

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"/>
			Rule		
Pilot <input type="checkbox"/>	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 *).
 Amendment to the fee schedule of BATS Exchange, Inc.

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

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 08/03/2015 VP, Associate General Counsel
 By Anders Franzon (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.
 afranzon@bats.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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”),¹ and Rule 19b-4 thereunder,² BATS Exchange, Inc. (“BATS” or the “Exchange”) proposes to amend its fees and rebates applicable to Members³ of the Exchange pursuant to Rule 15.1(a) and (c) (“Fee Schedule”) to: (i) modify the rebate structure for certain routing strategies that route to NASDAQ OMX BX, Inc. (“Nasdaq BX”); and (ii) adopt a new Cross-Asset Step-Up Tier. The text of the proposed rule change is attached as Exhibit 5.

(b) Inapplicable.

(c) Inapplicable.

2. Procedures of the Self-Regulatory Organization

The Exchange submits the proposed rule change pursuant to authority delegated by the Board of Directors of the Exchange on February 11, 2014. Exchange staff will advise the Exchange’s Board of Directors of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change and, therefore, the Exchange’s internal procedures with respect to the proposed change are complete.

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

Eric Swanson
Executive Vice President and

Anders Franzon
VP, Associate General Counsel

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).

General Counsel
(913) 815-7000

(913) 815-7154

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

(a) Purpose

The Exchange proposes to: (i) modify the rebate structure for certain routing strategies that route to Nasdaq BX; and (ii) adopt a new Cross-Asset Step-Up Tier.

Amended Fee Code C

The Exchange currently provides: (i) a rebate of \$0.0010 per share for Members' orders that yield fee code TV, applicable to orders routed to Nasdaq BX using the TRIM2 or TRIM3 routing strategy;⁴ and (ii) a rebate of \$0.0013 per share for Members' orders that yield fee code TX, applicable to orders routed to Nasdaq BX using the TRIM routing strategy. The Exchange proposes to amend its Fee Schedule to provide a standard rebate of \$0.0010 per share for Members' orders that yield fee code TV, which would apply to all TRIM routing strategies. Thus, fee code TV would continue to include TRIM2 and TRIM3 routing to Nasdaq BX as well as routing to Nasdaq BX using the TRIM routing strategy. The Exchange would, in turn, eliminate fee code TX. The Exchange notes that the \$0.0010 per share rebate provided pursuant to the proposed change may still be a higher rebate for an order routed to Nasdaq BX that a Member may obtain when routing directly to Nasdaq BX, depending on the applicable tier for which such Member may qualify. Nasdaq BX currently provides a standard rebate to

⁴ The TRIM routing strategies are defined in Rule 11.13(b)(3)(G).

remove liquidity of \$0.0006 per share, with various tiers providing rebates up to \$0.0017 per share.⁵

Cross-Asset Step-Up Tiers

Currently, with respect to the Exchange's equities trading platform ("BATS Equities"), the Exchange determines the liquidity adding rebate that it will provide to Members using the Exchange's tiered pricing structure, which is based on the Member meeting certain volume tiers based on their ADAV⁶ as a percentage of TCV⁷ or ADV⁸ as a percentage of TCV. Included amongst the volume tiers offered by the Exchange are two Cross-Asset Step-Up Tiers for purposes of BATS Equities pricing, which require participation on the Exchange's options platform ("BATS Options"). The current Cross-Asset Step-Up Tiers provide rebates of \$0.0027 per share and \$0.0028 per share for Tier

⁵ See the Nasdaq BX fee schedule available at:
http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing.

⁶ As provided in the fee schedule, for purposes of BATS Equities pricing, "ADAV" means average daily added volume calculated as the number of shares added per day on a monthly basis; neither routed shares nor shares added on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during regular trading hours ("Exchange System Disruption") and on the last Friday in June (the "Russell Reconstitution Day") are included in ADAV calculation.

⁷ As provided in the fee schedule, for purposes of BATS Equities pricing, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption or the Russell Reconstitution Day.

⁸ As provided in the fee schedule, for purposes of BATS Equities pricing, "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day on a monthly basis; neither routed shares nor shares added or removed on any day that the Exchange experiences an Exchange System Disruption and the Russell Reconstitution Day are included in ADV calculation.

