dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). This limitation does not apply to participants whose behavior is substantially similar to that of market professionals, including Professional Customers, who will generally submit a higher number of orders (many of which do not result in executions) than Priority Customers. Similarly, while Market Maker orders may receive higher or lower rebates depending on the tier achieved, the Exchange does not believe that this is unfairly discriminatory as it reflects the different mix of benefits and obligations applicable to Market Makers that trade on the Exchange. Market Makers currently receive tiered rebates based on their volume executed on the Exchange, without

¹¹ The Exchange notes that members that achieve the PRP volume threshold will be entitled to enhanced rebates on all orders, not just orders that improve the NBBO. The Exchange believes that it is reasonable and equitable to provide enhanced rebates on all orders as this creates an added incentive for members to qualify for PRP. However, the Exchange believes that it is important to offer the highest level of rebate specifically to those orders that improve the NBBO.

¹² A “Priority Customer” is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s), as defined in Rule 100(a)(37A).

¹³ The term Market Maker refers to “Competitive Market Makers” and “Primary Market Makers” collectively. See Rule 100(a)(25).

the additional requirement that those orders improve the NBBO. As such, the Exchange believes that it is not unfairly discriminatory to provide potentially higher rebates to other market participants that have demonstrated a high level of commitment to the Exchange by entering orders that improve the NBBO.

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

In accordance with Section 6(b)(8) of the Act,¹⁴ the Exchange does not believe that the proposed rule change will impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed fee change is designed to provide more attractive rebates to ISE Gemini members, and will compete with rebate programs offered by competitor exchanges such as BATS. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and rebates to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed fee changes reflect this competitive environment.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,¹⁵ the Exchange has designated this proposal as establishing or changing a due, fee or other charge imposed on any person, whether or not the person is a member of a self-regulatory organization, which renders the proposed rule change effective upon filing.

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

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

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

¹⁴ 15 U.S.C. 78f(b)(8).

¹⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

Not applicable.

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

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-ISE Gemini-2015-21)

[Date]

Self-Regulatory Organizations; ISE Gemini, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the Schedule of Fees

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 October 7, 2015 ISE Gemini, LLC (the "Exchange" or "ISE Gemini") filed with the Securities and Exchange Commission the proposed rule change, as described in Items I, II, and III below, which items have been prepared by the self-regulatory organization. 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

ISE Gemini proposes to amend the Schedule of Fees to adjust the maker rebates provided to Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders by adopting a new Performance Routing Program as described in more detail below. The text of the proposed rule change is available on the Exchange's Internet website at <http://www.ise.com>, at the principal office of the Exchange, 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 self-regulatory organization 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

Currently, the Exchange provides maker rebates to Firm Proprietary³ / Broker-Dealer⁴ and Professional Customer⁵ orders in four tiers based on the member's maker average daily volume ("ADV") in Firm Proprietary / Broker-Dealer and Professional Customer orders. Members must execute an ADV of 9,999 contracts or fewer for Tier 1, from 10,000 – 24,999 contracts for Tier 2, from 25,000 – 39,999 contracts for Tier 3, and 40,000 or more contracts for Tier 4. Based on the tier achieved, Firm Proprietary / Broker-Dealer and Professional Customer orders in Penny Symbols⁶ are entitled to a maker rebate of \$0.25 per contract for Tier 1, \$0.30 per contract for Tier 2, \$0.35 per

³ A "Firm Proprietary" order is an order submitted by a member for its own proprietary account.

⁴ A "Broker-Dealer" order is an order submitted by a member for a broker-dealer account that is not its own proprietary account.

⁵ A "Professional Customer" is a person or entity that is not a broker/dealer and is not a Priority Customer.

⁶ "Penny Symbols" are options overlying all symbols listed on ISE Gemini that are in the Penny Pilot Program.

contract for Tier 3, and \$0.40 per contract for Tier 4. In Non-Penny Symbols,⁷ this maker rebate is \$0.35 per contract for Tier 1, \$0.45 per contract for Tier 2, \$0.55 per contract for Tier 3, and \$0.65 per contract for Tier 4. In order to attract additional order flow, Exchange proposes to eliminate the current tiers, and replace them with a new Performance Routing Program (“PRP”) that the Exchange believes will be more attractive to members.

