

Required fields are shown with yellow backgrounds and asterisks.

Filing by NASDAQ BX, Inc.
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
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 *).
 A proposal to amend BX Options 7, Section 2 and Section 3

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 * Angela Last Name * Dunn
 Title * Principal Associate General Counsel
 E-mail * angela.dunn@nasdaq.com
 Telephone * (215) 496-5692 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 *)
 Date 12/01/2020 EVP and Chief Legal Counsel
 By John Zecca
 (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.
 john.zecca@nasdaq.com

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

Add Remove View

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) Nasdaq BX, Inc. (“BX” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to amend BX Options 7, Section 2, “BX Options Market- Fees and Rebates,” and Options 7, Section 3, “BX Options Market - Ports and other Services.”

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors (the “Board”) on November 5, 2020. Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

Angela Saccomandi Dunn
Principal Associate General Counsel
Nasdaq, Inc.
215-496-5692

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 BX’s Pricing Schedule at Options 7, Section 2, “BX Options Market- Fees and Rebates,” and Options 7, Section 3, “BX Options Market - Ports and other Services.” Each change will be described in detail below.

Options 7, Section 2

The Exchange proposes to remove the options tier schedules applicable to Select Symbols³ and SPY pricing. With this proposal, all pricing within Options 7, Section 2 would be subject to either the Penny Symbol or Non-Penny Symbol pricing tier schedules.

Today, the Exchange assesses fees and rebates for Penny Symbols and Non-Penny Symbols, excluding Select Symbols and SPY. Today, both Select Symbols and options overlying “SPY” are subject to alternative pricing as detailed below.

Today, the Exchange assesses fees and pays rebates for Penny and Non-Penny Symbols in accordance with the below table and corresponding Penny and Non-Penny tier schedules.

Fees and Rebates (per executed contract)

	Customer	BX Options Market Maker	Non- Customer ¹	Firm
Penny Symbols (Excluding Options in				

³ The following are current Select Symbols within Options 7, Section 2: ASHR, DIA, DXJ, EEM, EFA, EWJ, EWT, EWW, EWY, EWZ, FAS, FAZ, FXE, FXI, FXP, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QID, QLD, QQQ, RSX, SDS, SKF, SLV, SRS, SSO, TBT, TLT, TNA, TZA, UNG, URE, USO, UUP, UVXY, UYG, VXX, XHB, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, XRT.

Fees and Rebates (per executed contract)

	Customer	BX Options Market Maker	Non- Customer ¹	Firm
Select Symbols):				
Rebate to Add Liquidity	#	\$0.10 ²	N/A	N/A
Fee to Add Liquidity	#	\$0.39 ³	\$0.45	\$0.45
Rebate to Remove Liquidity	#	N/A	N/A	N/A
Fee to Remove Liquidity	N/A	#	\$0.46	\$0.46
Non-Penny Symbols:				
Rebate to Add Liquidity	*	N/A	N/A	N/A
Fee to Add Liquidity	*	\$0.50/\$0.95 ⁵	\$0.98	\$0.98
Rebate to Remove Liquidity	*	N/A	N/A	N/A
Fee to Remove Liquidity	N/A	*	\$0.89	\$0.89

Penny Symbols Tier Schedule (excluding Select Symbols Options)

	When:	Rebate to Add Liquidity Customer	Fee to Add Liquidity Customer	Rebate to Remove Liquidity Customer	Fee to Remove Liquidity BX Options Market Maker	Fee To Remove Liquidity BX Options Market Maker
	Trading with:	Non- Customer, BX Options Market Maker, or Firm	Customer	Non- Customer, BX Options Market Maker, Customer, or Firm	Customer	Non- Customer, BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.39	\$0.00	\$0.39	\$0.46

Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month.	\$0.10	\$0.39	\$0.25	\$0.39	\$0.46
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month	\$0.20	\$0.39	\$0.35	\$0.30	\$0.46

* Non-Penny Symbols Tier Schedule

	Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee To Remove Liquidity
When:	Customer	Customer	Customer	BX Options Market Maker	BX Options Market Maker
Trading with:	Non-Customer, BX Options Market Maker, or Firm	Customer	Non-Customer, BX Options Market Maker, Customer, or Firm	Customer	Non-Customer, BX Options Market Maker, or Firm

Tier 1	Participant executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.85	\$0.80	\$0.89	\$0.89
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Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month.	\$0.10	\$0.85	\$0.80	\$0.89	\$0.89
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Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month	\$0.20	\$0.85	\$0.80	\$0.60	\$0.89
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Select Symbols

With respect to Select Symbols Options, the following tier schedule⁴ applies today:

Select Symbols Options Tier Schedule

		Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee to Add Liquidity
When:		Customer	BX Options Market Maker	Customer	BX Options Market Maker	BX Options Market Maker
Trading with:		Non-Customer or BX Options Market Maker, or Firm	Customer	Non-Customer, BX Options Market Maker, Customer, or Firm	Customer	Non-Customer or BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.44	\$0.00	\$0.42	\$0.14
Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and	\$0.10	\$0.44	\$0.25	\$0.42	\$0.10

⁴ Volume from all products listed on BX Options applies to the Select Symbols Options Tiers.

	ETF option ADV contracts per month.					
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month	\$0.20	\$0.40	\$0.37	\$0.39	\$0.04
Tier 4	Participant executes greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month	\$0.25	\$0.29	\$0.37	\$0.25	\$0.00

The Exchange proposes to remove the Select Symbols Options Tier Schedule and corresponding notes and instead assess each Select Symbol as either a Penny⁵ or Non-Penny Symbol.

Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT. Among the Select Symbols noted within Options 7, Section 2, the following are Non-Penny Symbols: DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB.

Select Symbols to be Priced as Penny Symbols

With respect to the impact on pricing for the above-referenced Select Symbols,⁶ which would be priced as Penny Symbols with this proposal, the Exchange notes the below changes in pricing.

Customers

Today, Customers are paid Rebates to Add Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers or Firms which range from

⁵ Penny Symbols must comply with the requirements for the Penny Interval Program within Supplementary Material .01 to Options 3, Section 3.

⁶ Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT.

\$0.00 to \$0.25 per contract.⁷ Today, Customers are paid a Rebate to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customers or Firms which range from \$0.00 to \$0.37 per contract.⁸ Today, the Customer Fee to Add Liquidity in Select Symbols when contra to another Customer is \$0.33 per contract.

With this proposal, Customers would receive a Penny Symbol Rebate to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.00 to \$0.20 per contract.⁹ With this proposal, Customers would

⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would

receive a Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.00 to \$0.35 per contract.¹⁰ With this proposal, Customers would pay a Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.39 per contract, regardless of the tier.¹¹ With this proposal, Customers would not pay a Penny Symbol Fee to Remove Liquidity.

BX Options Market Makers

Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Customer which ranges from \$0.44 to \$0.29 per contract.¹²

receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

¹⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

¹¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

¹² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2.

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Customer which ranges from \$0.42 to \$0.25 per contract.¹³

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract.¹⁴

Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

¹³ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

¹⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

With this proposal, BX Options Market Makers would receive a Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker. With this proposal, BX Options Market Makers would receive no Penny Symbol Rebate to Remove Liquidity. With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.39 to \$0.30 per contract.¹⁵ With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm of \$0.46 per contract, regardless of the tier.¹⁶

Non-Customers

Today, Non-Customers pay a Fee to Add Liquidity and a Fee to Remove

¹⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

¹⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. Today, Non-Customers receive no Select Symbol rebates.

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Non-Customers would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Non-Customers would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

Firms

Today, Firms pay a Select Symbol Fee to Add Liquidity and a Fee to Remove Liquidity of \$0.37 per contract, regardless of counterparty. Today, Firms receive no Select Symbol rebates.

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Firms would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Firms would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

Select Symbols to be Priced as Non-Penny Symbols

With respect to the impact on pricing for Select Symbols which would be priced as Non-Penny Symbols (DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB) with this proposal, the Exchange notes the below changes in pricing.

Customers

Today, Customers are paid Rebates to Add Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers or Firms which range from \$0.00 to \$0.25 per contract.¹⁷ Today, Customers are paid a Rebate to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customers or Firms which range from \$0.00 to \$0.37 per contract.¹⁸ Today, the Customer Fee to Add Liquidity in Select Symbols when contra to another Customer is \$0.33 per contract.

With this proposal, Customers would receive a Non-Penny Symbol Rebate to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm

¹⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

¹⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

which ranges from \$0.00 to \$0.20 per contract.¹⁹ With this proposal, Customers would receive a Non-Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm of \$0.80 per contract, regardless of the tier.²⁰ With this proposal, Customers would pay a Non-Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.85 per contract, regardless of the tier.²¹ With this proposal, Customers would not pay a Non-Penny Symbol Fee to Remove Liquidity.

¹⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Non-Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.20 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 3.

²⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 3.

²¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 3.

BX Options Market Makers

Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Customer which ranges from \$0.44 to \$0.29 per contract.²²

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Customer which ranges from \$0.42 to \$0.25 per contract.²³

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. Today, BX Options Market Makers pay a Fee to Add Liquidity in Select

²² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

²³ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract.²⁴

With this proposal, BX Options Market Makers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Rebate to Remove Liquidity. With this proposal, BX Options Market Makers would pay a \$0.50 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a BX Options Market Maker, Non-Customer or Firm and a \$0.95 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a Customer. With this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.89 to \$0.60 per contract.²⁵ With this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, or Firm of \$0.89 per contract, regardless of the

²⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

²⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.60 per contract in Tier 3.

tier.²⁶

Non-Customers

Today, Non-Customers pay a Fee to Add Liquidity and a Fee to Remove Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. Today, Non-Customers receive no Select Symbol rebates.

With this proposal, Non-Customers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity. With this proposal, Non-Customers would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract. With this proposal, Non-Customers would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract.

Firms

Today, Firms pay a Select Symbol Fee to Add Liquidity and a Fee to Remove Liquidity of \$0.37 per contract, regardless of counterparty. Today, Firms receive no Select Symbol rebates.

