

Required fields are shown with yellow backgrounds and asterisks.

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| Page 1 of * <input type="text" value="44"/> | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | File No.* SR - <input type="text" value="2019"/> - * <input type="text" value="012"/> | Amendment No. (req. for Amendments *) <input type="text"/> |
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Filing by Cboe Exchange, Inc.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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| 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) | |

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| 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"/> | |

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| 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 *).

The Exchange proposes to amend its fees schedule.

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.

| | |
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| First Name * <input type="text" value="Corinne"/> | Last Name * <input type="text" value="Klott"/> |
| Title * <input type="text" value="Assistant General Counsel"/> | |
| E-mail * <input type="text" value="cklott@cboe.com"/> | |
| Telephone * <input type="text" value="(312) 786-7793"/> | Fax <input type="text"/> |

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 <input type="text" value="02/11/2019"/> | <input type="text" value="Assistant General Counsel"/> |
| By <input type="text" value="Adrian Griffiths"/> | <input type="text" value="agriffiths@cboe.com"/> |
| (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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS 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

Add Remove View

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

Partial Amendment

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

Item 1. Text of the Proposed Rule Change

(a) Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) proposes to amend its fees schedule. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on December 26, 2018.

(b) Please refer questions and comments on the proposed rule change to Patrick Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Corinne Klott (312) 786-7793, Cboe Exchange, Inc., 400 South LaSalle, Chicago, Illinois 60605.

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

(a) Purpose

The Exchange proposes to make a number of changes to its Fees Schedule, effective February 1, 2019.¹

Volume Incentive Program

The Exchange first proposes to amend the Volume Incentive Program (“VIP”). By way of background, under VIP, the Exchange credits each Trading Permit Holder (“TPH”) the per contract amount set forth in the VIP table for Public Customer orders (“C” origin code) transmitted by that TPH (with certain exceptions) which is executed

¹ The Exchange initially filed the proposed fee changes on February 1, 2019 (SR-CBOE-2019-009). On business date February 4, 2019, the Exchange withdrew that filing and submitted SR-CBOE-2019-010. On business date February 11, 2019, the Exchange withdrew that filing and submitted this filing.

electronically on the Exchange, provided the TPH meets certain volume thresholds in a month.² The Exchange proposes to amend the volume thresholds for Tiers 4 and 5. The proposed change is as follows:

| Tier | Percentage Thresholds of National Customer Volume in All Underlying Symbols Excluding Underlying Symbol List A, Sector Indexes, DJX, MXEA, MXEF, MNX, NDX, XSP and XSPAM (Monthly) | |
|------|--|----------------------|
| | Current | Proposed |
| 1 | 0.00% - 0.75% | No change |
| 2 | Above 0.75% to 2.00% | No change |
| 3 | Above 2.00% to 3.00% | No change |
| 4 | Above 3.00% to 4.00% | Above 3.00% to 3.75% |
| 5 | Above 4.00% | Above 3.75% |

The purpose of these changes is to adjust for current volume trends while maintaining an incremental incentive for TPHs to strive for the highest tier level.

RUT Transaction Fee

The Exchange next proposes to increase the transaction fee for Market-Maker orders in RUT options. Currently, the Exchange charges \$0.20 per contract for Market-Makers' RUT orders. The Exchange proposes to increase the transaction rate to \$0.30 per contract. The Exchange notes the proposed rate change is less than the amount assessed for similar transactions on another Exchange and is also similar to Market-Maker fees assessed for other proprietary products.³

ETF and ETN Options Transaction Fee

The Exchange proposes to amend the fees for electronic Customer orders (origin code "C") for ETF and ETN options. Currently the Exchange waives transaction fees for (1) all customer orders executed in open outcry or AIM, and (2) customer electronic

² See Cboe Options Fees Schedule, Volume Incentive Program.

³ See Cboe BZX Fees Schedule. See also Cboe Options Fees Schedule, SPX Liquidity Provider Sliding Scale.

executions of 249 contracts or less in ETF and ETN options in Penny and Non-Penny classes. The Exchange proposes to amend the transaction fee for Customer electronic executions in ETF and ETN options such that it will waive the transaction fees for all Customer electronic executions that add liquidity (i.e., “Maker” transactions). The Exchange will charge \$0.18 per contract on all Customer electronic executions if the original order size is 100 contracts or greater and if it removes liquidity (i.e., “Taker” transactions) in ETF and ETN options.

The Exchange also proposes to amend Footnote 9 to make corresponding changes to the footnote text regarding the proposed change described above and also explicitly make clear what transactions the Exchange would consider to be Maker (and therefore have no fees assessed) and Taker (and therefore be assessed \$0.18 per contract, if equal to or greater than 100 contracts). Particularly, the Exchange proposes to provide that the Taker fee applies to electronic volume only, but is not applied to the following: (i) trades on the open and (ii) QCC orders. The Taker fees would apply to the following volume: (i) volume resulting from a Customer's orders and/or quotes removing other market participants' resting orders and/or quotes and (ii) volume resulting from a Customer's primary orders in (i) unpaired auctions (i.e., Hybrid Agency Liaison (“HAL”) and HAL on the Open (“HALO”)) and (ii) Complex Order Auction (COA)). The Maker fee waiver would apply to the following volume: (i) volume resulting from executions against a Customer's resting orders and/or quotes and (ii) volume resulting from a Customer's responses to auctions (i.e., HAL, HALO and COA responses). The Exchange notes it similarly has clarified what volume is considered Taker versus Maker in Footnote 44 of

the Fees Schedule which relates to the Liquidity Provider Sliding Scale Adjustment Table.⁴

SPXW Priority Surcharge

The Exchange proposes to amend the Customer Priority Surcharge for SPXW (“SPXW Surcharge”). Currently, the Exchange assesses a SPXW Surcharge of \$0.10 per contract for Customer orders in SPXW that are executed electronically (with some exceptions).⁵ The Exchange proposes to extend the SPXW Surcharge to all market participants other than Market-Makers, which aligns its applicability to the same market participants as the SPX Hybrid Execution Surcharge.

In connection with the proposed change, and in order to make the Fees Schedule easier to read, the Exchange proposes to relocate the SPXW Surcharge to its own line item grouped together with the SPX Hybrid Execution Surcharge and rename the SPX Hybrid Execution Surcharge, such that both surcharges will be grouped together as the “Execution Surcharge” (one for SPX and one for SPXW). The Exchange also proposes to (i) update Footnote 31 of the Fees Schedule, which is currently appended to the SPXW Surcharge, to eliminate references to the SPXW Customer Priority Surcharge and (ii) in its place, append Footnote 21 to the SPXW surcharge (and add references to “SPXW Execution Surcharge” in Footnote 21). The Exchange also proposes to amend Footnote 21 to eliminate the second and third surcharge exemptions listed relating to Market-Maker transactions. Particularly, Footnote 21 provides, among other things, that the SPX Execution Surcharge will not apply to (i) executions by Market-Makers against orders in the complex order auction (COA) and Simple Auction Liaison (SAL) systems in their

⁴ See Cboe Options Fees Schedule, Footnote 44.