The proposed rebates under the PRP will be based on each member’s maker ADV in Non-ISE Gemini Market Maker,⁸ Firm Proprietary / Broker-Dealer and Professional Customer orders that improve the national best bid or offer (“NBBO”) in a series at the time of order entry (“PRP eligible contracts”). As proposed, members that execute an ADV of 9,999 PRP eligible contracts or fewer will be entitled to a maker rebate of \$0.25 per contract in both Penny Symbols and Non-Penny Symbols for their Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer and Professional Customer orders. Members that execute an ADV of 10,000 or more PRP eligible contracts will be entitled to a maker rebate of \$0.47 per contract in Penny Symbols and \$0.71 per contract in Non-Penny Symbols for the above market participant types if the order improves the NBBO in the series at the time it is entered.⁹ As an additional incentive, members that qualify for the higher tier of PRP rebates by executing an ADV of 10,000 or more PRP eligible

⁷ “Non- Penny Symbols” are options overlying all symbols excluding Penny Symbols.

⁸ A “Non-ISE Gemini Market Maker” is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, registered in the same options class on another options exchange. Non-ISE Gemini Market Makers currently earn a flat maker rebate of \$0.25 per contract for all tiers in Penny and Non-Penny Symbols. The PRP introduces tiered maker rebates for Non-ISE Gemini Market Makers for the first time.

⁹ As is the case today, all eligible volume from affiliated members will be aggregated in determining applicable tiers, provided there is at least 75% common ownership between the members as reflected on each member’s Form BD, Schedule A. Members that

contracts will also be entitled to a maker rebate of \$0.40 per contract in Penny Symbols and \$0.65 per contract in Non-Penny Symbols for their Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders that do not improve the NBBO at the time of order entry.

2. Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁰ in general, and Section 6(b)(4) of the Act,¹¹ in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities.

The Exchange believes that it is reasonable and equitable to eliminate the current standalone tiers for Firm Proprietary / Broker-Dealer and Professional Customer orders as this rebate program being replaced with a new rebate program that is designed to be more attractive to members. The PRP is similar to a program offered on the BATS Options Exchange (“BATS”),¹² and will benefit the members that qualify for enhanced rebates as well as other members that can trade in a tighter and more liquid market. With the proposed changes, Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders in the lowest tier will be entitled to a maker rebate in Penny and Non-Penny Symbols that is the same as the rebate currently provided as a “Tier 1” rebate for Firm Proprietary / Broker-Dealer and Professional Customer orders in Penny Symbols as well as the flat rebate provided to Non-ISE Gemini Market Maker orders in both Penny and Non-Penny Symbols. Members that execute a larger volume of

achieve the higher tier threshold will be eligible for the enhanced rebates for all eligible orders executed during the month.

¹⁰ 15 U.S.C. 78f.

¹¹ 15 U.S.C. 78f(b)(4).

PRP eligible contracts will receive higher rebates that compare favorably to the rebates provided on the Exchange today. In particular, the proposed maker rebates for non-NBBO setting orders in Penny and Non-Penny Symbols executed by members that meet the volume requirements for the higher PRP tier are equivalent to the rebates provided today based on the highest volume tier of Firm Proprietary / Broker-Dealer and Professional Customer orders, and significantly higher than the current flat maker rebate for Non-ISE Gemini Market Maker orders.¹³ For orders executed by these members that improve the NBBO, the proposed maker rebate is higher than anything offered on the Exchange today for these market participants. The Exchange believes that introducing a PRP rebate program will encourage members to enter orders that improve the NBBO, which will create more trading opportunities at better prices for all market participants that trade on the Exchange.

The Exchange further believes that the proposed fee change is not unfairly discriminatory as it provides equal rebates to Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer, and Professional Customer orders. The Exchange notes that, with the proposed fee change, Non-ISE Gemini Market Makers will now be entitled to tiered rebates similar to other market participants. Priority Customer¹⁴ and Market

¹² See BATS Fee Schedule, NBBO Setter Tiers.