1 and Tier 2, respectively. To qualify for Tier 1, a Member must have an Options Step-Up Add TCV that is equal to or greater than 0.30%. To qualify for Tier 2, a Member must have an Options Step-Up Add TCV that is equal to or greater than 0.40%.

The Exchange proposes to adopt a new tier, Tier 3, as well as a new definition of “Options Add TCV” and a new definition of “Step-Up ADAV” in connection with such tier. As proposed, “Options Add TCV” for the purposes of BATS Equities pricing would mean ADAV as a percentage of TCV, using the definitions of ADAV and TCV as provided under the Exchange’s fee schedule for BATS Options. This definition is similar to existing definitions used for cross-asset tiers on the Exchange but is different from such definitions as it does not depend on the participant’s capacity on BATS Options (as does the definition of Options Market Maker Add TCV) nor does it require additional volume levels over and above a certain baseline (as does the definition of Options Step-Up Add TCV). “Step-Up Add TCV” for the purposes of BATS Equities pricing would mean ADAV in the relevant baseline month subtracted from current ADAV. Thus, this definition would be similar to the existing definition of Step-Up Add TCV but, in contrast, would not be calculated as a percentage of TCV.

Using these definitions, under proposed Tier 3, the Exchange would provide a rebate of \$0.0029 per share to a Member with an Options Add TCV that is equal to or greater than 0.30% and a Step-Up ADAV from June 2015 that is equal to or greater than 1,000,000 shares.

In addition to the changes proposed above, the Exchange proposes to clarify the definition of ADAV to make clear that volume is calculated “per day” on a monthly

basis. Further, in order to incorporate Tier 3 into the current table and account for the new definitions, the Exchange proposes non-substantive structural changes to the chart.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule immediately.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,⁹ in general, and furthers the objectives of Section 6(b)(4),¹⁰ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange also notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed rates are equitable and non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

The Exchange believes that its proposal to modify the rebate for Members' orders that utilize the TRIM routing strategy and receive executions of orders routed to Nasdaq BX by eliminating fee code TX and applying fee code TV represents an

⁹ 15 U.S.C. 78f.

¹⁰ 15 U.S.C. 78f(b)(4).

equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The Exchange notes that this proposal will not result in any change to Members using the TRIM2 or TRIM3 routing strategies. Though the proposed change will result in a lower rebate for Members using the TRIM routing strategy, the Exchange notes that the rebate provided for routing to Nasdaq BX through the Exchange is still higher than the rebate provided by Nasdaq BX unless a Member would otherwise qualify for certain higher rebate tiers at Nasdaq BX. Therefore, the Exchange believes that the proposed change to fee code TV and the elimination of fee codes TX is equitable and reasonable. The Exchange notes that routing through the Exchange is voluntary. Lastly, the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

Volume-based rebates and fees such as the proposed Cross-Asset Step-Up Tier 3 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 proposal to add a Cross-Asset Step-Up Tier 3 is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because it will provide Members with an additional incentive to reach certain thresholds on both the Exchange securities and BATS Options. The increased liquidity from this proposal also benefits all investors by deepening the Exchange and BATS Options liquidity pools, offering additional

flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. Such pricing programs thereby reward a Member's growth pattern on the Exchange and such increased volume increases potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. To the extent a Member participates on the Exchange but not on BATS Options, the Exchange does believe that the proposal is still reasonable, equitably allocated and non-discriminatory with respect to such Member based on the overall benefit to the Exchange resulting from the success of BATS Options. As noted above, such success allows the Exchange to continue to provide and potentially expand its existing incentive programs to the benefit of all participants on the Exchange, whether they participate on BATS Options or not. The proposed pricing program is also fair and equitable in that membership in BATS Options is available to all market participants which would provide them with access to the benefits on BATS Options provided by the proposed changes, as described above, even where a member of BATS Options is not necessarily eligible for the proposed increased rebates on the Exchange. Further, the proposed changes will result in Members receiving either the same or an increased rebate than they would currently receive.