With this proposal, Firms would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity. With this proposal, Firms would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract. With this proposal, Firms would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract.

²⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 3.

SPY

Today, the SPY Options Tier Schedule is as follows:

SPY Options Tier Schedule

	Rebate to Remove Liquidity (per contract)
Applied to:	Customer
Trading with:	Non-Customer, BX Options Market Maker, Customer, or Firm
Tier 1 Participant removes less than 500 SPY Options contracts per day in the customer range	\$0.01
Tier 2 Participant removes 500 to not more than 999 SPY Options contracts per day in the customer range	\$0.10
Tier 3 Participant removes 1000 to not more than 1999 SPY Options contracts per day in the customer range	\$0.35
Tier 4 Participant removes 2000 to not more than 3999 SPY Options contracts per day in the customer range	\$0.43
Tier 5 Participant removes more than 3999 SPY Options contracts per day in the customer range	\$0.52

With respect to the impact on pricing for SPY, with this proposal, SPY would be priced as a Penny Symbol the Exchange notes the below changes in pricing.

Customers

Today, SPY pays Customer Rebates to Remove Liquidity ranging from \$0.01 to \$0.52 per contracts when trading against a Non-Customer, BX Options Market Maker, Customer or Firm.²⁷ Today, Customers pay SPY Fees to Add Liquidity of \$0.38 per

²⁷ Tier 1 Participants that remove less than 500 SPY Options contracts per day in the customer range receive a \$0.01 per contract rebate. Tier 2 Participants that

contract when contra to another Customer. Today, Customers pay no SPY fee or receive a SPY rebate for Customer SPY Options that add liquidity when contra to a Firm, BX Options Market Maker or Non-Customer.

With this proposal, Customers would receive a Penny Symbol Rebate to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.00 to \$0.20 per contract.²⁸ With this proposal, Customers would receive a Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.00 to \$0.35 per contract.²⁹ With this proposal, Customers would pay a Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.39 per contract, regardless of the

remove 500 to not more than 999 SPY Options contracts per day in the customer range receive a \$0.10 per contract rebate. Tier 3 Participants that removes 1000 to not more than 1999 SPY Options contracts per day in the customer range receive a \$0.35 per contract rebate. Tier 4 Participants that remove 2000 to not more than 3999 SPY Options contracts per day in the customer range receive a \$0.43 per contract rebate. Tier 5 Participants that remove more than 3999 SPY Options contracts per day in the customer range receive a \$0.52 per contract rebate.

²⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

²⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

tier.³⁰ With this proposal, Customers would not pay a Penny Symbol Fee to Remove Liquidity.

BX Options Market Makers

Today, with SPY, BX Options Market Makers are paid no rebates. BX Options Market Makers pay a SPY Fee to Remove Liquidity of \$0.44 per contract when trading against a Firm, Non-Customer, or BX Options Market Maker. Today, BX Options Market Makers pay a SPY Fee to Add Liquidity and a SPY Fee to Remove Liquidity of \$0.39 per contract when trading against a Customer. Finally, today, BX Options Market Makers pay a SPY Fee to Add Liquidity of \$0.14 per contract when trading against a Firm, BX Options Market Maker or Non Customer.

With this proposal, BX Options Market Makers would receive a Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker. With this proposal, BX Options Market Makers would receive no Penny Symbol Rebate to Remove Liquidity. With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges

³⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

from \$0.39 to \$0.30 per contract.³¹ With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm of \$0.46 per contract, regardless of the tier.³²

Non-Customers

Today, Non-Customers pay a SPY Fee to Add Liquidity and a SPY Fee to Remove Liquidity of \$0.44 per contract, regardless of counterparty. Today, Non-Customers receive no SPY rebates.

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Non-Customers would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Non-Customers would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

³¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

³² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

Firms

Today, Firms pay a SPY Fee to Add Liquidity and a SPY Fee to Remove Liquidity of \$0.41 per contract, regardless of counterparty. Today, Firms receive no SPY rebates.

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Firms would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Firms would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

The Exchange believes that this proposal will simplify its transaction fees and rebates by classifying pricing for all options symbols as either Penny or Non-Penny Symbols.

Technical Amendments

The Exchange proposes to remove footnote 4, which is currently reserved, and renumber current footnote 5 as new footnote 4 within Options 7, Section 2. The Exchange also proposes to remove “(excluding Select Symbols Options)” from the Fees and Rebates table within Options 7, Section 2(1) and from the Penny Symbols Tier Schedule title as that exclusion is no longer necessary because this proposal removes that pricing.

Options 7, Section 3

The Exchange proposes to amend Options 7, Section 3, “BX Options Market - Ports and other Services,” to remove obsolete text which reflects timeframes which have passed.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,³³ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,³⁴ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange's proposed changes to its Pricing Schedule are reasonable in several respects. As a threshold matter, the Exchange is subject to significant competitive forces in the market for options securities transaction services that constrain its pricing determinations in that market. The fact that this market is competitive has long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated as follows: “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”³⁵

The Commission and the courts have repeatedly expressed their preference for

³³ 15 U.S.C. 78 f(b).

³⁴ 15 U.S.C. 78f(b)(4) and (5).

³⁵ NetCoalition v. SEC, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”³⁶

Numerous indicia demonstrate the competitive nature of this market. For example, clear substitutes to the Exchange exist in the market for options security transaction services. The Exchange is only one of sixteen options exchanges to which market participants may direct their order flow. Within this environment, market participants can freely and often do shift their order flow among the Exchange and competing venues in response to changes in their respective pricing schedules. As such, the proposal represents a reasonable attempt by the Exchange to increase its liquidity and market share relative to its competitors.

Options 7, Section 2

Select Symbols to be Priced as Penny Symbols

With respect to pricing certain Select Symbols,³⁷ which would be priced as Penny Symbols with this proposal, the Exchange believes that its proposal is reasonable, equitable and not unfairly discriminatory for the reasons which follow.

³⁶ Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

³⁷ Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT.

Customers

While this proposal would offer Customers lower Rebates to Add Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customer, or Firms which range from \$0.00 to \$0.20 per contract,³⁸ instead of ranging from \$0.00 to \$0.25 per contract³⁹ (no Tier 4 rebate of \$0.25 per contract as was the case for Select Symbols with this proposal), as well as lower Rebates to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, or Firms which range from \$0.00 to \$0.35 per contract,⁴⁰ instead of \$0.00 to \$0.37 per

³⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

³⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

⁴⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

contract,⁴¹ (no Tier 3 and 4 rebate of \$0.37 per contracts as it was for Select Symbols with this proposal), the Exchange believes that these rebates will continue to incentivize Participants to bring Customer liquidity to BX. While the Customer Fee to Add Liquidity in Select Symbols when contra to another Customer would increase from \$0.33 to \$0.39 per contract, regardless of the tier for Select Symbols,⁴² the Exchange believes that the fee remains competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, Customers would continue to pay no Penny Symbol Fee to Remove Liquidity.⁴³

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the

⁴¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

⁴² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

⁴³ Today, Customers pay no Select Symbol Fee to Remove Liquidity.

benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants.

BX Options Market Makers

With this proposal, BX Options Market Makers would receive a Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker. Today, BX Options Market Makers receive no Select Symbol Rebate to Add Liquidity. This rebate will incentivize Participants to send order flow to BX. With this proposal, BX Options Market Makers would continue to receive no Rebate to Remove Liquidity.⁴⁴ With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer as compared to the Select Symbol Fee to Add Liquidity for BX Options Market Makers which ranges from \$0.44 to \$0.29 per contract,⁴⁵ as such some Participants will pay a

⁴⁴ Today, BX Options Market Makers receive no Select Symbol Rebate to Remove Liquidity.

⁴⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF

higher Penny Symbol Fee to Add Liquidity while some Participants will pay a lower Penny Symbol Fee to Add Liquidity. The Exchange believes that the fee remains competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.39 to \$0.30 per contract.⁴⁶ These fees are lower than the current Select Symbol Fees to Remove Liquidity when trading against a Customer which range from \$0.42 to \$0.25 per contract.⁴⁷ The Exchange believes that these lower fees will attract a greater amount of liquidity to BX. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options

options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

⁴⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

⁴⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

Market Maker or Firm of \$0.46 per contract, regardless of the tier.⁴⁸ This proposed Penny Symbol Fee to Remove Liquidity is the same as the current Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. With this proposal BX Options Market Makers pay no Penny Symbol Fee to Add Liquidity when contra to a Non-Customer, BX Options Market Maker or Firm. Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract⁴⁹ which would be reduced to no fee and attract further liquidity to BX.

All pricing would be uniformly assessed to Participants for Penny Symbols. BX Options Market Makers add value through continuous quoting⁵⁰ and are subject to

⁴⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

⁴⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

⁵⁰ See Options 2, Section 5.

additional requirements and obligations⁵¹ that other market participants are not.

Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Non-Customers

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today under Select Symbol pricing. With this proposal, Non-Customers would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract, this fee is lower than the current Select Symbol Fee to Add Liquidity of \$0.46 per contract, regardless of counterparty, and will attract liquidity to BX. With this proposal, Non-Customers would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract that is the same as the current Select Symbol Fee to Remove Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. All pricing would be uniformly assessed to Participants for Penny Symbols.

Firms

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today under Select Symbol pricing. With this proposal, Firms would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract which is higher than the current Select Symbol Firm Fee to Add Liquidity of \$0.37 per contract, regardless of counterparty. With this proposal, Firms would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract which is higher than the current Select Symbol Firm Fee to Remove Liquidity of \$0.37 per

⁵¹ See Options 2, Section 4.

contract, regardless of counterparty. Despite the fact that the Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Penny Symbols.