⁵ See Cboe Options Fees Schedule, Footnote 31.

appointed classes and (ii) executions by Market-Makers against orders in the electronic book, Hybrid Agency Liaison (HAL) and the complex order book in their appointed classes. The Exchange notes that since neither the SPX Execution Surcharge nor SPXW Execution Surcharge, even as amended, apply to Market-Maker orders, this language is moot and obsolete. The Exchange therefore proposes to eliminate it from the Fees Schedule to avoid confusion. The Exchange notes that the remaining two exemptions set forth under Footnote 21 of the Fees Schedule currently apply to both the SPX and SPXW Execution Surcharges.

Supplemental VIX Total Firm Discount

The Exchange next proposes to eliminate its Supplemental VIX Total Firm Volume Discount (“Supplemental VIX Discount”). The Supplemental VIX Discount allows VIX options transaction fees for Clearing TPHs’ (including its Non-TPH Affiliates) proprietary orders to be discounted provided a Clearing TPH reaches certain VIX firm volume percentage thresholds during a calendar month. The Exchange no longer wishes to offer the Supplement VIX Discount program and therefore proposes to eliminate it from its Fees Schedule.

Trading Permits Sliding Scale Program

The Exchange proposes to amend its Market Maker and Floor Broker Trading Permit Sliding Scale Programs (“TP Sliding Scales”). The TP Sliding Scales allow Market Makers and Floor Brokers to pay reduced rates for their Trading Permits if they commit in advance to a specific tier that includes a minimum number of eligible Market Maker and Floor Broker Trading Permits, respectively, for each calendar year. The Exchange notes that in October 2019, it is migrating the current Cboe Options trading

platform onto new technology and in connection with such migration, is anticipating a new Trading Permit structure. As such, the Exchange proposes to provide that any commitment to Trading Permits under the TP Sliding Scales shall be in place through September 2019, instead of the calendar year, and proposes to update Footnotes 24 and 25 accordingly.

Facility Fees

The Exchange next proposes to amend certain facility fees. First, the Exchange proposes to increase fees for access badges. Currently, the Exchange charges \$120 per Floor Manager Badge and \$60 per Clerk Badge. The Exchange proposes to increase the Floor Manager Badge to \$130 per badge and the Clerk Badge to \$70 per badge. The Exchange notes these fees have not been raised in several years. The Exchange also proposes to eliminate the following Badge-related fees which are assessed per occurrence: Badge Issuance, Replacement Badge, Unreturned Security Access Badge, Temporary Badge – Non Trading Permit Holder, Temporary Badge – Trading Permit Holder, and Unreturned Temporary Badge.

The Exchange is also proposing to eliminate the fees relating to coat room services, as such service will be eliminated as of February 1, 2019. Particularly, the \$25 per month for Coat Room Checking and \$15 per Occurrence for Lost or Damaged Trading Jackets fees will be eliminated.

VIX and Sector License Index Surcharge

The Exchange proposes to extend the current waiver of the VIX and Sector Index License Surcharge of \$0.10 per contract for Clearing Trading Permit Holder Proprietary (“Firm”) (origin codes “F” or “L”) VIX and Sector Index orders that have a premium of

\$0.10 or lower and have series with an expiration of seven (7) calendar days or less. The Exchange adopted the current waiver to reduce transaction costs on expiring, low-priced VIX options as well as Sector Index options, which the Exchange believed would encourage Firms to seek to close and/or roll over such positions, including facilitating customers to do so, in order to free up capital and encourage additional trading. The Exchange had proposed to waive the surcharge through December 31, 2018, at which time the Exchange had stated that it would evaluate whether the waiver has in fact prompted Firms to close and roll over these positions as intended. The Exchange believes the waiver encourages Firms to do so and as such, proposes to renew the waiver of the surcharge through June 30, 2019, at which time the Exchange will again reevaluate whether the waiver has continued to prompt Firms to close and roll over these positions. Accordingly, the Exchange proposes to delete the reference to the current waiver period of December 31, 2018 from the Fees Schedule and replace it with June 30, 2019.

Global Trading Hour Fees

In order to promote and encourage trading during the Global Trading Hours (“GTH”) session, the Exchange previously waived GTH Trading Permit and Bandwidth Packet fees for one (1) of each initial Trading Permits and one (1) of each initial Bandwidth Packet, per affiliated TPH. The Exchange notes that waiver expired December 31, 2018. The Exchange also waived fees through December 31, 2018 for a CMI and FIX login ID if the CMI and/or FIX login ID is related to a waived GTH Trading Permit and/or waived Bandwidth packet. In order to continue to promote trading during GTH, the Exchange wishes to renew these waivers through June 30, 2019.

RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM Transaction Fees

In order to promote and encourage trading of seven FTSE Russell Index products (i.e., Russell 1000 Growth Index (“RLG”), Russell 1000 Value Index (“RLV”), Russell 1000 Index (“RUI”), FTSE Developed Europe Index (“AWDE”), FTSE Emerging Markets Index (“FTEM”), China 50 Index (“FXTM”) and FTSE 100 Index (“UKXM”)), the Exchange had waived all transaction fees (including the Floor Brokerage Fee, Index License Surcharge and CFLEX Surcharge Fee) for each of these products. This waiver expired December 31, 2018. To continue promoting the trading of these options classes, the Exchange proposes to renew the fee waiver through June 30, 2019.

UKXM DPM Payment

The Exchange previously offered a compensation plan to the Designated Primary Market-Maker(s) (“DPM(s)”) appointed in UKXM to offset its DPM costs. Specifically, the Fees Schedule provides that DPM(s) appointed for an entire month in UKXM will receive a payment of \$5,000 per month, through December 31, 2018. The Exchange proposes to renew the compensation plan through June 30, 2019 to continue to incentivize the DPM(s) to continue to serve as a DPM in this product.

Footnote 42 References

The Exchange lastly proposes to delete all appended references to Footnote 42. The Exchange notes that effective, July 2, 2018, the Exchange eliminated the FLEX Asian & Cliquet FLEX Trader Incentive Program, which program was described in Footnote 42 of the Fees Schedule.⁶ Although, the program was eliminated (along with the contents of Footnote 42), the Exchange inadvertently omitted to delete appended

⁶ See Securities Exchange Act Release No. 83587 (July 3, 2018), 83 FR 31810 (July 9, 2018) (SR-CBOE-2018-051).

references to Footnote 42 in the Fees Schedule. The Exchange proposes to correct that oversight and delete such references, which will avoid potential confusion.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁷ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁸ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁹ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

First, the Exchange believes adjusting the VIP volume thresholds for Tiers 4 and 5 is reasonable because it adjusts for the current volume trends and makes it slightly easier for TPHs to meet the qualifying criteria to achieve the highest tier, Tier 5. The Exchange also notes that the credits offered under VIP are not changing. Rather, the

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

⁹ 15 U.S.C. 78f(b)(4).

rebalance of tiers still allows the Exchange to maintain an incremental incentive for TPHs to strive for the highest tier level, which provides increasingly higher credits. The Exchange believes it is equitable and not unfairly discriminatory because the proposed changes to the qualifying volume thresholds apply to all TPHs uniformly.