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

The Exchange does not believe its proposed amendments to its Fee Schedule would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed changes represent a significant departure from previous pricing offered by the Exchange

or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. 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. The Exchange does not believe that its proposal would burden intramarket competition because the proposed rebate for all TRIM routing strategies would apply uniformly to all Members.

With respect to the proposed new tier, the Exchange does not believe that the proposal burdens competition, but instead, enhances competition, as it is intended to increase the competitiveness of and draw additional volume to both BATS Equities and 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 proposed changes are generally intended to enhance the rebates for liquidity added to the Exchange, which is intended to draw additional liquidity to the Exchange.

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

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

6. Extension of Time Period for Commission Action

Not applicable.

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

- (a) This proposed rule change is filed pursuant to paragraph (A) of Section 19(b)(3) of the Act.
- (b) This proposed rule change establishes dues, fees or other charges among its members and, as such, may take effect upon filing with the Commission pursuant to Section 19(b)(3)(A)(ii) of the Act¹¹ and paragraph (f)(2) of Rule 19b-4 thereunder.¹²
- (c) Inapplicable.
- (d) Inapplicable.

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

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

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

Not applicable.

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

Not applicable.

¹¹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹² 17 CFR 240.19b-4(f)(2).

11. Exhibits

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

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____; File No. SR-BATS-2015-58)

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) (“Fee

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).

Schedule”) to: (i) modify the rebate structure for certain routing strategies that route to NASDAQ OMX BX, Inc. (“Nasdaq BX”); and (ii) adopt a new Cross-Asset Step-Up Tier.

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: (i) modify the rebate structure for certain routing strategies that route to Nasdaq BX; and (ii) adopt a new Cross-Asset Step-Up Tier.

Amended Fee Code C

The Exchange currently provides: (i) a rebate of \$0.0010 per share for Members’ orders that yield fee code TV, applicable to orders routed to Nasdaq BX using the TRIM2 or TRIM3 routing strategy;⁶ and (ii) a rebate of \$0.0013 per share for Members’ orders

⁶ The TRIM routing strategies are defined in Rule 11.13(b)(3)(G).

that yield fee code TX, applicable to orders routed to Nasdaq BX using the TRIM routing strategy. The Exchange proposes to amend its Fee Schedule to provide a standard rebate of \$0.0010 per share for Members' orders that yield fee code TV, which would apply to all TRIM routing strategies. Thus, fee code TV would continue to include TRIM2 and TRIM3 routing to Nasdaq BX as well as routing to Nasdaq BX using the TRIM routing strategy. The Exchange would, in turn, eliminate fee code TX. The Exchange notes that the \$0.0010 per share rebate provided pursuant to the proposed change may still be a higher rebate for an order routed to Nasdaq BX that a Member may obtain when routing directly to Nasdaq BX, depending on the applicable tier for which such Member may qualify. Nasdaq BX currently provides a standard rebate to remove liquidity of \$0.0006 per share, with various tiers providing rebates up to \$0.0017 per share.⁷

Cross-Asset Step-Up Tiers

Currently, with respect to the Exchange's equities trading platform ("BATS Equities"), the Exchange determines the liquidity adding rebate that it will provide to Members using the Exchange's tiered pricing structure, which is based on the Member

⁷ See the Nasdaq BX fee schedule available at: http://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing.

meeting certain volume tiers based on their ADAV⁸ as a percentage of TCV⁹ or ADV¹⁰ as a percentage of TCV. Included amongst the volume tiers offered by the Exchange are two Cross-Asset Step-Up Tiers for purposes of BATS Equities pricing, which require participation on the Exchange's options platform ("BATS Options"). The current Cross-Asset Step-Up Tiers provide rebates of \$0.0027 per share and \$0.0028 per share for Tier 1 and Tier 2, respectively. To qualify for Tier 1, a Member must have an Options Step-Up Add TCV that is equal to or greater than 0.30%. To qualify for Tier 2, a Member must have an Options Step-Up Add TCV that is equal to or greater than 0.40%.