Select Symbols to be Priced as Non-Penny Symbols

With respect to pricing for Select Symbols that would be priced as Non-Penny Symbols (DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB) with this proposal, the Exchange believes that its proposal is reasonable, equitable and not unfairly discriminatory for the reasons which follow. The Exchange notes that, today, Select Symbol pricing is aligned closer to Penny Symbol pricing because the Select Symbols noted above which are proposed to be priced as Non-Penny Symbols were once in the Penny Pilot Program and these symbols are currently not in the Penny Interval Program.

Customers

While this proposal would offer Customers lower Non-Penny Symbol Rebates to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which would range from \$0.00 to \$0.25 per contract,⁵² instead of ranging from \$0.00 to

⁵² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV

\$0.20 per contract⁵³ (no Tier 4 rebate of \$0.25 per contract as was the case for Select Symbols with this proposal), the Exchange believes that these rebates will continue to incentivize Participants to bring Customer liquidity to BX. With this proposal, Customers would receive an increased Non-Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm of \$0.80 per contract, regardless of the tier,⁵⁴ as compared to the current Rebate to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customers or Firms which range from \$0.00 to \$0.37 per contract.⁵⁵ The

per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

⁵³ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Non-Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.20 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 3.

⁵⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 3.

⁵⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than

Exchange believes that these rebates will continue to incentivize Participants to bring Customer liquidity to BX. With this proposal, Customers would pay an increased Non-Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.85 per contract, regardless of the tier,⁵⁶ as compared to the current Customer Fee to Add Liquidity in Select Symbols when contra to another Customer of \$0.33 per contract. Despite the fact that the Non-Penny Symbol Fee to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, Customers would continue not pay a Non-Penny Symbol Fee to Remove Liquidity.

All pricing would be uniformly assessed to Participants for Non-Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in

10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

⁵⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 3.

turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants.

BX Options Market Makers

With this proposal, BX Options Market Makers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Rebate to Remove Liquidity, as is the case today under Select Symbols as well. With this proposal, BX Options Market Makers would pay a \$0.50 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a BX Options Market Maker, Non-Customer or Firm and a \$0.95 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a Customer. Currently, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract⁵⁷ and BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Customer which ranges from \$0.44 to \$0.29 per contract.⁵⁸ Despite the fact that the Non-Penny Symbol Fees to Add Liquidity

⁵⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

⁵⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and

will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.89 to \$0.60 per contract.⁵⁹ This fee would be higher than the current BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Customer which ranges from \$0.42 to \$0.25 per contract.⁶⁰ Also, with this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX

ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

⁵⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.60 per contract in Tier 3.

⁶⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

Options Market Maker, or Firm of \$0.89 per contract, regardless of the tier.⁶¹ This fee would be higher than the current BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. Despite the fact that the Non-Penny Symbol Fees to Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants.

All pricing would be uniformly assessed to Participants for Non-Penny Symbols. BX Options Market Makers add value through continuous quoting⁶² and are subject to additional requirements and obligations⁶³ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Non-Customers

With this proposal, Non-Customers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity as is the case today for Select Symbols. With this proposal, Non-Customers would pay an increased Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract as compared to the current Non-Customer Fee to Add Liquidity in Select Symbols of \$0.46 per contract, regardless

⁶¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 3.

⁶² See Options 2, Section 5.

⁶³ See Options 2, Section 4.

of counterparty. Also, with this proposal, Non-Customers would pay an increased Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract as compared to the current Non-Customer Fee to Remove Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. Despite the fact that the Non-Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Non-Penny Symbols.

Firms

With this proposal, Firms would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity as is the case for Select Symbols. With this proposal, Firms would pay an increased Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract as compared to the current Firm Fee to Add Liquidity in Select Symbols of \$0.37 per contract, regardless of counterparty. With this proposal, Firms would pay an increased Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract as compared to the current Firm Fee to Remove Liquidity in Select Symbols of \$0.37 per contract, regardless of counterparty. Despite the fact that the Non-Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Non-Penny Symbols.

SPY

With respect to the impact on pricing for SPY that would be priced as a Penny Symbol with this proposal, the Exchange believes that its proposal is reasonable,

equitable and not unfairly discriminatory for the reasons which follow.

Customers

With this proposal Customers would receive higher Penny Symbol Rebates to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which range from \$0.00 to \$0.20 per contract.⁶⁴ Today, Customers receive no rebate when add liquidity in SPY when trading against a Non-Customer, BX Options Market Maker or Firm. The Exchange believes that these increased rebates will incentivize Participants to bring Customer liquidity to BX. With this proposal, Customers would receive a lower Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.00 to \$0.35 per contract.⁶⁵ Today, Customers receive a SPY Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.01 to \$0.52 per contracts when trading against a Non-Customer, BX

⁶⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

⁶⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

Options Market Maker, Customer or Firm.⁶⁶ Despite the fact that the Penny Symbol Rebates to Remove Liquidity in will be lower, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, Customers would pay an increased Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.39 per contract, regardless of the tier,⁶⁷ as compared to the current Customer SPY Fees to Add Liquidity of \$0.38 per contract when contra to another Customer. Despite the fact that the Penny Symbol Fees to Add Liquidity when contra to another Customer will be higher than the SPY Fee to Add Liquidity when contra to a Customer, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, there will be no Fee to Add Liquidity when contra to Firm, BX Options Market Maker or Non Customer, as is the case today. With this proposal, Customers would not pay a Penny Symbol Fee to Remove Liquidity as is the case for

⁶⁶ Tier 1 Participants that remove less than 500 SPY Options contracts per day in the customer range receive a \$0.01 per contract rebate. Tier 2 Participants that remove 500 to not more than 999 SPY Options contracts per day in the customer range receive a \$0.10 per contract rebate. Tier 3 Participants that remove 1000 to not more than 1999 SPY Options contracts per day in the customer range receive a \$0.35 per contract rebate. Tier 4 Participants that remove 2000 to not more than 3999 SPY Options contracts per day in the customer range receive a \$0.43 per contract rebate. Tier 5 Participants that remove more than 3999 SPY Options contracts per day in the customer range receive a \$0.52 per contract rebate.

⁶⁷ Participants that execute less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

SPY today.

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads that may cause an additional corresponding increase in order flow from other market participants.

BX Options Market Makers

With this proposal, BX Options Market Makers would receive a new Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker, while currently BX Options Market Makers receive no rebates in SPY. This new rebate will incentivize Participants to bring liquidity to BX. With this proposal, BX Options Market Makers would receive no Penny Symbol Rebate to Remove Liquidity, as is the case today for SPY. With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer which is the same as the current BX Options Market Makers SPY Fee to Add Liquidity of \$0.39 per contract when trading against a Customer. With this proposal, the Exchange would not assess a Penny Symbol Fee to Add Liquidity when trading against a Firm, BX Options Market Maker or Non Customer as compared to today, where a BX Options Market Maker pays a SPY Fee to Add Liquidity of \$0.14 per

contract when trading against a Firm, BX Options Market Maker or Non Customer. The removal of this fee should incentivize BX Participants to send order flow to BX.

With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.39 to \$0.30 per contract,⁶⁸ as compared to the current BX Options Market Maker Fee to Remove Liquidity in SPY Options of \$0.39 per contract when trading with Customer. With this proposal, the fee will be lower in certain cases depending on the volume tier achieved and may attract higher volume to the Exchange in an effort to obtain the lower fee. With this proposal, BX Options Market Makers would pay an increased Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm of \$0.46 per contract, regardless of the tier,⁶⁹ as compared to the current BX Options Market Makers pay a SPY Fee to Remove Liquidity of \$0.44 per contract when trading against a Firm, Non-Customer, or BX Options Market Maker. Despite the fact that the Penny Symbol Fee to Remove Liquidity will be higher, the Exchange believes

⁶⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

⁶⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants.

All pricing would be uniformly assessed to Participants for Penny Symbols. BX Options Market Makers add value through continuous quoting⁷⁰ and are subject to additional requirements and obligations⁷¹ that other market participants are not.

Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Non-Customers

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today for SPY. With this proposal, Non-Customers would pay an increased Penny Symbol Fee to Add Liquidity of \$0.45 per contract as compared to the current Non-Customers SPY Fee to Add Liquidity of \$0.44 per contract, regardless of counterparty. With this proposal, Non-Customers would pay an increased Penny Symbol Fee to Remove Liquidity of \$0.46 per contract as compared to the current Non-Customers SPY Fee to Remove Liquidity of \$0.44 per contract, regardless of counterparty. Despite the fact that the Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Penny Symbols.

⁷⁰ See Options 2, Section 5.

⁷¹ See Options 2, Section 4.

Firms

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today with SPY. With this proposal, Firms would pay an increased Penny Symbol Fee to Add Liquidity of \$0.45 per contract as compared to the current Firm SPY Fee to Add Liquidity of \$0.41 per contract, regardless of counterparty. With this proposal, Firms would pay an increased Penny Symbol Fee to Remove Liquidity of \$0.46 per contract as compared to the current Firm SPY Fee to Remove Liquidity of \$0.41 per contract, regardless of counterparty. Despite the fact that the Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Penny Symbols.

Technical Amendments

The Exchange's proposal to make technical amendments to footnote 4 and renumber current footnote within Options 7, Section 2, and remove "(excluding Select Symbols Options)" from Options 7, Section 2(1) are reasonable, equitable and not unfairly discriminatory.

Options 7, Section 3

The Exchange's proposal to amend Options 7, Section 3, "BX Options Market - Ports and other Services," is reasonable, equitable and not unfairly discriminatory as the rule text is obsolete in that the text reflects timeframes which have passed.

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

Inter-market Competition

The proposal does not impose an undue burden on inter-market competition. The Exchange believes its proposal remains competitive with other options markets and will offer market participants with another choice of where to transact options. The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

Intra-market Competition

The proposed amendments do not impose an undue burden on intra-market competition.

Options 7, Section 2Select Symbols to be Priced as Penny Symbols

With respect to pricing certain Select Symbols,⁷² which would be priced as Penny Symbols with this proposal, the Exchange believes that its proposal does not impose an undue burden on competition.