The Exchange believes increasing the fee for Market-Maker executions in RUT is reasonable because the proposed rate change is less than the amount assessed for similar transactions on another Exchange and is also similar to Market-Maker fees assessed for other proprietary products.¹⁰ The Exchange believes that this proposed change is also equitable and not unfairly discriminatory because the proposed changes will apply equally to all Market-Makers uniformly.

The Exchange believes the proposed rule change to waive fees for Customer electronic executions in ETF and ETN options that add liquidity, but assess \$0.18 per contract for such executions that remove liquidity and are of an order size of 100 contracts or greater, is reasonable because Customers will pay nothing for these executions where they add liquidity and will be paying the same rate as is currently provided for under the fees schedule (i.e., \$0.18 per contract) when they remove liquidity. The Exchange believes the proposed rule change is equitable and not unfairly discriminatory because the proposed rule change applies to all Customers equally. Additionally, the proposed rule change is designed to encourage posted liquidity to the Exchange. Particularly, the Exchange believes it's equitable and not unfairly discriminatory to assess this fee for orders that remove liquidity and not orders that add liquidity because the Exchange wants to encourage market participation and price

¹⁰ See Cboe BZX Fees Schedule. See also Cboe Options Fees Schedule, SPX Liquidity Provider Sliding Scale.

improvement. The Exchange believes the proposed updates to Footnote 9 provide clarity in the Fees Schedule and alleviates potential confusion as to what volume would be considered “Taker” vs “Maker” for purposes of this fee. The alleviation of confusion removes impediments to and perfects the mechanism of a free and open market and a national market system, and, in general, protects investors and the public interest.

The Exchange believes extending the applicability of the SPXW Execution Surcharge to all market participants other than Market-Makers is reasonable as it aligns the applicability of the surcharge to the same market participants subject to the SPX Hybrid Execution Surcharge and because the surcharge amount is not changing. The Exchange believes it's equitable and not unfairly discriminatory to apply the SPXW Execution Surcharge to all market participants other than Market-Makers because Market-Makers, unlike other market participants, take on a number of obligations, including quoting obligations, that other market participants do not have. The Exchange believes the proposed updates to Footnotes 21 and 31 in connection with the proposed SPXW Execution Surcharge change provides clarity in the Fees Schedule and alleviates potential confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

The Exchange believes it's reasonable to eliminate the Supplemental VIX Discount because it is not required to provide such a discount. Additionally, the Exchange notes that Clearing TPHs have other opportunities to obtain a discount on VIX executions, such as via the Cboe Proprietary Product Sliding Scale programs. The

Exchange believes it's equitable and not unfairly discriminatory because it applies uniformly to all Clearing TPHs.

The Exchange believes amending the TP Sliding Scales to provide that any commitment to Trading Permits under the TP Sliding Scales shall be in place through September 2019, instead of the calendar year, is reasonable because the discounted Trading Permit rates and tier levels are not changing. The Exchange believes this proposed rule change is reasonable, equitable and not unfairly discriminatory because, as discussed above, the Exchange anticipates modifying the current Trading Permit structure upon the migration of its trading system in October 2019. The Exchange notes that through September 2019, Floor Brokers and Market-Makers are still eligible to take advantage of these sliding scale programs, which offer discounts on Trading Permits. Additionally, the proposed rule change applies to all Markets-Makers and Floor Brokers uniformly.

The Exchange believes the proposed rule change to eliminate per occurrence badge issuance fees and coat room services fees are reasonable as TPHs will no longer be subject to these fees. Additionally, with respect to the coat room service fees, the Exchange notes such services will be eliminated as of February 1, 2019. Additionally, the proposed elimination applies to all TPHs. The Exchange believes the proposed increases to the Floor Manager and Clerk Badge fees are reasonable because they are a moderate increase, these fees have not been increased in several years, and other badge-related fees are being eliminated. Additionally the proposed fee increases applies to all TPHs who need to avail themselves of these badges.

The Exchange believes it's appropriate to continue to waive the VIX and Sector Index License Surcharge for Clearing Trading Permit Holder Proprietary Sector Index and VIX orders that have a premium of \$0.10 or lower and have series with an expiration of 7 calendar days or less because the Exchange wants to continue encouraging Firms to roll and close over these positions. Particularly, the Exchange believes it's reasonable to waive the entire \$0.10 per contract surcharge because without the waiver of the surcharge, firms are less likely to engage in these transactions, as opposed to other VIX and Sector Index transactions, due to the associated transaction costs. The Exchange believes it's equitable and not unfairly discriminatory to limit the waiver to Clearing Trading Permit Holder Proprietary orders because they contribute capital to facilitate the execution of Sector Index customer orders and VIX customer orders with a premium of \$0.10 or lower and series with an expiration of 7 calendar days or less. Finally, the Exchange believes it's reasonable, equitable and not unfairly discriminatory to provide that the surcharge will be waived through June 30, 2019, as it gives the Exchange additional time to evaluate if the waiver is continuing to have the desired effect of encouraging these transactions.

The Exchange believes renewing the waiver of GTH Trading Permit and Bandwidth Packet fees for one of each type of Trading Permit and Bandwidth Packet, per affiliated TPH through June 30, 2019 is reasonable, equitable and not unfairly discriminatory, because those respective fees would be waived in their entirety, which promotes and encourages trading during the GTH session and applies to all GTH TPHs. The Exchange believes it's also reasonable, equitable and not unfairly discriminatory to waive fees for Login IDs related to waived Trading Permits and/or Bandwidth Packets in

order to promote and encourage ongoing participation in GTH and also applies to all GTH TPHs.

The Exchange believes it is reasonable, equitable and not unfairly discriminatory to renew the waiver of all transaction fees for RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM transactions, including the Floor Brokerage fee, the License Index Surcharge and CFLEX Surcharge Fee, because the respective fees are being waived in their entirety, which promotes and encourages trading of these products which are still relatively new and applies to all TPHs.

The Exchange believes that it is reasonable, equitable and not unfairly discriminatory to renew the compensation plan to the DPM appointed in UKXM to continue to offset its ongoing DPM costs and continue to incentivize the DPM to continue to serve as a DPM in this product.

Lastly, the Exchange believes eliminating references to Footnote 42 (which footnote does not currently contain any language and is obsolete) alleviates potential confusion. The alleviation of confusion removes impediments to and perfects the mechanism of a free and open market and a national market system, and, in general, protects investors and the public interest.

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

The Exchange does not believe that the proposed rule changes will impose any burden on competition that are not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because, while different fees and rebates are assessed to different market participants in some circumstances, these different market

participants have different obligations and different circumstances. For example, Clearing TPHs have clearing obligations that other market participants do not have. Market-Makers have quoting obligations that other market participants do not have. There is also a history in the options markets of providing preferential treatment to customers, as they often do not have as sophisticated trading operations and systems as other market participants, which often makes other market participants prefer to trade with customers. Further, the Exchange fees and rebates, both current and those proposed to be changed, are intended to encourage market participants to bring increased volume to the Exchange (which benefits all market participants), while still covering Exchange costs (including those associated with the upgrading and maintenance of Exchange systems).