The Exchange proposes to adopt a new tier, Tier 3, as well as a new definition of "Options Add TCV" and a new definition of "Step-Up ADAV" in connection with such tier. As proposed, "Options Add TCV" for the purposes of BATS Equities pricing would mean ADAV as a percentage of TCV, using the definitions of ADAV and TCV as

⁸ As provided in the fee schedule, for purposes of BATS Equities pricing, "ADAV" means average daily added volume calculated as the number of shares added per day on a monthly basis; neither routed shares nor shares added on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during regular trading hours ("Exchange System Disruption") and on the last Friday in June (the "Russell Reconstitution Day") are included in ADAV calculation.

⁹ As provided in the fee schedule, for purposes of BATS Equities pricing, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption or the Russell Reconstitution Day.

¹⁰ As provided in the fee schedule, for purposes of BATS Equities pricing, "ADV" means average daily volume calculated as the number of shares added or removed, combined, per day on a monthly basis; neither routed shares nor shares added or removed on any day that the Exchange experiences an Exchange System Disruption and the Russell Reconstitution Day are included in ADV calculation.

provided under the Exchange's fee schedule for BATS Options. This definition is similar to existing definitions used for cross-asset tiers on the Exchange but is different from such definitions as it does not depend on the participant's capacity on BATS Options (as does the definition of Options Market Maker Add TCV) nor does it require additional volume levels over and above a certain baseline (as does the definition of Options Step-Up Add TCV). "Step-Up Add TCV" for the purposes of BATS Equities pricing would mean ADAV in the relevant baseline month subtracted from current ADAV. Thus, this definition would be similar to the existing definition of Step-Up Add TCV but, in contrast, would not be calculated as a percentage of TCV.

Using these definitions, under proposed Tier 3, the Exchange would provide a rebate of \$0.0029 per share to a Member with an Options Add TCV that is equal to or greater than 0.30% and a Step-Up ADAV from June 2015 that is equal to or greater than 1,000,000 shares.

In addition to the changes proposed above, the Exchange proposes to clarify the definition of ADAV to make clear that volume is calculated "per day" on a monthly basis. Further, in order to incorporate Tier 3 into the current table and account for the new definitions, the Exchange proposes non-substantive structural changes to the chart.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule immediately.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the

objectives of Section 6 of the Act,¹¹ in general, and furthers the objectives of Section 6(b)(4),¹² in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange also notes that it operates in a highly-competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. The proposed rule change reflects a competitive pricing structure designed to incent market participants to direct their order flow to the Exchange. The Exchange believes that the proposed rates are equitable and non-discriminatory in that they apply uniformly to all Members. The Exchange believes the fees and credits remain competitive with those charged by other venues and therefore continue to be reasonable and equitably allocated to Members.

The Exchange believes that its proposal to modify the rebate for Members' orders that utilize the TRIM routing strategy and receive executions of orders routed to Nasdaq BX by eliminating fee code TX and applying fee code TV represents an equitable allocation of reasonable dues, fees, and other charges among Members and other persons using its facilities. The Exchange notes that this proposal will not result in any change to Members using the TRIM2 or TRIM3 routing strategies. Though the proposed change will result in a lower rebate for Members using the TRIM routing strategy, the Exchange notes that the rebate provided for routing to Nasdaq BX through the Exchange is still higher than the rebate provided by Nasdaq BX unless a Member would otherwise qualify

¹¹ 15 U.S.C. 78f.

¹² 15 U.S.C. 78f(b)(4).

for certain higher rebate tiers at Nasdaq BX. Therefore, the Exchange believes that the proposed change to fee code TV and the elimination of fee codes TX is equitable and reasonable. The Exchange notes that routing through the Exchange is voluntary. Lastly, the Exchange also believes that the proposed amendment is non-discriminatory because it applies uniformly to all Members.