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants. BX Options Market Makers add value through continuous quoting⁷³ and are subject to additional requirements and obligations⁷⁴ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

⁷² Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDV, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT.

⁷³ See Options 2, Section 5.

⁷⁴ See Options 2, Section 4.

Select Symbols to be Priced as Non-Penny Symbols

With respect to pricing for Select Symbols which would be priced as Non-Penny Symbols (DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB) with this proposal, the Exchange believes that its proposal does not impose an undue burden on competition.

All pricing would be uniformly assessed to Participants for Non-Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants. All pricing would be uniformly assessed to Participants for Non-Penny Symbols. BX Options Market Makers add value through continuous quoting⁷⁵ and are subject to additional requirements and obligations⁷⁶ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

SPY

With respect to the impact on pricing for SPY which would be priced as a Penny Symbol with this proposal, the Exchange believes that its proposal does not impose an undue burden on competition.

⁷⁵ See Options 2, Section 5.

⁷⁶ See Options 2, Section 4.

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants. BX Options Market Makers add value through continuous quoting⁷⁷ and are subject to additional requirements and obligations⁷⁸ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Technical Amendments

The Exchange's proposal to make technical amendments to footnote 4 and renumber current footnote within Options 7, Section 2, and remove "(excluding Select Symbols Options)" from Options 7, Section 2(1) do not impose an undue burden on competition.

Options 7, Section 3

The Exchange's proposal to amend Options 7, Section 3, "BX Options Market - Ports and other Services," does not impose an undue burden on competition as the rule text is obsolete in that the text reflects timeframes which have passed.

⁷⁷ See Options 2, Section 5.

⁷⁸ See Options 2, Section 4.

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

No written comments were either solicited or received.

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,⁷⁹ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization which renders the proposed rule change effective upon filing.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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.

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

Not applicable.

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

Not applicable.

⁷⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

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

Not applicable.

11. Exhibits

1. Notice of Proposed Rule Change for publication in the Federal Register.
5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-BX-2020-037)

December __, 2020

Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing of Proposed Rule Change to Amend BX Options 7, Section 2 and Section 3

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹, and Rule 19b-4 thereunder,² notice is hereby given that on December 1, 2020, Nasdaq BX, Inc. (“BX” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend BX Options 7, Section 2, “BX Options Market-Fees and Rebates,” and Options 7, Section 3, “BX Options Market - Ports and other Services.”

The text of the proposed rule change is available on the Exchange’s Website at <https://listingcenter.nasdaq.com/rulebook/bx/rules>, 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 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 BX's Pricing Schedule at Options 7, Section 2, "BX Options Market- Fees and Rebates," and Options 7, Section 3, "BX Options Market - Ports and other Services." Each change will be described in detail below.

Options 7, Section 2

The Exchange proposes to remove the options tier schedules applicable to Select Symbols³ and SPY pricing. With this proposal, all pricing within Options 7, Section 2 would be subject to either the Penny Symbol or Non-Penny Symbol pricing tier schedules.

Today, the Exchange assesses fees and rebates for Penny Symbols and Non-Penny Symbols, excluding Select Symbols and SPY. Today, both Select Symbols and options overlying "SPY" are subject to alternative pricing as detailed below.

³ The following are current Select Symbols within Options 7, Section 2: ASHR, DIA, DXJ, EEM, EFA, EWJ, EWT, EWW, EWY, EWZ, FAS, FAZ, FXE, FXI, FXP, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QID, QLD, QQQ, RSX, SDS, SKF, SLV, SRS, SSO, TBT, TLT, TNA, TZA, UNG, URE, USO, UUP, UVXY, UYG, VXX, XHB, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, XRT.

Today, the Exchange assesses fees and pays rebates for Penny and Non-Penny Symbols in accordance with the below table and corresponding Penny and Non-Penny tier schedules.

Fees and Rebates (per executed contract)

	Customer	BX Options Market Maker	Non-Customer ¹	Firm
Penny Symbols (Excluding Options in Select Symbols):				
Rebate to Add Liquidity	#	\$0.10 ²	N/A	N/A
Fee to Add Liquidity	#	\$0.39 ³	\$0.45	\$0.45
Rebate to Remove Liquidity	#	N/A	N/A	N/A
Fee to Remove Liquidity	N/A	#	\$0.46	\$0.46
Non-Penny Symbols:				
Rebate to Add Liquidity	*	N/A	N/A	N/A
Fee to Add Liquidity	*	\$0.50/\$0.95 ⁵	\$0.98	\$0.98
Rebate to Remove Liquidity	*	N/A	N/A	N/A
Fee to Remove Liquidity	N/A	*	\$0.89	\$0.89

Penny Symbols Tier Schedule (excluding Select Symbols Options)

	When:	Rebate to Add Liquidity Customer	Fee to Add Liquidity Customer	Rebate to Remove Liquidity Customer	Fee to Remove Liquidity BX Options Market Maker Customer	Fee To Remove Liquidity BX Options Market Maker Non-Customer, BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05%	\$0.00	\$0.39	\$0.00	\$0.39	\$0.46

	of total industry customer equity and ETF option ADV contracts per month.					
Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month.	\$0.10	\$0.39	\$0.25	\$0.39	\$0.46
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month.	\$0.20	\$0.39	\$0.35	\$0.30	\$0.46

* Non-Penny Symbols Tier Schedule

	Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee To Remove Liquidity
When:	Customer	Customer	Customer	BX Options Market Maker	BX Options Market Maker
Trading	Non-	Customer	Non-	Customer	Non-

	with:	Customer, BX Options Market Maker, or Firm	Customer, BX Options Market Maker, Customer, or Firm	Customer, BX Options Market Maker, or Firm	Customer, BX Options Market Maker, or Firm	Customer, BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.85	\$0.80	\$0.89	\$0.89
Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month.	\$0.10	\$0.85	\$0.80	\$0.89	\$0.89
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per	\$0.20	\$0.85	\$0.80	\$0.60	\$0.89

month

Select Symbols

With respect to Select Symbols Options, the following tier schedule⁴ applies today:

Select Symbols Options Tier Schedule

		Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee to Add Liquidity
When:	Customer		BX Options Market Maker	Customer	BX Options Market Maker	BX Options Market Maker
Trading with:	Non-Customer or BX Options Market Maker, or Firm		Customer	Non-Customer, BX Options Market Maker, Customer, or Firm	Customer	Non-Customer or BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.44	\$0.00	\$0.42	\$0.14
Tier 2	Participant executes 0.05% to less than 0.15% of total	\$0.10	\$0.44	\$0.25	\$0.42	\$0.10

⁴ Volume from all products listed on BX Options applies to the Select Symbols Options Tiers.

	industry customer equity and ETF option ADV contracts per month.					
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month.	\$0.20	\$0.40	\$0.37	\$0.39	\$0.04
Tier 4	Participant executes greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month.	\$0.25	\$0.29	\$0.37	\$0.25	\$0.00

The Exchange proposes to remove the Select Symbols Options Tier Schedule and corresponding notes and instead assess each Select Symbol as either a Penny⁵ or Non-Penny Symbol.

Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT. Among the Select Symbols noted within Options 7, Section 2, the following are Non-Penny Symbols: DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB.

Select Symbols to be Priced as Penny Symbols

With respect to the impact on pricing for the above-referenced Select Symbols,⁶ which would be priced as Penny Symbols with this proposal, the Exchange notes the below changes in pricing.

Customers

Today, Customers are paid Rebates to Add Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers or Firms which range from

⁵ Penny Symbols must comply with the requirements for the Penny Interval Program within Supplementary Material .01 to Options 3, Section 3.

⁶ Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT.

\$0.00 to \$0.25 per contract.⁷ Today, Customers are paid a Rebate to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customers or Firms which range from \$0.00 to \$0.37 per contract.⁸ Today, the Customer Fee to Add Liquidity in Select Symbols when contra to another Customer is \$0.33 per contract.

With this proposal, Customers would receive a Penny Symbol Rebate to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.00 to \$0.20 per contract.⁹ With this proposal, Customers would

⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would

receive a Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.00 to \$0.35 per contract.¹⁰ With this proposal, Customers would pay a Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.39 per contract, regardless of the tier.¹¹ With this proposal, Customers would not pay a Penny Symbol Fee to Remove Liquidity.

BX Options Market Makers

Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Customer which ranges from \$0.44 to \$0.29 per contract.¹²

receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

¹⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

¹¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

¹² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2.

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Customer which ranges from \$0.42 to \$0.25 per contract.¹³

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract.¹⁴

Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

¹³ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

¹⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

With this proposal, BX Options Market Makers would receive a Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker. With this proposal, BX Options Market Makers would receive no Penny Symbol Rebate to Remove Liquidity. With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.39 to \$0.30 per contract.¹⁵ With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm of \$0.46 per contract, regardless of the tier.¹⁶

Non-Customers

Today, Non-Customers pay a Fee to Add Liquidity and a Fee to Remove

¹⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

¹⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. Today, Non-Customers receive no Select Symbol rebates.

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Non-Customers would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Non-Customers would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

Firms

Today, Firms pay a Select Symbol Fee to Add Liquidity and a Fee to Remove Liquidity of \$0.37 per contract, regardless of counterparty. Today, Firms receive no Select Symbol rebates.

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Firms would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Firms would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

Select Symbols to be Priced as Non-Penny Symbols

With respect to the impact on pricing for Select Symbols which would be priced as Non-Penny Symbols (DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB) with this proposal, the Exchange notes the below changes in pricing.

Customers

Today, Customers are paid Rebates to Add Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers or Firms which range from \$0.00 to \$0.25 per contract.¹⁷ Today, Customers are paid a Rebate to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customers or Firms which range from \$0.00 to \$0.37 per contract.¹⁸ Today, the Customer Fee to Add Liquidity in Select Symbols when contra to another Customer is \$0.33 per contract.