The Exchange does not believe that the proposed rule changes will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed changes are intended to promote competition and better improve the Exchange's competitive position and make Cboe Options a more attractive marketplace in order to encourage market participants to bring increased volume to the Exchange (while still covering costs as necessary). Further, the proposed changes only affect trading on the Exchange. To the extent that the proposed changes make Cboe Options a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become Cboe Options market participants.

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

The Exchange neither solicited nor received comments on the proposed rule change.

Item 6. Extension of Time Period for Commission Action

Not applicable.

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

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act¹¹ and Rule 19b-4(f)(2)¹² thereunder.

(b) The Exchange designates that the proposed rule change establishes or changes a due, fee, or other charge imposed by the Exchange, which renders the proposed rule change effective upon filing with the Securities and Exchange Commission (the “Commission”). At any time within 60 days of the filing of this 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. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

(c) Not applicable.

(d) Not applicable.

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

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

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(2).

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

Not applicable.

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

Not applicable.

Item 11. Exhibits

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

Exhibit 5. Proposed rule text.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-CBOE-2019-012]

[Insert date]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Amend its Fees Schedule

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

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

Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) proposes to amend its fees schedule. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to make a number of changes to its Fees Schedule, effective February 1, 2019.³

Volume Incentive Program

The Exchange first proposes to amend the Volume Incentive Program (“VIP”). By way of background, under VIP, the Exchange credits each Trading Permit Holder (“TPH”) the per contract amount set forth in the VIP table for Public Customer orders (“C” origin code) transmitted by that TPH (with certain exceptions) which is executed electronically on the Exchange, provided the TPH meets certain volume thresholds in a month.⁴ The Exchange proposes to amend the volume thresholds for Tiers 4 and 5. The proposed change is as follows:

| Tier | Percentage Thresholds of National Customer Volume in All Underlying Symbols Excluding Underlying Symbol List A, Sector Indexes, DJX, |
|-------------|---|
|-------------|---|

³ The Exchange initially filed the proposed fee changes on February 1, 2019 (SR-CBOE-2019-009). On business date February 4, 2019, the Exchange withdrew that filing and submitted SR-CBOE-2019-010. On business date February 11, 2019, the Exchange withdrew that filing and submitted this filing.

⁴ See Cboe Options Fees Schedule, Volume Incentive Program.

| MXEA, MXEF, MNX, NDX, XSP and XSPAM (Monthly) | | |
|--|----------------------|----------------------|
| | Current | Proposed |
| 1 | 0.00% - 0.75% | No change |
| 2 | Above 0.75% to 2.00% | No change |
| 3 | Above 2.00% to 3.00% | No change |
| 4 | Above 3.00% to 4.00% | Above 3.00% to 3.75% |
| 5 | Above 4.00% | Above 3.75% |

The purpose of these changes is to adjust for current volume trends while maintaining an incremental incentive for TPHs to strive for the highest tier level.

RUT Transaction Fee

The Exchange next proposes to increase the transaction fee for Market-Maker orders in RUT options. Currently, the Exchange charges \$0.20 per contract for Market-Makers' RUT orders. The Exchange proposes to increase the transaction rate to \$0.30 per contract. The Exchange notes the proposed rate change is less than the amount assessed for similar transactions on another Exchange and is also similar to Market-Maker fees assessed for other proprietary products.⁵

ETF and ETN Options Transaction Fee

The Exchange proposes to amend the fees for electronic Customer orders (origin code "C") for ETF and ETN options. Currently the Exchange waives transaction fees for (1) all customer orders executed in open outcry or AIM, and (2) customer electronic executions of 249 contracts or less in ETF and ETN options in Penny and Non-Penny classes. The Exchange proposes to amend the transaction fee for Customer electronic executions in ETF and ETN options such that it will waive the transaction fees for all Customer electronic executions that add liquidity (i.e., "Maker" transactions). The

⁵ See Cboe BZX Fees Schedule. See also Cboe Options Fees Schedule, SPX Liquidity Provider Sliding Scale.

Exchange will charge \$0.18 per contract on all Customer electronic executions if the original order size is 100 contracts or greater and if it removes liquidity (i.e., “Taker” transactions) in ETF and ETN options.

The Exchange also proposes to amend Footnote 9 to make corresponding changes to the footnote text regarding the proposed change described above and also explicitly make clear what transactions the Exchange would consider to be Maker (and therefore have no fees assessed) and Taker (and therefore be assessed \$0.18 per contract, if equal to or greater than 100 contracts). Particularly, the Exchange proposes to provide that the Taker fee applies to electronic volume only, but is not applied to the following: (i) trades on the open and (ii) QCC orders. The Taker fees would apply to the following volume: (i) volume resulting from a Customer's orders and/or quotes removing other market participants' resting orders and/or quotes and (ii) volume resulting from a Customer's primary orders in (i) unpaired auctions (i.e., Hybrid Agency Liaison (“HAL”) and HAL on the Open (“HALO”)) and (ii) Complex Order Auction (COA)). The Maker fee waiver would apply to the following volume: (i) volume resulting from executions against a Customer's resting orders and/or quotes and (ii) volume resulting from a Customer's responses to auctions (i.e., HAL, HALO and COA responses). The Exchange notes it similarly has clarified what volume is considered Taker versus Maker in Footnote 44 of the Fees Schedule which relates to the Liquidity Provider Sliding Scale Adjustment Table.⁶

SPXW Priority Surcharge

⁶ See Cboe Options Fees Schedule, Footnote 44.

The Exchange proposes to amend the Customer Priority Surcharge for SPXW (“SPXW Surcharge”). Currently, the Exchange assesses a SPXW Surcharge of \$0.10 per contract for Customer orders in SPXW that are executed electronically (with some exceptions).⁷ The Exchange proposes to extend the SPXW Surcharge to all market participants other than Market-Makers, which aligns its applicability to the same market participants as the SPX Hybrid Execution Surcharge.

In connection with the proposed change, and in order to make the Fees Schedule easier to read, the Exchange proposes to relocate the SPXW Surcharge to its own line item grouped together with the SPX Hybrid Execution Surcharge and rename the SPX Hybrid Execution Surcharge, such that both surcharges will be grouped together as the “Execution Surcharge” (one for SPX and one for SPXW). The Exchange also proposes to (i) update Footnote 31 of the Fees Schedule, which is currently appended to the SPXW Surcharge, to eliminate references to the SPXW Customer Priority Surcharge and (ii) in its place, append Footnote 21 to the SPXW surcharge (and add references to “SPXW Execution Surcharge” in Footnote 21). The Exchange also proposes to amend Footnote 21 to eliminate the second and third surcharge exemptions listed relating to Market-Maker transactions. Particularly, Footnote 21 provides, among other things, that the SPX Execution Surcharge will not apply to (i) executions by Market-Makers against orders in the complex order auction (COA) and Simple Auction Liaison (SAL) systems in their appointed classes and (ii) executions by Market-Makers against orders in the electronic book, Hybrid Agency Liaison (HAL) and the complex order book in their appointed classes. The Exchange notes that since neither the SPX Execution Surcharge nor SPXW

⁷ See Cboe Options Fees Schedule, Footnote 31.

