

Required fields are shown with yellow backgrounds and asterisks.

Filing by BATS Exchange
 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 *).
 Amendments to the fee schedule of BATS Exchange, Inc. with respect to BATS Options pricing.

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 * Anders Last Name * Franzon
 Title * VP, Associate General Counsel
 E-mail * afranzon@bats.com
 Telephone * (913) 815-7154 Fax (913) 815-7119

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 05/06/2015 VP, Associate General Counsel
 By Anders Franzon
 (Name *)
 afranzon@bats.com

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.

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 *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the fee schedule applicable to Members³ and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

(a) The text of the proposed rule change is attached as Exhibit 5. Material proposed to be added is underlined. Material proposed to be deleted is enclosed in brackets.

(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 of the Exchange on February 11, 2014. Exchange staff will advise the Board of Directors of the Exchange of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Member is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

Eric Swanson
EVP, General Counsel
(913) 815-7000

Anders Franzon
VP, Associate General Counsel
(913) 815-7154

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

(a) Purpose

The Exchange proposes to modify the "Options Pricing" section of its fee schedule, effective immediately, in order to modify pricing charged by the Exchange's options platform ("BATS Options") including: (i) add a new standard rate and a fee code NM associated with Market Maker⁴ orders that add liquidity in non-Penny Pilot Securities;⁵ (ii) add a new footnote 7 entitled "Market Maker Non-Penny Pilot Add Volume Tiers"; (iii) simplifying the Exchange's physical connection fees; (iv) certain corresponding changes associated with the new rebates associated with Market Maker orders in non-Penny Pilot Securities; and (v) a non-substantive, clarifying change in footnote 5.

Standard Rate in Market Maker Orders in Non-Penny Pilot Securities

Currently, the Exchange offers a rebate of \$0.65 per contract for Market Maker orders that add liquidity in non-Penny Pilot Securities. The Exchange is proposing to create a new fee code NM and to change the standard rate for Market Maker orders that add liquidity in non-Penny Pilot Securities to a rebate of \$0.42 per contract. Such orders will be eligible for the enhanced rebates available under the NBBO Setter Tiers, the

⁴ "Market Maker" applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC.

⁵ "Penny Pilot Securities" are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

Quoting Incentive Program Tiers, and the new Market Maker Non-Penny Pilot Add Volume Tiers proposed below. The Exchange is not proposing to change pricing for Professional⁶ or Firm⁷ orders or for any Market Maker orders that do not add liquidity non-Penny Pilot Securities.

Market Maker Non-Penny Pilot Add Volume Tiers

As described above, the Exchange currently provides a rebate of \$0.65 per contract for Market Maker orders that add liquidity in non-Penny Pilot Securities, which it proposes to change to \$0.42 per contract. The Exchange is also proposing to add new footnote 7 to its fee schedule entitled “Market Maker Non-Penny Pilot Add Volume Tiers” in order to offer enhanced rebates for Market Maker orders in non-Penny Pilot Securities to Members that meet certain thresholds. Specifically, the Exchange is proposing to: (i) provide a rebate of \$0.45 per contract where the Member has an ADV⁸ equal to or greater than 0.30% of average TCV⁹; and (ii) provide a rebate of \$0.52 where the Member has an ADV equal to or greater than 1.00% of average TCV. Where a Member does not meet either of these thresholds, they would receive the standard rebate of \$0.42 per contract, as proposed above.

⁶ “Professional” applies to any transaction identified by a Member as such pursuant to Exchange Rule 16.1.

⁷ “Firm” applies to any transaction identified by a Member for clearing in the Firm range at the OCC.

⁸ “ADV” means average daily volume calculated as the number of contracts added or removed, combined, per day.

⁹ “TCV” means total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption and on any day with a scheduled early market close.

Physical Connection Fees

The Exchange currently maintains a presence in two third-party data centers: (i) the primary data center where the Exchange's business is primarily conducted on a daily basis, and (ii) a secondary data center, which is predominantly maintained for business continuity purposes. The Exchange currently assesses fees to Members and non-Members of \$1,000 for any 1G physical port connection at either data center and of \$2,500 for any 10G physical port connection at either data center. The Exchange also provides market participants with the ability to access the Exchange's network through another data center entry point, or Point of Presence ("PoP"), at a data center other than the Exchange's primary or secondary data center.¹⁰ The Exchange currently charges \$2,000 for any 1G physical port to connect to the Exchange in any data center where the Exchange maintains a PoP other than the Exchange's primary or secondary data center and \$5,000 per month for each single physical 10G port provided by the Exchange to any Member or non-member in any data center where the Exchange maintains a PoP other than the Exchange's primary or secondary data center.