¹³ The Exchange notes that members that achieve the PRP volume threshold will be entitled to enhanced rebates on all orders, not just orders that improve the NBBO. The Exchange believes that it is reasonable and equitable to provide enhanced rebates on all orders as this creates an added incentive for members to qualify for PRP. However, the Exchange believes that it is important to offer the highest level of rebate specifically to those orders that improve the NBBO.

¹⁴ A “Priority Customer” is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s), as defined in Rule 100(a)(37A).

Maker¹⁵ rebates, which have been successful in attracting that order flow to the Exchange, will remain at current levels. The Exchange does not believe that it is unfairly discriminatory to provide higher rebates to Priority Customer orders. As has historically been the case, Priority Customer orders remain entitled to more favorable fees and rebates than other market participants in order to encourage this order flow. A Priority Customer is by definition not a broker or dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). This limitation does not apply to participants whose behavior is substantially similar to that of market professionals, including Professional Customers, who will generally submit a higher number of orders (many of which do not result in executions) than Priority Customers. Similarly, while Market Maker orders may receive higher or lower rebates depending on the tier achieved, the Exchange does not believe that this is unfairly discriminatory as it reflects the different mix of benefits and obligations applicable to Market Makers that trade on the Exchange. Market Makers currently receive tiered rebates based on their volume executed on the Exchange, without the additional requirement that those orders improve the NBBO. As such, the Exchange believes that it is not unfairly discriminatory to provide potentially higher rebates to other market participants that have demonstrated a high level of commitment to the Exchange by entering orders that improve the NBBO.

¹⁵ The term Market Maker refers to “Competitive Market Makers” and “Primary Market Makers” collectively. See Rule 100(a)(25).

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

In accordance with Section 6(b)(8) of the Act,¹⁶ the Exchange does not believe that the proposed rule change will impose any burden on intermarket or intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed fee change is designed to provide more attractive rebates to ISE Gemini members, and will compete with rebate programs offered by competitor exchanges such as BATS. The Exchange operates in a highly competitive market in which market participants can readily direct their order flow to competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and rebates to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed fee changes reflect this competitive environment.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act,¹⁷ and subparagraph (f)(2) of Rule 19b-4 thereunder,¹⁸ because it establishes a due, fee, or other charge imposed by ISE Gemini.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the

¹⁶ 15 U.S.C. 78f(b)(8).

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

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

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an E-mail to rule-comments@sec.gov. Please include File No. SR-ISE Gemini-2015-21 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-ISE Gemini-2015-21. This file number should be included on the subject line if e-mail 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 Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule

¹⁸ 17 CFR 240.19b-4(f)(2).

change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-ISE Gemini-2015-21 and should be submitted by [insert date 21 days from the date of publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹

Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

Exhibit 5 - Text of the Proposed Rule Change
Underlining indicates additions; [Brackets] indicate deletion