Execution Surcharge, even as amended, apply to Market-Maker orders, this language is moot and obsolete. The Exchange therefore proposes to eliminate it from the Fees Schedule to avoid confusion. The Exchange notes that the remaining two exemptions set forth under Footnote 21 of the Fees Schedule currently apply to both the SPX and SPXW Execution Surcharges.

Supplemental VIX Total Firm Discount

The Exchange next proposes to eliminate its Supplemental VIX Total Firm Volume Discount (“Supplemental VIX Discount”). The Supplemental VIX Discount allows VIX options transaction fees for Clearing TPHs’ (including its Non-TPH Affiliates) proprietary orders to be discounted provided a Clearing TPH reaches certain VIX firm volume percentage thresholds during a calendar month. The Exchange no longer wishes to offer the Supplement VIX Discount program and therefore proposes to eliminate it from its Fees Schedule.

Trading Permits Sliding Scale Program

The Exchange proposes to amend its Market Maker and Floor Broker Trading Permit Sliding Scale Programs (“TP Sliding Scales”). The TP Sliding Scales allow Market Makers and Floor Brokers to pay reduced rates for their Trading Permits if they commit in advance to a specific tier that includes a minimum number of eligible Market Maker and Floor Broker Trading Permits, respectively, for each calendar year. The Exchange notes that in October 2019, it is migrating the current Cboe Options trading platform onto new technology and in connection with such migration, is anticipating a new Trading Permit structure. As such, the Exchange proposes to provide that any commitment to Trading Permits under the TP Sliding Scales shall be in place through

September 2019, instead of the calendar year, and proposes to update Footnotes 24 and 25 accordingly.

Facility Fees

The Exchange next proposes to amend certain facility fees. First, the Exchange proposes to increase fees for access badges. Currently, the Exchange charges \$120 per Floor Manager Badge and \$60 per Clerk Badge. The Exchange proposes to increase the Floor Manager Badge to \$130 per badge and the Clerk Badge to \$70 per badge. The Exchange notes these fees have not been raised in several years. The Exchange also proposes to eliminate the following Badge-related fees which are assessed per occurrence: Badge Issuance, Replacement Badge, Unreturned Security Access Badge, Temporary Badge – Non Trading Permit Holder, Temporary Badge – Trading Permit Holder, and Unreturned Temporary Badge.

The Exchange is also proposing to eliminate the fees relating to coat room services, as such service will be eliminated as of February 1, 2019. Particularly, the \$25 per month for Coat Room Checking and \$15 per Occurrence for Lost or Damaged Trading Jackets fees will be eliminated.

VIX and Sector License Index Surcharge

The Exchange proposes to extend the current waiver of the VIX and Sector Index License Surcharge of \$0.10 per contract for Clearing Trading Permit Holder Proprietary (“Firm”) (origin codes “F” or “L”) VIX and Sector Index orders that have a premium of \$0.10 or lower and have series with an expiration of seven (7) calendar days or less. The Exchange adopted the current waiver to reduce transaction costs on expiring, low-priced VIX options as well as Sector Index options, which the Exchange believed would

encourage Firms to seek to close and/or roll over such positions, including facilitating customers to do so, in order to free up capital and encourage additional trading. The Exchange had proposed to waive the surcharge through December 31, 2018, at which time the Exchange had stated that it would evaluate whether the waiver has in fact prompted Firms to close and roll over these positions as intended. The Exchange believes the waiver encourages Firms to do so and as such, proposes to renew the waiver of the surcharge through June 30, 2019, at which time the Exchange will again reevaluate whether the waiver has continued to prompt Firms to close and roll over these positions. Accordingly, the Exchange proposes to delete the reference to the current waiver period of December 31, 2018 from the Fees Schedule and replace it with June 30, 2019.

Global Trading Hour Fees

In order to promote and encourage trading during the Global Trading Hours (“GTH”) session, the Exchange previously waived GTH Trading Permit and Bandwidth Packet fees for one (1) of each initial Trading Permits and one (1) of each initial Bandwidth Packet, per affiliated TPH. The Exchange notes that waiver expired December 31, 2018. The Exchange also waived fees through December 31, 2018 for a CMI and FIX login ID if the CMI and/or FIX login ID is related to a waived GTH Trading Permit and/or waived Bandwidth packet. In order to continue to promote trading during GTH, the Exchange wishes to renew these waivers through June 30, 2019.

RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM Transaction Fees

In order to promote and encourage trading of seven FTSE Russell Index products (i.e., Russell 1000 Growth Index (“RLG”), Russell 1000 Value Index (“RLV”), Russell 1000 Index (“RUI”), FTSE Developed Europe Index (“AWDE”), FTSE Emerging

Markets Index (“FTEM”), China 50 Index (“FXTM”) and FTSE 100 Index (“UKXM”)), the Exchange had waived all transaction fees (including the Floor Brokerage Fee, Index License Surcharge and CFLEX Surcharge Fee) for each of these products. This waiver expired December 31, 2018. To continue promoting the trading of these options classes, the Exchange proposes to renew the fee waiver through June 30, 2019.

UKXM DPM Payment

The Exchange previously offered a compensation plan to the Designated Primary Market-Maker(s) (“DPM(s)”) appointed in UKXM to offset its DPM costs. Specifically, the Fees Schedule provides that DPM(s) appointed for an entire month in UKXM will receive a payment of \$5,000 per month, through December 31, 2018. The Exchange proposes to renew the compensation plan through June 30, 2019 to continue to incentivize the DPM(s) to continue to serve as a DPM in this product.

Footnote 42 References

The Exchange lastly proposes to delete all appended references to Footnote 42. The Exchange notes that effective, July 2, 2018, the Exchange eliminated the FLEX Asian & Cliquet FLEX Trader Incentive Program, which program was described in Footnote 42 of the Fees Schedule.⁸ Although, the program was eliminated (along with the contents of Footnote 42), the Exchange inadvertently omitted to delete appended references to Footnote 42 in the Fees Schedule. The Exchange proposes to correct that oversight and delete such references, which will avoid potential confusion.

⁸ See Securities Exchange Act Release No. 83587 (July 3, 2018), 83 FR 31810 (July 9, 2018) (SR-CBOE-2018-051).

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁰ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,¹¹ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

First, the Exchange believes adjusting the VIP volume thresholds for Tiers 4 and 5 is reasonable because it adjusts for the current volume trends and makes it slightly easier for TPHs to meet the qualifying criteria to achieve the highest tier, Tier 5. The Exchange also notes that the credits offered under VIP are not changing. Rather, the rebalance of tiers still allows the Exchange to maintain an incremental incentive for TPHs to strive for the highest tier level, which provides increasingly higher credits. The

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ 15 U.S.C. 78f(b)(4).