With this proposal, Customers would receive a Non-Penny Symbol Rebate to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm

¹⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

¹⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

which ranges from \$0.00 to \$0.20 per contract.¹⁹ With this proposal, Customers would receive a Non-Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm of \$0.80 per contract, regardless of the tier.²⁰ With this proposal, Customers would pay a Non-Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.85 per contract, regardless of the tier.²¹ With this proposal, Customers would not pay a Non-Penny Symbol Fee to Remove Liquidity.

¹⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Non-Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.20 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 3.

²⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 3.

²¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 3.

BX Options Market Makers

Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Customer which ranges from \$0.44 to \$0.29 per contract.²²

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Customer which ranges from \$0.42 to \$0.25 per contract.²³

Today, BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. Today, BX Options Market Makers pay a Fee to Add Liquidity in Select

²² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

²³ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract.²⁴

With this proposal, BX Options Market Makers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Rebate to Remove Liquidity. With this proposal, BX Options Market Makers would pay a \$0.50 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a BX Options Market Maker, Non-Customer or Firm and a \$0.95 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a Customer. With this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.89 to \$0.60 per contract.²⁵ With this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, or Firm of \$0.89 per contract, regardless of the

²⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

²⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.60 per contract in Tier 3.

tier.²⁶

Non-Customers

Today, Non-Customers pay a Fee to Add Liquidity and a Fee to Remove Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. Today, Non-Customers receive no Select Symbol rebates.

With this proposal, Non-Customers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity. With this proposal, Non-Customers would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract. With this proposal, Non-Customers would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract.

Firms

Today, Firms pay a Select Symbol Fee to Add Liquidity and a Fee to Remove Liquidity of \$0.37 per contract, regardless of counterparty. Today, Firms receive no Select Symbol rebates.

With this proposal, Firms would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity. With this proposal, Firms would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract. With this proposal, Firms would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract.

²⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 3.

SPY

Today, the SPY Options Tier Schedule is as follows:

SPY Options Tier Schedule

		Rebate to Remove Liquidity (per contract)
Applied to:		Customer
Trading with:		Non-Customer, BX Options Market Maker, Customer, or Firm
Tier 1	Participant removes less than 500 SPY Options contracts per day in the customer range	\$0.01
Tier 2	Participant removes 500 to not more than 999 SPY Options contracts per day in the customer range	\$0.10
Tier 3	Participant removes 1000 to not more than 1999 SPY Options contracts per day in the customer range	\$0.35
Tier 4	Participant removes 2000 to not more than 3999 SPY Options contracts per day in the customer range	\$0.43
Tier 5	Participant removes more than 3999 SPY Options contracts per day in the customer range	\$0.52

With respect to the impact on pricing for SPY, with this proposal, SPY would be priced as a Penny Symbol the Exchange notes the below changes in pricing.

Customers

Today, SPY pays Customer Rebates to Remove Liquidity ranging from \$0.01 to \$0.52 per contracts when trading against a Non-Customer, BX Options Market Maker, Customer or Firm.²⁷ Today, Customers pay SPY Fees to Add Liquidity of \$0.38 per

²⁷ Tier 1 Participants that remove less than 500 SPY Options contracts per day in the customer range receive a \$0.01 per contract rebate. Tier 2 Participants that

contract when contra to another Customer. Today, Customers pay no SPY fee or receive a SPY rebate for Customer SPY Options that add liquidity when contra to a Firm, BX Options Market Maker or Non-Customer.

With this proposal, Customers would receive a Penny Symbol Rebate to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.00 to \$0.20 per contract.²⁸ With this proposal, Customers would receive a Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.00 to \$0.35 per contract.²⁹ With this proposal, Customers would pay a Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.39 per contract, regardless of the

remove 500 to not more than 999 SPY Options contracts per day in the customer range receive a \$0.10 per contract rebate. Tier 3 Participants that removes 1000 to not more than 1999 SPY Options contracts per day in the customer range receive a \$0.35 per contract rebate. Tier 4 Participants that remove 2000 to not more than 3999 SPY Options contracts per day in the customer range receive a \$0.43 per contract rebate. Tier 5 Participants that remove more than 3999 SPY Options contracts per day in the customer range receive a \$0.52 per contract rebate.

²⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

²⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

tier.³⁰ With this proposal, Customers would not pay a Penny Symbol Fee to Remove Liquidity.

BX Options Market Makers

Today, with SPY, BX Options Market Makers are paid no rebates. BX Options Market Makers pay a SPY Fee to Remove Liquidity of \$0.44 per contract when trading against a Firm, Non-Customer, or BX Options Market Maker. Today, BX Options Market Makers pay a SPY Fee to Add Liquidity and a SPY Fee to Remove Liquidity of \$0.39 per contract when trading against a Customer. Finally, today, BX Options Market Makers pay a SPY Fee to Add Liquidity of \$0.14 per contract when trading against a Firm, BX Options Market Maker or Non Customer.

With this proposal, BX Options Market Makers would receive a Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker. With this proposal, BX Options Market Makers would receive no Penny Symbol Rebate to Remove Liquidity. With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges

³⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

from \$0.39 to \$0.30 per contract.³¹ With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm of \$0.46 per contract, regardless of the tier.³²

Non-Customers

Today, Non-Customers pay a SPY Fee to Add Liquidity and a SPY Fee to Remove Liquidity of \$0.44 per contract, regardless of counterparty. Today, Non-Customers receive no SPY rebates.

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Non-Customers would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Non-Customers would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

³¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

³² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

Firms

Today, Firms pay a SPY Fee to Add Liquidity and a SPY Fee to Remove Liquidity of \$0.41 per contract, regardless of counterparty. Today, Firms receive no SPY rebates.

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity. With this proposal, Firms would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract. With this proposal, Firms would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract.

The Exchange believes that this proposal will simplify its transaction fees and rebates by classifying pricing for all options symbols as either Penny or Non-Penny Symbols.

Technical Amendments

The Exchange proposes to remove footnote 4, which is currently reserved, and renumber current footnote 5 as new footnote 4 within Options 7, Section 2. The Exchange also proposes to remove “(excluding Select Symbols Options)” from the Fees and Rebates table within Options 7, Section 2(1) and from the Penny Symbols Tier Schedule title as that exclusion is no longer necessary because this proposal removes that pricing.

Options 7, Section 3

The Exchange proposes to amend Options 7, Section 3, “BX Options Market - Ports and other Services,” to remove obsolete text which reflects timeframes which have passed.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,³³ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,³⁴ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange's proposed changes to its Pricing Schedule are reasonable in several respects. As a threshold matter, the Exchange is subject to significant competitive forces in the market for options securities transaction services that constrain its pricing determinations in that market. The fact that this market is competitive has long been recognized by the courts. In NetCoalition v. Securities and Exchange Commission, the D.C. Circuit stated as follows: “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”³⁵

The Commission and the courts have repeatedly expressed their preference for

³³ 15 U.S.C. 78 f(b).

³⁴ 15 U.S.C. 78f(b)(4) and (5).

³⁵ NetCoalition v. SEC, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, while adopting a series of steps to improve the current market model, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”³⁶

Numerous indicia demonstrate the competitive nature of this market. For example, clear substitutes to the Exchange exist in the market for options security transaction services. The Exchange is only one of sixteen options exchanges to which market participants may direct their order flow. Within this environment, market participants can freely and often do shift their order flow among the Exchange and competing venues in response to changes in their respective pricing schedules. As such, the proposal represents a reasonable attempt by the Exchange to increase its liquidity and market share relative to its competitors.

Options 7, Section 2

Select Symbols to be Priced as Penny Symbols

With respect to pricing certain Select Symbols,³⁷ which would be priced as Penny Symbols with this proposal, the Exchange believes that its proposal is reasonable, equitable and not unfairly discriminatory for the reasons which follow.

³⁶ Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (“Regulation NMS Adopting Release”).

³⁷ Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT.

Customers

While this proposal would offer Customers lower Rebates to Add Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customer, or Firms which range from \$0.00 to \$0.20 per contract,³⁸ instead of ranging from \$0.00 to \$0.25 per contract³⁹ (no Tier 4 rebate of \$0.25 per contract as was the case for Select Symbols with this proposal), as well as lower Rebates to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, or Firms which range from \$0.00 to \$0.35 per contract,⁴⁰ instead of \$0.00 to \$0.37 per

³⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

³⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

⁴⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

contract,⁴¹ (no Tier 3 and 4 rebate of \$0.37 per contracts as it was for Select Symbols with this proposal), the Exchange believes that these rebates will continue to incentivize Participants to bring Customer liquidity to BX. While the Customer Fee to Add Liquidity in Select Symbols when contra to another Customer would increase from \$0.33 to \$0.39 per contract, regardless of the tier for Select Symbols,⁴² the Exchange believes that the fee remains competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, Customers would continue to pay no Penny Symbol Fee to Remove Liquidity.⁴³

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the

⁴¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

⁴² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

⁴³ Today, Customers pay no Select Symbol Fee to Remove Liquidity.

benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants.

BX Options Market Makers

With this proposal, BX Options Market Makers would receive a Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker. Today, BX Options Market Makers receive no Select Symbol Rebate to Add Liquidity. This rebate will incentivize Participants to send order flow to BX. With this proposal, BX Options Market Makers would continue to receive no Rebate to Remove Liquidity.⁴⁴ With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer as compared to the Select Symbol Fee to Add Liquidity for BX Options Market Makers which ranges from \$0.44 to \$0.29 per contract,⁴⁵ as such some Participants will pay a

⁴⁴ Today, BX Options Market Makers receive no Select Symbol Rebate to Remove Liquidity.