The Exchange proposes to simplify its pricing structure by imposing a uniform rate for physical ports regardless of the data center in which the port connection is made. Specifically, the Exchange proposes to charge \$1,000 per month for all 1G physical port connections and \$2,500 per month for all 10G physical ports in any location where the Exchange offers the ability to connect to Exchange systems, including the secondary data center and any PoP location.

¹⁰ See Securities Exchange Act Release No. 70199 (August 14, 2013), 78 FR 51250 (August 20, 2013) (SR-BATS-2013-036) (Order Approving a Proposed Rule Change to Introduce a Connectivity Option Through Points of Presence).

Corresponding Changes

In conjunction with the changes proposed above, the Exchange is proposing to make certain corresponding changes, including: (i) add fee code NM references in footnotes 4 and 5; (ii) removing the reference to “MM” (short for Market Maker) from the description in fee code NA; and (iii) remove the words “Market Maker Add Volume” from both Market Maker Add Volume Tier 1 and Tier 2 in footnote 6.

Clarifying Change

The Exchange is proposing to add references to the fee codes PA and PF in footnote 5. While the Fee Codes and Associated Fees table indicates that footnote 5 applies to both fee codes PA and PF, the fee codes are not included in the footnote itself as fee codes to which the footnote is applicable.

Effectiveness Date

As noted above, the Exchange proposes to implement the amendments to its fee schedule effective immediately.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.¹¹ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,¹² in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive.

The Exchange believes the proposed reduction of the standard rebate for Market Maker orders in non-Penny Pilot Securities that add liquidity is a reasonable, fair and equitable allocation of fees and rebates because it will provide Members with a greater incentive to increase their participation on BATS Options in order to receive a higher rebate by meeting any of the enhanced rebate tiers for which the orders are eligible, including the NBBO Setter Tiers, the Quoting Incentive Program Tiers, and the Market Maker Non-Penny Pilot Add Volume Tiers proposed herein. Finally, while adjusting the standard rebate of \$0.65 per contract to remove liquidity to \$0.42 per share will obviously result in a reduction in rebates paid per contract to Members, the Exchange believes that any potential negative impact of this change will be outweighed by the Exchange's ability to apply the cost savings to other areas of the business, including enhanced rebates, reduced fees, and improved technology on the BATS Options. The Exchange also believes that the proposed fee change is non-discriminatory because it would apply uniformly to all Members.

Volume-based rebates and fees such as the ones currently maintained on BATS Options have been widely adopted by equities and options exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the

price and volume discovery processes. The Exchange believes that the proposed addition of Market Maker Non-Penny Pilot Add Volume Tiers is a reasonable, fair and equitable allocation of fees and rebates because it will provide Members with a greater incentive to increase their participation on BATS Options in order to receive a higher rebate, which will result in enhanced market quality for all Members.

The Exchange reiterates that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive.

Physical Connection Fees

The Exchange believes that providing uniform rates for all 1G and 10G physical connections to Exchange is reasonable because such change represents a reduction in fees for any Member that connects to the Exchange at a PoP location and no change to fees for any Member located in the Exchange's primary or secondary data center. The Exchange also believes that the proposal is equitably allocated and not unreasonably discriminatory because, as proposed, market participants will be able to access the Exchange at uniform rates regardless of whether such access is at the Exchange's primary or secondary data center location or another location where the Exchange offers access.

Corresponding and Clarifying Changes

Finally, the Exchange believes that the corresponding and clarifying changes discussed above are non-substantive and would contribute to the protection of investors and the public interest by helping to avoid confusion with respect the Exchange fee schedule.

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. With respect to the proposed new rebates for Market Maker orders that add liquidity in non-Penny Pilot Securities, particularly the enhanced rebates available under the Market Maker Non-Penny Pilot Add Volume Tiers, the Exchange does not believe that any such changes burden competition, but instead, that they enhance competition, as they are intended to increase the competitiveness of BATS Options. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if the deemed fee structures to be unreasonable or excessive.

The Exchange does not believe that the proposed change to physical port fees represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Rather, as described above, the Exchange is simply normalizing its fees for physical access to the Exchange regardless of the location where a physical connection is made. The offering is consistent with the Exchange's own economic incentives to facilitate as many market participants as possible in connecting to its market. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any written comments from

members or other interested parties.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act¹³ and Rule 19b-4(f)(2) thereunder,¹⁴ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge applicable to the Exchange's Members and non-members, 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 necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

8. Proposed Rule Change Based on Rule 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.

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

Not applicable.

11. Exhibits

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

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 17 CFR 240.19b-4(f)(2).