Volume-based rebates and fees such as the proposed Cross-Asset Step-Up Tier 3 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 proposal to add a Cross-Asset Step-Up Tier 3 is a reasonable, fair and equitable, and not unfairly discriminatory allocation of fees and rebates because it will provide Members with an additional incentive to reach certain thresholds on both the Exchange securities and BATS Options. The increased liquidity from this proposal also benefits all investors by deepening the Exchange and BATS Options liquidity pools, offering additional flexibility for all investors to enjoy cost savings, supporting the quality of price discovery, promoting market transparency and improving investor protection. Such pricing programs thereby reward a Member's growth pattern on the Exchange and such increased volume increases potential revenue to the Exchange, and will allow the Exchange to continue to provide and potentially expand the incentive programs operated by the Exchange. To the extent a Member participates on the Exchange but not on BATS

Options, the Exchange does believe that the proposal is still reasonable, equitably allocated and non-discriminatory with respect to such Member based on the overall benefit to the Exchange resulting from the success of BATS Options. As noted above, such success allows the Exchange to continue to provide and potentially expand its existing incentive programs to the benefit of all participants on the Exchange, whether they participate on BATS Options or not. The proposed pricing program is also fair and equitable in that membership in BATS Options is available to all market participants which would provide them with access to the benefits on BATS Options provided by the proposed changes, as described above, even where a member of BATS Options is not necessarily eligible for the proposed increased rebates on the Exchange. Further, the proposed changes will result in Members receiving either the same or an increased rebate than they would currently receive.

(B) Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe its proposed amendments to its Fee Schedule would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed changes represent a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. 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. The Exchange does not believe that its proposal would burden intramarket competition because the proposed rebate for all TRIM routing strategies

would apply uniformly to all Members.

With respect to the proposed new tier, the Exchange does not believe that the proposal burdens competition, but instead, enhances competition, as it is intended to increase the competitiveness of and draw additional volume to both BATS Equities and 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 proposed changes are generally intended to enhance the rebates for liquidity added to the Exchange, which is intended to draw additional liquidity to the Exchange.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and paragraph (f) of Rule 19b-4 thereunder.¹⁴ 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

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f).

furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments 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-2015-58 on the subject line.

Paper Comments:

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

All submissions should refer to File No. SR-BATS-2015-58. 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-2015-58 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.¹⁵

Robert W. Errett
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).

Proposed new language is underlined. Proposed deletions are in [brackets].

BATS BZX Exchange Fee Schedule

Effective [July 6]August 3, 2015

* * * * *

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
10 – SX	(No change).	
TV	Routed to NASDAQ BX using <u>TRIM</u> , TRIM2 or TRIM3 routing strategy	(0.0010)
[TX	Routed to NASDAQ BX using TRIM routing strategy	(0.0013)]
V - ZR	(No change).	

* * * * *

Definitions:

- All references to “per share” mean “per share executed.”
- “ADAV” means average daily added volume calculated as the number of shares added per day and “ADV” means average daily volume calculated as the number of shares added or removed, combined, per day. ADAV and ADV are calculated on a monthly basis.

* * * * *

- “Options Add TCV” for purposes of equities pricing means ADAV as a percentage of TCV, using the definitions of ADAV and TCV as provided under the Exchange’s fee schedule for BATS Options.
- “Options Market Maker Add TCV” for purposes of equities pricing means ADAV resulting from Market Maker orders as a percentage of TCV, using the definitions of ADAV, Market Maker and TCV as provided under the Exchange’s fee schedule for BATS Options.

* * * * *

- “Step-Up ADAV” means ADAV in the relevant baseline month subtracted from current ADAV.
- “Step-Up Add TCV” means ADAV as a percentage of TCV in the relevant baseline month subtracted from current ADAV as a percentage of TCV.

* * * * *

Footnotes:

1.-2. (No change.)

3. Cross-Asset Step-Up Tiers

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

Cross-Asset Step-Up Tier	Rebate per share to Add	[Member's Options Step-Up Add TCV is equal to or greater than]Required Criteria
Tier 1	(\$0.0027)	<u>Member's Options Step-Up Add TCV is equal to or greater than 0.30%</u>
Tier 2	(\$0.0028)	<u>Member's Options Step-Up Add TCV is equal to or greater than 0.40%</u>
<u>Tier 3</u>	<u>(\$0.0029)</u>	<u>(1) Member's Options Add TCV is equal to or greater than 0.30%; and</u> <u>(2) Member's Step-Up ADAV from June 2015 is equal to or greater than 1,000,000 shares.</u>

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