⁴⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF

higher Penny Symbol Fee to Add Liquidity while some Participants will pay a lower Penny Symbol Fee to Add Liquidity. The Exchange believes that the fee remains competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.39 to \$0.30 per contract.⁴⁶ These fees are lower than the current Select Symbol Fees to Remove Liquidity when trading against a Customer which range from \$0.42 to \$0.25 per contract.⁴⁷ The Exchange believes that these lower fees will attract a greater amount of liquidity to BX. With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options

options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

⁴⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

⁴⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

Market Maker or Firm of \$0.46 per contract, regardless of the tier.⁴⁸ This proposed Penny Symbol Fee to Remove Liquidity is the same as the current Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. With this proposal BX Options Market Makers pay no Penny Symbol Fee to Add Liquidity when contra to a Non-Customer, BX Options Market Maker or Firm. Today, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract⁴⁹ which would be reduced to no fee and attract further liquidity to BX.

All pricing would be uniformly assessed to Participants for Penny Symbols. BX Options Market Makers add value through continuous quoting⁵⁰ and are subject to

⁴⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

⁴⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

⁵⁰ See Options 2, Section 5.

additional requirements and obligations⁵¹ that other market participants are not.

Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Non-Customers

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today under Select Symbol pricing. With this proposal, Non-Customers would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract, this fee is lower than the current Select Symbol Fee to Add Liquidity of \$0.46 per contract, regardless of counterparty, and will attract liquidity to BX. With this proposal, Non-Customers would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract that is the same as the current Select Symbol Fee to Remove Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. All pricing would be uniformly assessed to Participants for Penny Symbols.

Firms

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today under Select Symbol pricing. With this proposal, Firms would pay a Penny Symbol Fee to Add Liquidity of \$0.45 per contract which is higher than the current Select Symbol Firm Fee to Add Liquidity of \$0.37 per contract, regardless of counterparty. With this proposal, Firms would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract which is higher than the current Select Symbol Firm Fee to Remove Liquidity of \$0.37 per

⁵¹ See Options 2, Section 4.

contract, regardless of counterparty. Despite the fact that the Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Penny Symbols.

Select Symbols to be Priced as Non-Penny Symbols

With respect to pricing for Select Symbols that would be priced as Non-Penny Symbols (DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB) with this proposal, the Exchange believes that its proposal is reasonable, equitable and not unfairly discriminatory for the reasons which follow. The Exchange notes that, today, Select Symbol pricing is aligned closer to Penny Symbol pricing because the Select Symbols noted above which are proposed to be priced as Non-Penny Symbols were once in the Penny Pilot Program and these symbols are currently not in the Penny Interval Program.

Customers

While this proposal would offer Customers lower Non-Penny Symbol Rebates to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which would range from \$0.00 to \$0.25 per contract,⁵² instead of ranging from \$0.00 to

⁵² Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Add Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.10 per contract Select Symbol Rebate to Add Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.20 per contract Select Symbol Rebate to Add Liquidity for Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV

\$0.20 per contract⁵³ (no Tier 4 rebate of \$0.25 per contract as was the case for Select Symbols with this proposal), the Exchange believes that these rebates will continue to incentivize Participants to bring Customer liquidity to BX. With this proposal, Customers would receive an increased Non-Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm of \$0.80 per contract, regardless of the tier,⁵⁴ as compared to the current Rebate to Remove Liquidity in Select Symbols when trading against Non-Customers, BX Options Market Makers, Customers or Firms which range from \$0.00 to \$0.37 per contract.⁵⁵ The

per month receive a \$0.25 per contract Select Symbol Rebate to Add Liquidity for Tier 4.

⁵³ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Non-Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.20 per contract Non-Penny Symbol Rebate to Add Liquidity in Tier 3.

⁵⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a Non-Penny Symbol Rebate to Remove Liquidity of \$0.80 per contract in Tier 3.

⁵⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month receive no Select Symbol Rebate to Remove Liquidity for Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month receive a \$0.25 per contract Select Symbol Rebate to Remove Liquidity for Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 3. Participants that execute greater than

Exchange believes that these rebates will continue to incentivize Participants to bring Customer liquidity to BX. With this proposal, Customers would pay an increased Non-Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.85 per contract, regardless of the tier,⁵⁶ as compared to the current Customer Fee to Add Liquidity in Select Symbols when contra to another Customer of \$0.33 per contract. Despite the fact that the Non-Penny Symbol Fee to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, Customers would continue not pay a Non-Penny Symbol Fee to Remove Liquidity.

All pricing would be uniformly assessed to Participants for Non-Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in

10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month receive a \$0.37 per contract Select Symbol Rebate to Remove Liquidity for Tier 4.

⁵⁶ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Add Liquidity of \$0.85 per contract in Tier 3.

turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants.

BX Options Market Makers

With this proposal, BX Options Market Makers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Rebate to Remove Liquidity, as is the case today under Select Symbols as well. With this proposal, BX Options Market Makers would pay a \$0.50 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a BX Options Market Maker, Non-Customer or Firm and a \$0.95 per contract Non-Penny Symbol Fee to Add Liquidity when trading against a Customer. Currently, BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Non-Customer, BX Options Market Maker or Firm which ranges from \$0.14 to \$0.00 per contract⁵⁷ and BX Options Market Makers pay a Fee to Add Liquidity in Select Symbols when trading against a Customer which ranges from \$0.44 to \$0.29 per contract.⁵⁸ Despite the fact that the Non-Penny Symbol Fees to Add Liquidity

⁵⁷ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.14 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.10 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.04 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay no Select Symbol Fee to Add Liquidity in Tier 4.

⁵⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.44 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and

will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.89 to \$0.60 per contract.⁵⁹ This fee would be higher than the current BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Customer which ranges from \$0.42 to \$0.25 per contract.⁶⁰ Also, with this proposal, BX Options Market Makers would pay a Non-Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX

ETF option ADV contracts per month pay a Select Symbol Fee to Add Liquidity of \$0.40 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Add Liquidity of \$0.29 per contract in Tier 4.

⁵⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.60 per contract in Tier 3.

⁶⁰ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 1. Participants that executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.42 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month pay a Select Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 3. Participants that execute greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market Maker volume of 0.30% or more of total industry customer equity and ETF options ADV per month pay a Select Symbol Fee to Remove Liquidity of \$0.25 per contract in Tier 4.

Options Market Maker, or Firm of \$0.89 per contract, regardless of the tier.⁶¹ This fee would be higher than the current BX Options Market Makers pay a Fee to Remove Liquidity in Select Symbols when trading against a Firm, Non-Customer, or BX Options Market Maker of \$0.46 per contract. Despite the fact that the Non-Penny Symbol Fees to Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants.

All pricing would be uniformly assessed to Participants for Non-Penny Symbols. BX Options Market Makers add value through continuous quoting⁶² and are subject to additional requirements and obligations⁶³ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Non-Customers

With this proposal, Non-Customers would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity as is the case today for Select Symbols. With this proposal, Non-Customers would pay an increased Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract as compared to the current Non-Customer Fee to Add Liquidity in Select Symbols of \$0.46 per contract, regardless

⁶¹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract in Tier 3.

⁶² See Options 2, Section 5.

⁶³ See Options 2, Section 4.

of counterparty. Also, with this proposal, Non-Customers would pay an increased Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract as compared to the current Non-Customer Fee to Remove Liquidity in Select Symbols of \$0.46 per contract, regardless of counterparty. Despite the fact that the Non-Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Non-Penny Symbols.

Firms

With this proposal, Firms would receive no Non-Penny Symbol Rebate to Add Liquidity or Non-Penny Symbol Rebate to Remove Liquidity as is the case for Select Symbols. With this proposal, Firms would pay an increased Non-Penny Symbol Fee to Add Liquidity of \$0.98 per contract as compared to the current Firm Fee to Add Liquidity in Select Symbols of \$0.37 per contract, regardless of counterparty. With this proposal, Firms would pay an increased Non-Penny Symbol Fee to Remove Liquidity of \$0.89 per contract as compared to the current Firm Fee to Remove Liquidity in Select Symbols of \$0.37 per contract, regardless of counterparty. Despite the fact that the Non-Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Non-Penny Symbols.

SPY

With respect to the impact on pricing for SPY that would be priced as a Penny Symbol with this proposal, the Exchange believes that its proposal is reasonable,

equitable and not unfairly discriminatory for the reasons which follow.

Customers

With this proposal Customers would receive higher Penny Symbol Rebates to Add Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm which range from \$0.00 to \$0.20 per contract.⁶⁴ Today, Customers receive no rebate when add liquidity in SPY when trading against a Non-Customer, BX Options Market Maker or Firm. The Exchange believes that these increased rebates will incentivize Participants to bring Customer liquidity to BX. With this proposal, Customers would receive a lower Penny Symbol Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.00 to \$0.35 per contract.⁶⁵ Today, Customers receive a SPY Rebate to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker, Customer or Firm which ranges from \$0.01 to \$0.52 per contracts when trading against a Non-Customer, BX

⁶⁴ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.10 per contract Penny Symbol Rebate to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would receive a \$0.20 per contract Penny Symbol Rebate to Add Liquidity in Tier 3.

⁶⁵ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would receive no Penny Symbol Rebate to Remove Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would receive a \$0.25 per contract Penny Symbol Rebate to Remove Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month will would receive a \$0.35 per contract Penny Symbol Rebate to Remove Liquidity in Tier 3.

Options Market Maker, Customer or Firm.⁶⁶ Despite the fact that the Penny Symbol Rebates to Remove Liquidity in will be lower, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, Customers would pay an increased Penny Symbol Fee to Add Liquidity when trading against a Customer of \$0.39 per contract, regardless of the tier,⁶⁷ as compared to the current Customer SPY Fees to Add Liquidity of \$0.38 per contract when contra to another Customer. Despite the fact that the Penny Symbol Fees to Add Liquidity when contra to another Customer will be higher than the SPY Fee to Add Liquidity when contra to a Customer, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. With this proposal, there will be no Fee to Add Liquidity when contra to Firm, BX Options Market Maker or Non Customer, as is the case today. With this proposal, Customers would not pay a Penny Symbol Fee to Remove Liquidity as is the case for

⁶⁶ Tier 1 Participants that remove less than 500 SPY Options contracts per day in the customer range receive a \$0.01 per contract rebate. Tier 2 Participants that remove 500 to not more than 999 SPY Options contracts per day in the customer range receive a \$0.10 per contract rebate. Tier 3 Participants that remove 1000 to not more than 1999 SPY Options contracts per day in the customer range receive a \$0.35 per contract rebate. Tier 4 Participants that remove 2000 to not more than 3999 SPY Options contracts per day in the customer range receive a \$0.43 per contract rebate. Tier 5 Participants that remove more than 3999 SPY Options contracts per day in the customer range receive a \$0.52 per contract rebate.