Exchange believes it is equitable and not unfairly discriminatory because the proposed changes to the qualifying volume thresholds apply to all TPHs uniformly.

The Exchange believes increasing the fee for Market-Maker executions in RUT is reasonable because the proposed rate change is less than the amount assessed for similar transactions on another Exchange and is also similar to Market-Maker fees assessed for other proprietary products.¹² The Exchange believes that this proposed change is also equitable and not unfairly discriminatory because the proposed changes will apply equally to all Market-Makers uniformly.

The Exchange believes the proposed rule change to waive fees for Customer electronic executions in ETF and ETN options that add liquidity, but assess \$0.18 per contract for such executions that remove liquidity and are of an order size of 100 contracts or greater, is reasonable because Customers will pay nothing for these executions where they add liquidity and will be paying the same rate as is currently provided for under the fees schedule (i.e., \$0.18 per contract) when they remove liquidity. The Exchange believes the proposed rule change is equitable and not unfairly discriminatory because the proposed rule change applies to all Customers equally. Additionally, the proposed rule change is designed to encourage posted liquidity to the Exchange. Particularly, the Exchange believes it's equitable and not unfairly discriminatory to assess this fee for orders that remove liquidity and not orders that add liquidity because the Exchange wants to encourage market participation and price improvement. The Exchange believes the proposed updates to Footnote 9 provide clarity in the Fees Schedule and alleviates potential confusion as to what volume would be

¹² See Cboe BZX Fees Schedule. See also Cboe Options Fees Schedule, SPX Liquidity Provider Sliding Scale.

considered “Taker” vs “Maker” for purposes of this fee. The alleviation of confusion removes impediments to and perfects the mechanism of a free and open market and a national market system, and, in general, protects investors and the public interest.

The Exchange believes extending the applicability of the SPXW Execution Surcharge to all market participants other than Market-Makers is reasonable as it aligns the applicability of the surcharge to the same market participants subject to the SPX Hybrid Execution Surcharge and because the surcharge amount is not changing. The Exchange believes it’s equitable and not unfairly discriminatory to apply the SPXW Execution Surcharge to all market participants other than Market-Makers because Market-Makers, unlike other market participants, take on a number of obligations, including quoting obligations, that other market participants do not have. The Exchange believes the proposed updates to Footnotes 21 and 31 in connection with the proposed SPXW Execution Surcharge change provides clarity in the Fees Schedule and alleviates potential confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

The Exchange believes it’s reasonable to eliminate the Supplemental VIX Discount because it is not required to provide such a discount. Additionally, the Exchange notes that Clearing TPHs have other opportunities to obtain a discount on VIX executions, such as via the Cboe Proprietary Product Sliding Scale programs. The Exchange believes it’s equitable and not unfairly discriminatory because it applies uniformly to all Clearing TPHs.

The Exchange believes amending the TP Sliding Scales to provide that any commitment to Trading Permits under the TP Sliding Scales shall be in place through September 2019, instead of the calendar year, is reasonable because the discounted Trading Permit rates and tier levels are not changing. The Exchange believes this proposed rule change is reasonable, equitable and not unfairly discriminatory because, as discussed above, the Exchange anticipates modifying the current Trading Permit structure upon the migration of its trading system in October 2019. The Exchange notes that through September 2019, Floor Brokers and Market-Makers are still eligible to take advantage of these sliding scale programs, which offer discounts on Trading Permits. Additionally, the proposed rule change applies to all Markets-Makers and Floor Brokers uniformly.

The Exchange believes the proposed rule change to eliminate per occurrence badge issuance fees and coat room services fees are reasonable as TPHs will no longer be subject to these fees. Additionally, with respect to the coat room service fees, the Exchange notes such services will be eliminated as of February 1, 2019. Additionally, the proposed elimination applies to all TPHs. The Exchange believes the proposed increases to the Floor Manager and Clerk Badge fees are reasonable because they are a moderate increase, these fees have not been increased in several years, and other badge-related fees are being eliminated. Additionally the proposed fee increases applies to all TPHs who need to avail themselves of these badges.

The Exchange believes it's appropriate to continue to waive the VIX and Sector Index License Surcharge for Clearing Trading Permit Holder Proprietary Sector Index and VIX orders that have a premium of \$0.10 or lower and have series with an expiration

of 7 calendar days or less because the Exchange wants to continue encouraging Firms to roll and close over these positions. Particularly, the Exchange believes it's reasonable to waive the entire \$0.10 per contract surcharge because without the waiver of the surcharge, firms are less likely to engage in these transactions, as opposed to other VIX and Sector Index transactions, due to the associated transaction costs. The Exchange believes it's equitable and not unfairly discriminatory to limit the waiver to Clearing Trading Permit Holder Proprietary orders because they contribute capital to facilitate the execution of Sector Index customer orders and VIX customer orders with a premium of \$0.10 or lower and series with an expiration of 7 calendar days or less. Finally, the Exchange believes it's reasonable, equitable and not unfairly discriminatory to provide that the surcharge will be waived through June 30, 2019, as it gives the Exchange additional time to evaluate if the waiver is continuing to have the desired effect of encouraging these transactions.

The Exchange believes renewing the waiver of GTH Trading Permit and Bandwidth Packet fees for one of each type of Trading Permit and Bandwidth Packet, per affiliated TPH through June 30, 2019 is reasonable, equitable and not unfairly discriminatory, because those respective fees would be waived in their entirety, which promotes and encourages trading during the GTH session and applies to all GTH TPHs. The Exchange believes it's also reasonable, equitable and not unfairly discriminatory to waive fees for Login IDs related to waived Trading Permits and/or Bandwidth Packets in order to promote and encourage ongoing participation in GTH and also applies to all GTH TPHs.

The Exchange believes it is reasonable, equitable and not unfairly discriminatory to renew the waiver of all transaction fees for RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM transactions, including the Floor Brokerage fee, the License Index Surcharge and CFLEX Surcharge Fee, because the respective fees are being waived in their entirety, which promotes and encourages trading of these products which are still relatively new and applies to all TPHs.

The Exchange believes that it is reasonable, equitable and not unfairly discriminatory to renew the compensation plan to the DPM appointed in UKXM to continue to offset its ongoing DPM costs and continue to incentivize the DPM to continue to serve as a DPM in this product.

Lastly, the Exchange believes eliminating references to Footnote 42 (which footnote does not currently contain any language and is obsolete) alleviates potential confusion. The alleviation of confusion removes impediments to and perfects the mechanism of a free and open market and a national market system, and, in general, protects investors and the public interest.