Exhibit 2 – 4: Not applicable.

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BATS-2015-38)

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use of BATS Exchange, Inc.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on _____, BATS Exchange, Inc. (the “Exchange” or “BATS”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. 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 filed a proposal to amend the fee schedule applicable to Members⁵ and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c). Changes to

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ The term “Member” is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

the fee schedule pursuant to this proposal are effective upon filing.

The text of the proposed rule change is available at the Exchange's website at www.batstrading.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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 parts 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 modify the "Options Pricing" section of its fee schedule, effective immediately, in order to modify pricing charged by the Exchange's options platform ("BATS Options") including: (i) add a new standard rate and a fee code NM associated with Market Maker⁶ orders that add liquidity in non-Penny Pilot Securities;⁷ (ii) add a new footnote 7 entitled "Market Maker Non-Penny Pilot Add Volume Tiers"; (iii) simplifying the Exchange's physical connection fees; (iv) certain corresponding changes associated with the new rebates associated with Market Maker

⁶ "Market Maker" applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC.

⁷ "Penny Pilot Securities" are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

orders in non-Penny Pilot Securities; and (v) a non-substantive, clarifying change in footnote 5.

Standard Rate in Market Maker Orders in Non-Penny Pilot Securities

Currently, the Exchange offers a rebate of \$0.65 per contract for Market Maker orders that add liquidity in non-Penny Pilot Securities. The Exchange is proposing to create a new fee code NM and to change the standard rate for Market Maker orders that add liquidity in non-Penny Pilot Securities to a rebate of \$0.42 per contract. Such orders will be eligible for the enhanced rebates available under the NBBO Setter Tiers, the Quoting Incentive Program Tiers, and the new Market Maker Non-Penny Pilot Add Volume Tiers proposed below. The Exchange is not proposing to change pricing for Professional⁸ or Firm⁹ orders or for any Market Maker orders that do not add liquidity non-Penny Pilot Securities.

Market Maker Non-Penny Pilot Add Volume Tiers

As described above, the Exchange currently provides a rebate of \$0.65 per contract for Market Maker orders that add liquidity in non-Penny Pilot Securities, which it proposes to change to \$0.42 per contract. The Exchange is also proposing to add new footnote 7 to its fee schedule entitled “Market Maker Non-Penny Pilot Add Volume Tiers” in order to offer enhanced rebates for Market Maker orders in non-Penny Pilot Securities to Members that meet certain thresholds. Specifically, the Exchange is

⁸ “Professional” applies to any transaction identified by a Member as such pursuant to Exchange Rule 16.1.

⁹ “Firm” applies to any transaction identified by a Member for clearing in the Firm range at the OCC.

proposing to: (i) provide a rebate of \$0.45 per contract where the Member has an ADV¹⁰ equal to or greater than 0.30% of average TCV¹¹; and (ii) provide a rebate of \$0.52 where the Member has an ADV equal to or greater than 1.00% of average TCV. Where a Member does not meet either of these thresholds, they would receive the standard rebate of \$0.42 per contract, as proposed above.

Physical Connection Fees

The Exchange currently maintains a presence in two third-party data centers: (i) the primary data center where the Exchange's business is primarily conducted on a daily basis, and (ii) a secondary data center, which is predominantly maintained for business continuity purposes. The Exchange currently assesses fees to Members and non-Members of \$1,000 for any 1G physical port connection at either data center and of \$2,500 for any 10G physical port connection at either data center. The Exchange also provides market participants with the ability to access the Exchange's network through another data center entry point, or Point of Presence ("PoP"), at a data center other than the Exchange's primary or secondary data center.¹² The Exchange currently charges \$2,000 for any 1G physical port to connect to the Exchange in any data center where the Exchange maintains a PoP other than the Exchange's primary or secondary data center and \$5,000 per month for each single

¹⁰ "ADV" means average daily volume calculated as the number of contracts added or removed, combined, per day.

¹¹ "TCV" means total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption and on any day with a scheduled early market close.

¹² See Securities Exchange Act Release No. 70199 (August 14, 2013), 78 FR 51250 (August 20, 2013) (SR-BATS-2013-036) (Order Approving a Proposed Rule Change to Introduce a Connectivity Option Through Points of Presence).

physical 10G port provided by the Exchange to any Member or non-member in any data center where the Exchange maintains a PoP other than the Exchange's primary or secondary data center.

The Exchange proposes to simplify its pricing structure by imposing a uniform rate for physical ports regardless of the data center in which the port connection is made. Specifically, the Exchange proposes to charge \$1,000 per month for all 1G physical port connections and \$2,500 per month for all 10G physical ports in any location where the Exchange offers the ability to connect to Exchange systems, including the secondary data center and any PoP location.