⁶⁷ Participants that execute less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity in Tier 3.

SPY today.

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads that may cause an additional corresponding increase in order flow from other market participants.

BX Options Market Makers

With this proposal, BX Options Market Makers would receive a new Penny Symbol Rebate to Add Liquidity of \$0.10 per contract only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker, while currently BX Options Market Makers receive no rebates in SPY. This new rebate will incentivize Participants to bring liquidity to BX. With this proposal, BX Options Market Makers would receive no Penny Symbol Rebate to Remove Liquidity, as is the case today for SPY. With this proposal, BX Options Market Makers would pay a \$0.39 per contract Penny Symbol Fee to Add Liquidity only when the BX Options Market Maker is contra to a Customer which is the same as the current BX Options Market Makers SPY Fee to Add Liquidity of \$0.39 per contract when trading against a Customer. With this proposal, the Exchange would not assess a Penny Symbol Fee to Add Liquidity when trading against a Firm, BX Options Market Maker or Non Customer as compared to today, where a BX Options Market Maker pays a SPY Fee to Add Liquidity of \$0.14 per

contract when trading against a Firm, BX Options Market Maker or Non Customer. The removal of this fee should incentivize BX Participants to send order flow to BX.

With this proposal, BX Options Market Makers would pay a Penny Symbol Fee to Remove Liquidity when trading against a Customer which ranges from \$0.39 to \$0.30 per contract,⁶⁸ as compared to the current BX Options Market Maker Fee to Remove Liquidity in SPY Options of \$0.39 per contract when trading with Customer. With this proposal, the fee will be lower in certain cases depending on the volume tier achieved and may attract higher volume to the Exchange in an effort to obtain the lower fee. With this proposal, BX Options Market Makers would pay an increased Penny Symbol Fee to Remove Liquidity when trading against a Non-Customer, BX Options Market Maker or Firm of \$0.46 per contract, regardless of the tier,⁶⁹ as compared to the current BX Options Market Makers pay a SPY Fee to Remove Liquidity of \$0.44 per contract when trading against a Firm, Non-Customer, or BX Options Market Maker. Despite the fact that the Penny Symbol Fee to Remove Liquidity will be higher, the Exchange believes

⁶⁸ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.39 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.30 per contract in Tier 3.

⁶⁹ Participants that executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 1. Participants that execute 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 2. Participants that execute 0.15% or more of total industry customer equity and ETF option ADV contracts per month would pay a Penny Symbol Fee to Remove Liquidity of \$0.46 per contract in Tier 3.

that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants.

All pricing would be uniformly assessed to Participants for Penny Symbols. BX Options Market Makers add value through continuous quoting⁷⁰ and are subject to additional requirements and obligations⁷¹ that other market participants are not.

Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Non-Customers

With this proposal, Non-Customers would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today for SPY. With this proposal, Non-Customers would pay an increased Penny Symbol Fee to Add Liquidity of \$0.45 per contract as compared to the current Non-Customers SPY Fee to Add Liquidity of \$0.44 per contract, regardless of counterparty. With this proposal, Non-Customers would pay an increased Penny Symbol Fee to Remove Liquidity of \$0.46 per contract as compared to the current Non-Customers SPY Fee to Remove Liquidity of \$0.44 per contract, regardless of counterparty. Despite the fact that the Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Penny Symbols.

⁷⁰ See Options 2, Section 5.

⁷¹ See Options 2, Section 4.

Firms

With this proposal, Firms would receive no Penny Symbol Rebate to Add Liquidity and no Penny Symbol Rebate to Remove Liquidity, as is the case today with SPY. With this proposal, Firms would pay an increased Penny Symbol Fee to Add Liquidity of \$0.45 per contract as compared to the current Firm SPY Fee to Add Liquidity of \$0.41 per contract, regardless of counterparty. With this proposal, Firms would pay an increased Penny Symbol Fee to Remove Liquidity of \$0.46 per contract as compared to the current Firm SPY Fee to Remove Liquidity of \$0.41 per contract, regardless of counterparty. Despite the fact that the Penny Symbol Fees to Add and Remove Liquidity will be higher, the Exchange believes that the fees remain competitive and will continue to attract order flow to BX to the benefit of all market participants. All pricing would be uniformly assessed to Participants for Penny Symbols.

Technical Amendments

The Exchange's proposal to make technical amendments to footnote 4 and renumber current footnote within Options 7, Section 2, and remove "(excluding Select Symbols Options)" from Options 7, Section 2(1) are reasonable, equitable and not unfairly discriminatory.

Options 7, Section 3

The Exchange's proposal to amend Options 7, Section 3, "BX Options Market - Ports and other Services," is reasonable, equitable and not unfairly discriminatory as the rule text is obsolete in that the text reflects timeframes which have passed.

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

Inter-market Competition

The proposal does not impose an undue burden on inter-market competition. The Exchange believes its proposal remains competitive with other options markets and will offer market participants with another choice of where to transact options. The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges that have been exempted from compliance with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

Intra-market Competition

The proposed amendments do not impose an undue burden on intra-market competition.

Options 7, Section 2Select Symbols to be Priced as Penny Symbols

With respect to pricing certain Select Symbols,⁷² which would be priced as Penny Symbols with this proposal, the Exchange believes that its proposal does not impose an undue burden on competition.

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants. BX Options Market Makers add value through continuous quoting⁷³ and are subject to additional requirements and obligations⁷⁴ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

⁷² Among the Select Symbols noted within Options 7, Section 2, the following are Penny Symbols: ASHR, DIA, EEM, EFA, EWJ, EWW, EWY, EWZ, FAS, FXI, GDV, GLD, HYG, IWM, IYR, KRE, OIH, QQQ, RSX, SDS, SLV, SSO, TBT, TLT, TNA, UNG, USO, UUP, UVXY, VXX, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, and XRT.

⁷³ See Options 2, Section 5.

⁷⁴ See Options 2, Section 4.

Select Symbols to be Priced as Non-Penny Symbols

With respect to pricing for Select Symbols which would be priced as Non-Penny Symbols (DXJ, EWT, FAZ, FXE, FXP, QID, QLD, SKF, SRS, SSO, TZA, URE, UYG, and XHB) with this proposal, the Exchange believes that its proposal does not impose an undue burden on competition.

All pricing would be uniformly assessed to Participants for Non-Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants. All pricing would be uniformly assessed to Participants for Non-Penny Symbols. BX Options Market Makers add value through continuous quoting⁷⁵ and are subject to additional requirements and obligations⁷⁶ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

SPY

With respect to the impact on pricing for SPY which would be priced as a Penny Symbol with this proposal, the Exchange believes that its proposal does not impose an undue burden on competition.

⁷⁵ See Options 2, Section 5.

⁷⁶ See Options 2, Section 4.

All pricing would be uniformly assessed to Participants for Penny Symbols. Customers would continue to receive favorable pricing as compared to other market participants because Customer liquidity enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Customer liquidity benefits all market participants by providing more trading opportunities which attracts market makers. An increase in the activity of these market participants (particularly in response to pricing) in turn facilitates tighter spreads which may cause an additional corresponding increase in order flow from other market participants. BX Options Market Makers add value through continuous quoting⁷⁷ and are subject to additional requirements and obligations⁷⁸ that other market participants are not. Incentivizing Market Makers to provide greater liquidity benefits all market participants through the quality of order interaction.

Technical Amendments

The Exchange's proposal to make technical amendments to footnote 4 and renumber current footnote within Options 7, Section 2, and remove "(excluding Select Symbols Options)" from Options 7, Section 2(1) do not impose an undue burden on competition.

Options 7, Section 3

The Exchange's proposal to amend Options 7, Section 3, "BX Options Market - Ports and other Services," does not impose an undue burden on competition as the rule text is obsolete in that the text reflects timeframes which have passed.

⁷⁷ See Options 2, Section 5.

⁷⁸ See Options 2, Section 4.

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

No written comments were either solicited or received.

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.⁷⁹

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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 Number SR-BX-2020-037 on the subject line.

⁷⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

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-BX-2020-037. 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 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 website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the 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-BX-2020-037 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁸⁰

J. Matthew DeLesDernier
Assistant Secretary

⁸⁰ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New texts is underlined; deleted text is in brackets.

Nasdaq BX, Inc. Rules

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Options Rules

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Options 7 Pricing Schedule

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Section 2 BX Options Market-Fees and Rebates

The following charges shall apply to the use of the order execution and routing services of the BX Options market for all securities.

(1) Fees for Execution of Contracts on the BX Options Market:

Fees and Rebates (per executed contract)

	Customer	BX Options Market Maker	Non- Customer ¹	Firm
Penny Symbols [(Excluding Options in Select Symbols)]:				
Rebate to Add Liquidity	#	\$0.10 ²	N/A	N/A
Fee to Add Liquidity	#	\$0.39 ³	\$0.45	\$0.45
Rebate to Remove Liquidity	#	N/A	N/A	N/A
Fee to Remove Liquidity	N/A	#	\$0.46	\$0.46
Non-Penny Symbols:				
Rebate to Add Liquidity	*	N/A	N/A	N/A
Fee to Add Liquidity	*	\$0.50/\$0.95 ^{[5]4}	\$0.98	\$0.98
Rebate to Remove Liquidity	*	N/A	N/A	N/A
Fee to Remove Liquidity	N/A	*	\$0.89	\$0.89

[⁴ Reserved]

¹ A Non-Customer includes a Professional, Broker-Dealer and Non-BX Options Market Maker.