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

The Exchange does not believe that the proposed rule changes will impose any burden on competition that are not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because, while different fees and rebates are assessed to different market participants in some circumstances, these different market participants have different obligations and different circumstances. For example, Clearing

TPHs have clearing obligations that other market participants do not have. Market-Makers have quoting obligations that other market participants do not have. There is also a history in the options markets of providing preferential treatment to customers, as they often do not have as sophisticated trading operations and systems as other market participants, which often makes other market participants prefer to trade with customers. Further, the Exchange fees and rebates, both current and those proposed to be changed, are intended to encourage market participants to bring increased volume to the Exchange (which benefits all market participants), while still covering Exchange costs (including those associated with the upgrading and maintenance of Exchange systems).

The Exchange does not believe that the proposed rule changes will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed changes are intended to promote competition and better improve the Exchange's competitive position and make Cboe Options a more attractive marketplace in order to encourage market participants to bring increased volume to the Exchange (while still covering costs as necessary). Further, the proposed changes only affect trading on the Exchange. To the extent that the proposed changes make Cboe Options a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become Cboe Options market participants.

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

The Exchange neither solicited nor received comments on the proposed rule change.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and paragraph (f) of Rule 19b-4¹⁴ thereunder. 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. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change 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-CBOE-2019-012 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.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f).

All submissions should refer to File Number SR-CBOE-2019-012. 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, D.C. 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-CBOE-2019-012 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.¹⁵

Secretary

¹⁵ 17 CFR 200.30-3(a)(12).

Changes are indicated by underlining additions and [bracketing] deletions.

Cboe Exchange, Inc.
Fees Schedule - February [7] 11, 2019
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| ETF and ETN Options Rate Table (13) | | Transaction Fee Per Contract | | | | | | |
|---|---------------|--|-------------------|---|-------------------|---|-----------------|-------------------------|
| Origin | Origin Code | Manual | | Electronic | | AIM Agency/Primary (19) | AIM Contra (18) | CFLEX AIM Response (20) |
| | | Penny Classes | Non-Penny Classes | Penny Classes | Non-Penny Classes | | | |
| Customer (2)(8)(9) | C | \$0.00 | | [\$0.00 if original order size is 249 contracts or less] [\$0.18 if original order size is 250 contracts or greater] | | \$0.20 - See Clearing Trading Permit Holder Fee Cap | \$0.07 | \$0.25 |
| | | | | <u>\$0.00 if adding liquidity (Maker)/ \$0.18 if original order size is 100 contracts or greater and removing liquidity (Taker)</u> | | | | |
| Clearing Trading Permit Holder Proprietary (11)(12)(16) | F L | \$0.20 - See Clearing Trading Permit Holder Fee Cap | | \$0.43 | \$0.70 | \$0.20 - See Clearing Trading Permit Holder Fee Cap | \$0.07 | \$0.25 |
| Facilitation (11) | F L | \$0.00 | | | | | | \$0.00 |
| Cboe Options Market-Maker/DPM/LMM (10) | M | See Liquidity Provider Sliding Scale and Liquidity Provider Sliding Scale Adjustment Table | | | | | | |
| Broker-Dealer (16) | B | \$0.25 | | \$0.47 | \$0.75 | \$0.20 | \$0.07 | \$0.25 |
| Non-Trading Permit Holder Market Maker (16) | N | | | \$0.47 | \$0.75 | \$0.20 | \$0.07 | \$0.25 |
| Professional /Voluntary Professional /Joint Back-Office | W J | \$0.12 W Origin Code Only | | \$0.47 | \$0.75 | \$0.20 | \$0.07 | \$0.30 |
| Complex Surcharge (35) | F J L M B N W | | | \$0.12 | | | | |

| Index Options Rate Table - All Index Products Excluding Underlying Symbol List A (34) and Sector Indexes (47) | | Transaction Fee Per Contract | | | | | | |
|---|-----------------|--|-------------------|---------------|-------------------|---|-----------------|-------------------------|
| Origin | Origin Code | Manual | | Electronic | | AIM Agency/Primary (19) | AIM Contra (18) | CFLEX AIM Response (20) |
| | | Penny Classes | Non-Penny Classes | Penny Classes | Non-Penny Classes | | | |
| Customer (2) | C | XSP | | \$0.00 | | \$0.20 - See Clearing Trading Permit Holder Fee Cap | \$0.07 | \$0.00 |
| | | MXEA and MXEF | | \$0.25 | | | | \$0.00 |
| | | All Index Products Excluding Underlying Symbol List A (34) and Sector Indexes (47) | | \$0.18 | | | | \$0.18 |
| Clearing Trading Permit Holder Proprietary (11)(12)(16) | F L | \$0.20 - See Clearing Trading Permit Holder Fee Cap | | \$0.43 | \$0.70 | \$0.20 - See Clearing Trading Permit Holder Fee Cap | \$0.07 | \$0.25 |
| Facilitation (11) | F L | \$0.00 | | | | | | \$0.00 |
| Cboe Options Market-Maker/DPM/LMM (10)[(42)] | M | See Liquidity Provider Sliding Scale and Liquidity Provider Sliding Scale Adjustment Table | | | | | | |
| Broker-Dealer (16) | B | \$0.25 | | \$0.47 | \$0.75 | \$0.20 | \$0.07 | \$0.25 |
| Non-Trading Permit Holder Market Maker (16) | N | | | \$0.47 | \$0.75 | \$0.20 | \$0.07 | \$0.25 |
| Professional /Voluntary Professional /Joint Back-Office | W J | \$0.12 W Origin Code Only | | \$0.47 | \$0.75 | \$0.20 | \$0.07 | \$0.30 |
| Surcharge Fee (14) | F J L M B N W | DJX, MXEA and MXEF | | \$0.10 | | | | |
| Index License | | MNX and NDX | | \$0.25 | | | | |
| CFLEX Surcharge Fee (17) - DJX, MXEA, MXEF and XSP Only | C F J L M B N W | \$0.10 (capped at \$250 per trade) | | | | | | |
| Exotic Surcharge [(42)] | C | | | \$0.25 | | | | |
| Exotic Surcharge [(42)] - XSP Only | | | | \$0.03 | | | | |
| Complex Surcharge (35) | F J L M B N W | | | \$0.12 | | | | |