* * *

I. Regular Order Fees and Rebates

Penny Symbols and SPY												
Market Participant	Maker Rebate: Tier 1	Maker Rebate: Tier 2	Maker Rebate: Tier 3	Maker Rebate: Tier 4	Maker Rebate: Tier 5	Taker Fee: Tier 1 ⁽⁴⁾⁽¹³⁾	Taker Fee: Tier 2 ⁽⁴⁾⁽¹³⁾	Taker Fee: Tier 3 ⁽⁴⁾⁽¹³⁾	Taker Fee: Tier 4 ⁽⁴⁾⁽¹³⁾	Taker Fee: Tier 5 ⁽⁴⁾⁽¹³⁾	Fee for Crossing Orders (excluding PIM) ⁽¹⁾⁽¹¹⁾	Fee for Responses to Crossing Orders (excluding PIM) ⁽¹²⁾
Market Maker ⁽²⁾⁽³⁾⁽⁵⁾	(\$0.30)	(\$0.32) ⁽⁹⁾	(\$0.34)	(\$0.37)	(\$0.38)	\$0.49	\$0.49	\$0.49	\$0.49	\$0.48	\$0.20	\$0.49
Non-ISE Gemini Market Maker (FarMM) ⁽³⁾⁽⁶⁾	(\$0.25)	[(<u>(\$0.25)</u>)] [(\$0.40) ⁽¹⁴⁾]	[(<u>(\$0.25)</u>)] [n/a]	[(<u>(\$0.25)</u>)] [n/a]	n/a	\$0.49	\$0.49	\$0.49	\$0.49	\$0.48	\$0.20	\$0.49
Firm Proprietary / Broker-Dealer ⁽³⁾⁽⁶⁾	(\$0.25)	[(<u>(\$0.30)</u>)] [(\$0.40) ⁽¹⁴⁾]	[(<u>(\$0.35)</u>)] [n/a]	[(<u>(\$0.40)</u>)] [n/a]	n/a	\$0.49	\$0.49	\$0.49	\$0.49	\$0.49	\$0.20	\$0.49
Professional Customer ⁽³⁾⁽⁶⁾	(\$0.25)	[(<u>(\$0.30)</u>)] [(\$0.40) ⁽¹⁴⁾]	[(<u>(\$0.35)</u>)] [n/a]	[(<u>(\$0.40)</u>)] [n/a]	n/a	\$0.49	\$0.49	\$0.49	\$0.49	\$0.49	\$0.20	\$0.49
Priority Customer ⁽³⁾⁽⁵⁾	(\$0.25) ⁽⁷⁾	(\$0.40)	(\$0.48)	(\$0.50)	(\$0.52)	\$0.45	\$0.44	\$0.44	\$0.44	\$0.44	\$0.00	\$0.45

Non-Penny Symbols												
Market Participant	Maker Rebate: Tier 1	Maker Rebate: Tier 2	Maker Rebate: Tier 3	Maker Rebate: Tier 4	Maker Rebate: Tier 5	Taker Fee: Tier 1 ⁽⁴⁾	Taker Fee: Tier 2 ⁽⁴⁾	Taker Fee: Tier 3 ⁽⁴⁾	Taker Fee: Tier 4 ⁽⁴⁾	Taker Fee: Tier 5 ⁽⁴⁾	Fee for Crossing Orders (excluding PIM) ⁽¹⁾⁽¹¹⁾	Fee for Responses to Crossing Orders (excluding PIM) ⁽¹²⁾
Market Maker ⁽²⁾⁽³⁾⁽⁵⁾	(\$0.40)	(\$0.42) ⁽¹⁰⁾	(\$0.44)	(\$0.47)	(\$0.49)	\$0.89	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Non-ISE Gemini Market Maker (FarMM) ⁽³⁾⁽⁶⁾	(\$0.25)	[(<u>(\$0.25)</u>)] [(\$0.65) ⁽¹⁵⁾]	[(<u>(\$0.25)</u>)] [n/a]	[(<u>(\$0.25)</u>)] [n/a]	n/a	\$0.89	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Firm Proprietary / Broker-Dealer ⁽³⁾⁽⁶⁾	[(<u>(\$0.35)</u>)] [(\$0.25)]	[(<u>(\$0.45)</u>)] [(\$0.65) ⁽¹⁵⁾]	[(<u>(\$0.55)</u>)] [n/a]	[(<u>(\$0.65)</u>)] [n/a]	n/a	\$0.89	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Professional Customer ⁽³⁾⁽⁶⁾	[(<u>(\$0.35)</u>)] [(\$0.25)]	[(<u>(\$0.45)</u>)] [(\$0.65) ⁽¹⁵⁾]	[(<u>(\$0.55)</u>)] [n/a]	[(<u>(\$0.65)</u>)] [n/a]	n/a	\$0.89	\$0.89	\$0.89	\$0.89	\$0.89	\$0.20	\$0.89
Priority Customer ⁽³⁾⁽⁵⁾	(\$0.75) ⁽⁸⁾	(\$0.80)	(\$0.85)	(\$0.85)	(\$0.85)	\$0.82	\$0.81	\$0.81	\$0.81	\$0.81	\$0.00	\$0.82