² The Rebate to Add Liquidity will be paid to a BX Options Market Maker only when the BX Options Market Maker is contra to a Non-Customer, Firm, or BX Options Market Maker.

³ The Fee to Add Liquidity will be assessed to a BX Options Market Maker only when the BX Options Market Maker is contra to a Customer.

⁵⁴ The higher Fee to Add Liquidity will be assessed to a BX Options Market Maker only when the BX Options Market Maker is contra to a Customer.

Penny Symbols Tier Schedule [(excluding Select Symbols Options)]

	Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee To Remove Liquidity
When:	Customer	Customer	Customer	BX Options Market Maker	BX Options Market Maker
Trading with:	Non-Customer, BX Options Market Maker, or Firm	Customer	Non-Customer, BX Options Market Maker, Customer, or Firm	Customer	Non-Customer, BX Options Market Maker, or Firm
Tier Participant 1 executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.39	\$0.00	\$0.39	\$0.46
Tier Participant 2 executes 0.05% to	\$0.10	\$0.39	\$0.25	\$0.39	\$0.46

	less than 0.15% of total industry customer equity and ETF option ADV contracts per month.					
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month	\$0.20	\$0.39	\$0.35	\$0.30	\$0.46

[Select Symbols Options Tier Schedule

		Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee to Add Liquidity
When:		Customer	BX Options Market Maker	Customer	BX Options Market Maker	BX Options Market Maker
Trading with:		Non-Customer or BX Options Market Maker, or Firm	Customer	Non-Customer, BX Options Market Maker, Customer, or Firm	Customer	Non-Customer or BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05% of	\$0.00	\$0.44	\$0.00	\$0.42	\$0.14

	total industry customer equity and ETF option ADV contracts per month.					
Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month.	\$0.10	\$0.44	\$0.25	\$0.42	\$0.10
Tier 3	Participant executes 0.15% or more of total industry customer equity and ETF option ADV contracts per month.	\$0.20	\$0.40	\$0.37	\$0.39	\$0.04
Tier 4	Participant executes greater than 10,000 PRISM Agency Contracts per month; or Participant executes BX Options Market	\$0.25	\$0.29	\$0.37	\$0.25	\$0.00

Maker
 volume of
 0.30% or
 more of
 total
 industry
 customer
 equity and
 ETF options
 ADV per
 month

BX Options Select Symbol List

The following are Select Symbols: ASHR, DIA, DXJ, EEM, EFA, EWJ, EWT, EWW, EWY, EWZ, FAS, FAZ, FXE, FXI, FXP, GDX, GLD, HYG, IWM, IYR, KRE, OIH, QID, QLD, QQQ, RSX, SDS, SKF, SLV, SRS, SSO, TBT, TLT, TNA, TZA, UNG, URE, USO, UUP, UVXY, UYG, VXX, XHB, XLB, XLE, XLF, XLI, XLK, XLP, XLU, XLV, XLY, XME, XOP, XRT

- Firm fee to add liquidity and fee to remove liquidity in Select Symbols Options will be \$0.37 per contract, regardless of counterparty.
- Non-Customer fee to add liquidity and fee to remove liquidity in Select Symbols Options will be \$0.46 per contract, regardless of counterparty.
- BX Options Market Maker fee to remove liquidity in Select Symbols Options will be \$0.46 per contract when trading with Firm, Non-Customer, or BX Options Market Maker.
- Customer fee to add liquidity in Select Symbols Options when contra to another Customer is \$0.33 per contract.
- Volume from all products listed on BX Options will apply to the Select Symbols Options Tiers.

SPY Options Tier Schedule

Applied to:	Rebate to Remove Liquidity (per contract)
Trading with:	Customer Non-Customer, BX Options Market

		Maker, Customer, or Firm
Tier 1	Participant removes less than 500 SPY Options contracts per day in the customer range	\$0.01
Tier 2	Participant removes 500 to not more than 999 SPY Options contracts per day in the customer range	\$0.10
Tier 3	Participant removes 1000 to not more than 1999 SPY Options contracts per day in the customer range	\$0.35
Tier 4	Participant removes 2000 to not more than 3999 SPY Options contracts per day in the customer range	\$0.43
Tier 5	Participant removes more than 3999 SPY Options contracts per day in the customer range	\$0.52

- Note 1: Firm fee to add liquidity and fee to remove liquidity in SPY Options will be \$0.41 per contract, regardless of counterparty.
- Note 2: Non-Customer fee to add liquidity and fee to remove liquidity in SPY Options will be \$0.44 per contract, regardless of counterparty.
- Note 3: BX Options Market Maker fee to remove liquidity in SPY Options will be \$0.44 per contract when trading with Firm, Non-Customer, or BX Options Market Maker.
- Note 4: Customer fee to add liquidity in SPY Options when contra to another Customer will be \$0.38 per contract. There will be no fee or rebate for Customer SPY Options that add liquidity when contra to Firm, BX Options Market Maker or Non Customer.
- Note 5: BX Options Market Maker fee to add liquidity and BX Options Market Maker fee to remove liquidity in SPY Options will each be \$0.39 per contract when trading with Customer.
- Note 6: BX Options Market Maker fee to add liquidity in SPY Options will be \$0.14 per contract when trading with Firm, BX Options Market Maker or Non Customer.]

* Non-Penny Symbols Tier Schedule

	Rebate to Add Liquidity	Fee to Add Liquidity	Rebate to Remove Liquidity	Fee to Remove Liquidity	Fee To Remove Liquidity
When:	Customer	Customer	Customer	BX Options	BX Options

					Market Maker	Market Maker
	Trading with:	Non- Customer, BX Options Market Maker, or Firm	Customer	Non- Customer, BX Options Market Maker, Customer, or Firm	Customer	Non- Customer, BX Options Market Maker, or Firm
Tier 1	Participant executes less than 0.05% of total industry customer equity and ETF option ADV contracts per month.	\$0.00	\$0.85	\$0.80	\$0.89	\$0.89
Tier 2	Participant executes 0.05% to less than 0.15% of total industry customer equity and ETF option ADV contracts per month.	\$0.10	\$0.85	\$0.80	\$0.89	\$0.89
Tier 3	Participant executes 0.15% or	\$0.20	\$0.85	\$0.80	\$0.60	\$0.89

more of
total
industry
customer
equity and
ETF
option
ADV
contracts
per month

* * * * *

Section 3 BX Options Market - Ports and other Services

The below charges are assessed by BX for connectivity to the BX Options Market.

A port is a logical connection or session that enables a market participant to send inbound messages and/or receive outbound messages from the Exchange using various communication protocols. Fees are assessed in full month increments and are not prorated.

An account number shall mean a number assigned to a Participant. Participants may have more than one account number.

(i) The following order and quote protocols are available on BX:

[From August 10, 2020 through September 30, 2020, BX Participants will be required to transition from current SQF Ports and SQF Purge Ports to new SQF Ports and SQF Purge Ports in conjunction with a technology infrastructure migration. BX will not assess SQF Port and SQF Purge Port Fees for any new duplicative SQF Ports and SQF Purge Ports acquired as part of the transition from August 10, 2020 through September 30, 2020. BX will assess the SQF Port and SQF Purge Port Fees to legacy SQF Ports and SQF Purge Ports from August 10, 2020 through September 30, 2020. BX will sunset legacy SQF Ports and SQF Purge Ports by October 1, 2020. BX will assess Participants the SQF Port and SQF Purge Port Fees to new SQF Port and SQF Purge Ports in October 2020.]

(1) FIX Port Fee¹	\$650 per port, per month, per account number
(2) SQF Port Fee	\$500 per port, per month
(3) SQF Purge Port Fee	\$500 per port, per month

(ii) The following order and execution information is available to Participants.

[From August 10, 2020 through September 30, 2020, BX Participants will be required to transition from current CTI Ports and FIX DROP Ports to new CTI Ports and FIX DROP Ports in conjunction with a technology infrastructure migration. BX will not assess CTI Port and FIX DROP Port Fees for any new duplicative CTI Port or FIX DROP Ports acquired as part of the transition from August 10, 2020 through September 30, 2020. BX will assess the CTI Port and FIX DROP Port Fees to legacy CTI Ports and FIX DROP Ports from August 10, 2020 through September 30, 2020. BX will sunset legacy CTI Ports and FIX DROP Ports by October 1, 2020. BX will assess Participants CTI Port and FIX DROP Port Fees to new CTI Ports and FIX DROP Ports in October 2020. Any BX Participant that paid the TradeInfo BX Interface Fee of \$95 per user, per month in September 2020 will get an equivalent credit for that month.]

(1) CTI Port Fee¹	\$650 per port, per month
(2) FIX DROP Port Fee¹	\$650 per port, per month

(iii) The following data ports fees apply in connection with data subscriptions pursuant to BX Rules at Options 7, Section 4. The below port fees do not apply if the subscription is delivered via multicast. These ports are available to non-BX Participants and BX Participants.

[From August 10, 2020 through September 30, 2020, BX Participants will be required to transition from current BX Depth and BX TOP Ports to new BX Depth and BX TOP Ports in conjunction with a technology infrastructure migration. BX will not assess BX Depth and BX TOP Port Fees for any new duplicative BX Depth and BX TOP Ports acquired as part of the transition from August 10, 2020 through September 30, 2020. BX will assess the BX Depth and BX TOP Port Fees to legacy BX Depth and BX TOP Ports from August 10, 2020 through September 30, 2020. BX will sunset legacy BX Depth and BX TOP Ports by October 1, 2020. BX will assess Participants BX Depth and BX TOP Port Fees to new BX Depth and BX TOP Ports in October 2020.]

(1) BX Depth Port Fee¹	\$650 per port, per month
(2) BX TOP Port Fee¹	\$650 per port, per month

¹ The maximum monthly fees in the aggregate for FIX Port, CTI Port, FIX DROP Port, BX Depth Port and BX TOP Port Fees will be \$7,500.

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