Corresponding Changes

In conjunction with the changes proposed above, the Exchange is proposing to make certain corresponding changes, including: (i) add fee code NM references in footnotes 4 and 5; (ii) removing the reference to "MM" (short for Market Maker) from the description in fee code NA; and (iii) remove the words "Market Maker Add Volume" from both Market Maker Add Volume Tier 1 and Tier 2 in footnote 6.

Clarifying Change

The Exchange is proposing to add references to the fee codes PA and PF in footnote 5. While the Fee Codes and Associated Fees table indicates that footnote 5 applies to both fee codes PA and PF, the fee codes are not included in the footnote itself as fee codes to which the footnote is applicable.

Effectiveness Date

As noted above, the Exchange proposes to implement the amendments to its fee schedule effective immediately.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.¹³ Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,¹⁴ in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive.

The Exchange believes the proposed reduction of the standard rebate for Market Maker orders in non-Penny Pilot Securities that add liquidity is a reasonable, fair and equitable allocation of fees and rebates because it will provide Members with a greater incentive to increase their participation on BATS Options in order to receive a higher rebate by meeting any of the enhanced rebate tiers for which the orders are eligible, including the NBBO Setter Tiers, the Quoting Incentive Program Tiers, and the Market Maker Non-Penny Pilot Add Volume Tiers proposed herein. Finally, while adjusting the standard rebate of \$0.65 per contract to remove liquidity to \$0.42 per share will obviously result in a reduction in rebates paid per contract to Members, the Exchange believes that any potential negative impact of this change will be outweighed by the Exchange's

¹³ 15 U.S.C. 78f.

¹⁴ 15 U.S.C. 78f(b)(4).

ability to apply the cost savings to other areas of the business, including enhanced rebates, reduced fees, and improved technology on the BATS Options. The Exchange also believes that the proposed fee change is non-discriminatory because it would apply uniformly to all Members.

Volume-based rebates and fees such as the ones currently maintained on BATS Options have been widely adopted by equities and options exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes. The Exchange believes that the proposed addition of Market Maker Non-Penny Pilot Add Volume Tiers is a reasonable, fair and equitable allocation of fees and rebates because it will provide Members with a greater incentive to increase their participation on BATS Options in order to receive a higher rebate, which will result in enhanced market quality for all Members.

The Exchange reiterates that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive.

Physical Connection Fees

The Exchange believes that providing uniform rates for all 1G and 10G physical connections to Exchange is reasonable because such change represents a reduction in fees for any Member that connects to the Exchange at a PoP location and no change to fees for any Member located in the Exchange's primary or secondary data center. The

Exchange also believes that the proposal is equitably allocated and not unreasonably discriminatory because, as proposed, market participants will be able to access the Exchange at uniform rates regardless of whether such access is at the Exchange's primary or secondary data center location or another location where the Exchange offers access.

Corresponding and Clarifying Changes

Finally, the Exchange believes that the corresponding and clarifying changes discussed above are non-substantive and would contribute to the protection of investors and the public interest by helping to avoid confusion with respect the Exchange fee schedule.

(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. With respect to the proposed new rebates for Market Maker orders that add liquidity in non-Penny Pilot Securities, particularly the enhanced rebates available under the Market Maker Non-Penny Pilot Add Volume Tiers, the Exchange does not believe that any such changes burden competition, but instead, that they enhance competition, as they are intended to increase the competitiveness of BATS Options. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if the deem fee structures to be unreasonable or excessive.

The Exchange does not believe that the proposed change to physical port fees represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Rather, as described above, the Exchange

is simply normalizing its fees for physical access to the Exchange regardless of the location where a physical connection is made. The offering is consistent with the Exchange's own economic incentives to facilitate as many market participants as possible in connecting to its market. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁵ and paragraph (f) of Rule 19b-4 thereunder.¹⁶ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f).

concerning the foregoing, including whether the proposal is consistent with the Act.

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BATS-2015-38 on the subject line.

Paper Comments:

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

All submissions should refer to File No. SR-BATS-2015-38. 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 website (<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 am and 3:00 pm. Copies of such filing will also 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 No. SR-BATS-2015-38 and should be submitted on or before [_____21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁷

Kevin M. O'Neill
Deputy Secretary

¹⁷ 17 CFR 200.30-3(a)(12).

Note: Proposed new language is underlined. Proposed deletions are enclosed in brackets.