1. Fees apply to the originating and contra order.
2. This fee applies to ISE Gemini Market Maker orders sent to the Exchange by Electronic Access Members.
3. All market participants are eligible for lower taker fees based on achieving volume thresholds in Table 1 below exclusively. Members who do not achieve a higher Tier under Table 1 will be charged Tier 1 taker fees.
4. Non-Priority Customer orders will be charged the taker fee for trades executed during the opening rotation. Priority Customer orders executed during the opening rotation will receive the applicable maker rebate based on the tier achieved.
5. Market Maker and Priority Customer orders are eligible for higher maker rebates based on achieving volume thresholds in Table 1 below exclusively. Members who do not achieve a higher Tier under Table 1 will receive Tier 1 maker rebates.
6. Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer and Professional Customer orders are eligible for higher maker rebates based on achieving volume thresholds in Table 2 below exclusively. Members who do not achieve a higher Tier under Table 2 will receive Tier 1 maker rebates.
7. This rebate is \$0.32 per contract for members that execute a Priority Customer Maker ADV of 5,000 to 19,999 contracts in a given month.
8. This rebate is \$0.76 per contract for members that execute a Priority Customer Maker ADV of 5,000 to 19,999 contracts in a given month.
9. This rebate is \$0.33 per contract for members that execute a Market Maker ADV of 100,000 to 124,999 contracts in a given month.
10. This rebate is \$0.43 per contract for members that execute a Market Maker ADV of 100,000 to 124,999 contracts in a given month.
11. This fee is \$0.05 per contract for Priority Customer orders on the contra-side of a PIM auction and all non-Priority Customer orders executed in the PIM. There is no fee for Priority Customer orders on the agency side of a PIM auction.
12. This fee is \$0.05 per contract for all Responses to Crossing Orders executed in the PIM.
13. Non-Priority Customer orders will be charged a taker fee of \$0.50 per contract for trades executed against a Priority Customer. Priority Customer orders will be charged the rates shown regardless of the contra party.
14. This rebate is \$0.47 per contract for orders that improve the NBBO at the time of order entry.
15. This rebate is \$0.71 per contract for orders that improve the NBBO at the time of order entry.

Qualifying Tier Thresholds

Table 1			
Tier	Total Affiliated Member ADV	Priority Customer Maker ADV	Total Affiliated Member ADV / Minimum Priority Customer Maker ADV
Tier 1	0 – 49,999	0 – 19,999	0 – 39,999 / 0+
Tier 2	50,000 – 124,999	20,000 – 49,999	40,000 – 99,999 / 15,000+
Tier 3	125,000 – 249,999	50,000 – 84,999	100,000 – 174,999 / 40,000+
Tier 4	250,000 – 349,999	85,000 – 124,999	175,000 – 249,999 / 65,000+
Tier 5	350,000+	125,000+	250,000+ / 85,000+

Table 2	
Tier	[Firm Proprietary / Broker-Dealer and Professional Customer Maker ADV] <u>Performance Routing Program ADV</u>
Tier 1	0 – 9,999
Tier 2	[10,000 – 24,999] <u>10,000 or more</u>
[Tier 3]	[25,000 – 39,999]
[Tier 4]	[40,000+]

- Any day that the market is not open for the entire trading day may be excluded from the ADV calculation; provided that the Exchange will only remove the day for members that would have a lower ADV with the day included.
- The highest tier threshold attained by any method above applies retroactively in a given month to all eligible traded contracts and applies to all eligible market participants. The tiers described in Table 1 and Table 2 above are completely separate. See footnotes 3, 5, and 6 above.
- All eligible volume from affiliated Members will be aggregated in determining applicable tiers, provided there is at least 75% common ownership between the Members as reflected on each Member's Form BD, Schedule A.
- The Total Affiliated Member ADV category includes all volume in all symbols and order types, including both maker and taker volume and volume executed in the PIM, Facilitation, Solicitation, and QCC mechanisms.
- The Priority Customer Maker ADV category includes all Priority Customer volume that adds liquidity in all symbols.
- [The Firm Proprietary / Broker-Dealer and Professional Customer Maker ADV category includes all Firm Proprietary / Broker-Dealer and Professional Customer volume that adds liquidity in all symbols.] The Performance Routing Program ADV category includes all Non-ISE Gemini Market Maker, Firm Proprietary / Broker-Dealer and Professional Customer maker volume in all symbols that improves the NBBO at the time of order entry.

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