BATS Options Exchange Fee Schedule

Effective [April 1]May 6, 2015

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Standard Rates:

	Penny Pilot Securities				Non-Penny Pilot Securities				Mini Options			
	Add		Remove		Add		Remove		Add		Remove	
	Code	Rates	Code	Rates	Code	Rates	Code	Rates	Code	Rates	Code	Rates
Customer	PY	(\$0.25) (\$0.40) (\$0.48) (\$0.50)	PC	\$0.45	NY	(\$0.85)	NC	\$0.80	MA	Free	MR	Free
Professional	PA	(\$0.40) (\$0.42)	PP	\$0.49 \$0.48 \$0.47 \$0.45 \$0.43	NA	(\$0.65)	NP	\$0.89				
Firm	PF	(\$0.40)										
[Market Maker]	[PM]	(\$0.42) [\$0.35] (\$0.40) (\$0.42)]										
<u>Market Maker</u>	<u>PM</u>	<u>(\$0.35)</u> <u>(\$0.40)</u> <u>(\$0.42)</u>			<u>NM</u>	<u>(\$0.42)</u> <u>(\$0.45)</u> <u>(\$0.52)</u>						

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
2C – MR	(No change.)	
NA ^{4,5}	Adds liquidity (Pro/Firm[MM]), Non-Penny	(0.65)
NC	(No change.)	
<u>NM^{4,5,7}</u>	<u>Adds liquidity (MM), Non-Penny</u>	<u>(0.42)</u>
NP – ZF	(No change.)	

* * * * *

Footnotes:

¹⁻³ (No change.)⁴ NBBO Setter TiersApplicable to the following fee codes: PA, PF, PM₁ [and] NA and NM.

Tier	Additional rebate per contract for a Professional/Firm/ Market Maker order to Add	Required Criteria
NBBO Setter Tier 1	(\$0.02)	(1) Member has an ADV equal to or greater than 0.30% of average TCV (2) Any order establishing a new NBBO
NBBO Setter Tier 2	(\$0.04)	(1) Member has an ADV equal to or greater than 1.00% of average TCV (2) Any order establishing a new NBBO
NBBO Setter Tier 3	(\$0.04)	(1) Member has an Options Step-Up Add TCV from September 2014 baseline equal to or greater than 0.30% (2) Member has an ADV equal to or greater than 0.40% of average TCV (3) Any order establishing a new NBBO

⁵ Quoting Incentive Program (“QIP”) TiersApplicable to the following fee codes: PA, PF, PM₁ [and] NA and NM.

The additional rebate is per contract for an order that adds liquidity to the BATS Options order book in options classes in which a Member is a Market Maker registered on BATS Options pursuant to Rule 22.2. A Market Maker must be registered with BATS Options in an average of 20% or more of the associated options series in a class in order to qualify for QIP rebates for that class.

Tier	Additional rebate per contract to Add	Required Criteria
QIP Tier 1	(\$0.02)	Member has an ADV equal to or greater than 0.30% of average TCV

QIP Tier 2	(\$0.04)	Member has an ADV equal to or greater than 1.00% of average TCV
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⁶ Market Maker Penny Pilot Add Volume Tiers

Applicable to fee code PM.

Tier	Rebate per contract for a Market Maker order to Add for Penny Pilot Securities	Required Criteria
[Market Maker Add Volume] Tier 1	(\$0.40)	Member has an ADV equal to or greater than 0.30% of average TCV
[Market Maker Add Volume] Tier 2	(\$0.42)	(1) Member has an ADAV equal to or greater than 1.00% of average TCV (2) Member has an ADV equal to or greater than 2.00% of average TCV

⁷ Market Maker Non-Penny Pilot Add Volume TiersApplicable to fee code NM.

<u>Tier</u>	<u>Rebate per contract for a Market Maker order to Add for Non-Penny Pilot Securities</u>	<u>Required Criteria</u>
<u>Tier 1</u>	<u>(\$0.45)</u>	<u>Member has an ADV equal to or greater than 0.30% of average TCV</u>
<u>Tier 2</u>	<u>(\$0.52)</u>	<u>Member has an ADV equal to or greater than 1.00% of average TCV</u>

* * * * *

Options Physical Connection Fees

Service	Fee per Physical Port
1G physical port[s at the primary or secondary BZX data center]	\$1,000/[port/]month

[1G physical ports at any other data center where BZX maintains a point-of-presence (“PoP”)]	\$2,000/port/month]
10G physical port[s at the primary or secondary BZX data center]	\$2,500/[port/]month
[10G physical ports at any other data center where BZX maintains a PoP	\$5,000/port/month]

Note: The Exchange will pass-through in full any fees or costs in excess of \$1,000.00 incurred by the Exchange to complete a cross-connect.

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