| Specified Proprietary Index Options Rate Table - Underlying Symbol List A (34) and Sector Indexes (47)(41) (Also applies to GTH)(37) | | Options Transaction Fees (1)(3)(4)(7)(15)(32)(39) | | | | | |
|---|--|---|--|-----------------|-------------------|---|-----------------|
| Origin | Products | Origin Code | Transaction Fee Per Contract by Premium Price | | | VIX Only SPX (incl SPXw) in GTH Only | |
| | | | \$0.00 - \$0.10 | \$0.11 - \$0.99 | \$1.00+ | AIM Agency/Primary (19) | AIM Contra (18) |
| Customer (2) | OEX and XEO | C | \$0.40 | | | | |
| | OEX Weeklys, XEO Weeklys and Sector Indexes (47) | | \$0.30 | | | | |
| | RUT, RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM (40) | | \$0.18 | | | | |
| | SPX (incl SPXW) | | \$0.35 | \$0.44 | \$0.44 | See Rates to Left | |
| | VIX and VOLATILITY INDEXES | | \$0.10 | \$0.25 | \$0.45 | See Rates to Left | |
| Clearing Trading Permit Holder Proprietary (11)(12)(16)(40) | Underlying Symbol List A (34) | F L | \$0.25 - See Cboe Options Clearing Trading Permit Holder Proprietary Products Sliding Scales | | | | |
| | Sector Indexes (47) | | \$0.25 | | | See Rates to Left | |
| Cboe Options Market-Maker/ DPM/LMM (10)(38)(42)(43) | SPX (incl SPXW)(41) | M | See SPX Liquidity Provider Sliding Scale | | | | |
| | RUT | | \$0.30 | | | | |
| | [RUT,]RLG, RLV, RUI, AWDE, FTEM, FXTM, UKXM, OEX and XEO (40) | | \$0.20 | | | | |
| | VIX and VOLATILITY INDEXES (43)(45) | | \$0.05 | \$0.23 | See Rates to Left | | |
| | Sector Indexes (47) | | See Liquidity Provider Sliding Scale and Liquidity Provider Sliding Scale Adjustment Table | | | | |
| Joint Back-Office (45) Broker-Dealer (16) (45) Non-Trading Permit Holder Market Maker Professional/Voluntary Professional (45) Broker-Dealer (16) Non-Trading Permit Holder Market Maker (16) Professional/Voluntary Professional/Joint Back-Office | OEX, XEO, SPX (incl SPXW), VIX, Volatility Indexes and Sector Indexes (47) | B N W J | \$0.40 | | | | |
| | RUT, RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM (40) | | \$0.25 Manual and AIM/ \$0.65 non-AIM Electronic | | | | |
| Surcharge Fee (14) (Also applies to GTH)(37) | Index License (41) | F J L M B N W | RUT | \$0.45 | | | |
| | | | SPX (incl SPXW) (41) | \$0.16 | | | |
| | Product Research & Development - GVZ, VXEEM, VXEWZ and OVX | | \$0.10 | | | | |
| CFLEX Surcharge Fee (17)(40) | | C F J L M B N W | \$0.10 (capped at \$250 per trade) | | | | |
| Exotic Surcharge [(42)] | | C | \$0.25 | | | | |
| [SPX Hybrid] Execution Surcharge [(SPX only) (15)](21) | SPX Only (15) | C F J L B N W | \$0.21 | | | | |
| | SPXW (electronic only) (Also applies to GTH)(37) | | \$0.10 | | | | |
| Customer Priority Surcharge (31) (Also applies to GTH)(37) | [SPXW (electronic only)] | C | [\$0.10] | | | | |
| | VIX (Maker non-turner) | | \$0.00 | | | | \$0.20 |

| Volume Incentive Program (VIP)(23)(36) | | | | | | | |
|--|------|--|-------------|---------------------|--------|---------|--------|
| Origin | Tier | Percentage Thresholds of National Customer Volume in All Underlying Symbols Excluding Underlying Symbol List A (34), Sector Indexes (47), DJX, MXEA, MXEF, MNX, NDX, XSP and XSPAM (Monthly) | Origin Code | Per Contract Credit | | | |
| | | | | Simple | | Complex | |
| | | | | Non-AIM | AIM | Non-AIM | AIM |
| Customer/Broker-Dealer/Professional/Voluntary Professional/Joint Back-Office | 1 | 0% - 0.75% | C B J W | \$0.00 | \$0.00 | \$0.00 | \$0.00 |
| | 2 | Above 0.75% - 2.00% | | \$0.10 | \$0.09 | \$0.21 | \$0.19 |
| | 3 | Above 2.00% - 3.00% | | \$0.12 | \$0.10 | \$0.24 | \$0.22 |
| | 4 | Above 3.00% - [4.00%]3.75% | | \$0.15 | \$0.13 | \$0.25 | \$0.23 |
| | 5 | Above [4.00%]3.75% | | \$0.15 | \$0.14 | \$0.25 | \$0.24 |

| [Supplemental VIX Total Firm Volume Discount (11)(32) Also Applies to GTH](37)] | | | | | [Notes] |
|---|--------|------------------------------|---------------|----------------------------|---|
| [Origin] | [Tier] | [VIX Firm Volume Percentage] | [Origin Code] | [Transaction Fee Discount] | |
| [Clearing Trading Permit Holder Proprietary] | [1] | [0.00% - 7.00%] | [F L] | [0%] | [To determine a Clearing Trading Permit Holder's applicable discount, the Exchange will calculate a Clearing Trading Permit Holder's total proprietary order volume in VIX as a percentage of all Clearing Trading Permit Holders' total proprietary order volume in VIX during a calendar month. Total proprietary order volume is calculated by accounting for all volume in VIX with an "F" or "L" Origin Code, with volume in the Global Trading Hours (GTH) aggregated with Regular Trading Hours (RTH) volume for the same calendar month included for purposes of calculating the VIX firm volume threshold and applicable transaction fee discount. The transaction fee discount percentage will apply to all of a Clearing Trading Permit Holder's transaction fees assessed for proprietary order volume in VIX during the calendar month.] |
| | [2] | [7.01% - 11.00%] | | [20%] | |
| | [3] | [11.01% - 15.00%] | | [30%] | |
| | [4] | [Above 15.00%] | | [40%] | |

| Trading Permit and Tier Appointment Fees (24)(25)(26)(37)(49) | | | | | |
|---|--|-------------------|-------------------|--|---|
| Origin | Type of Trading Permit or Tier Appointment | Origin Code | Access Fee | Notes | |
| Cboe Options Market-Maker/DPM/LMM/Floor Broker | Market-Maker Trading Permit | M | \$5,000 per month | See Market-Maker Trading Permit Sliding Scale | |
| | Market-Maker Trading Permit - GTH | | \$1,000 per month | | The fee is waived for the first Market-Maker Trading Permit through [December 31, 2018]June 30, 2019. |
| | RUT Tier Appointment | | \$1,000 per month | | |
| | SPX Tier Appointment | | \$3,000 per month | | |
| | Floor Broker SPX Surcharge | \$3,000 per month | | | |
| | VIX Tier Appointment | M | \$2,000 per month | See Floor Broker Trading Permit Sliding Scale | |
| | Floor Broker VIX Surcharge | \$2,000 per month | | | |
| | Floor Broker Trading Permit | \$9,000 per month | | | |
| | Electronic Access Permit | \$1,600 per month | | | |
| | Electronic Access Permit - GTH | | \$500 per month | The fee is waived for the first Electronic Access Permit through [December 31, 2018]June 30, 2019. | |

| Market-Maker Trading Permit Sliding Scale (24)(26) | | | | |
|--|--------------------|------------|-----------------------------|--|
| Tier | From | To | Amount Per Month Per Permit | Notes |
| | 1 Permit | 10 Permits | \$5,000 | The sliding scale will be available for all Market-Maker Trading Permits held by affiliated Trading Permit Holders and TPH Organizations that are used for appointments in any options classes other than RUT, SPX, VIX, OEX and XEO. To qualify for the rates in Tiers 1 and 2, a TPH must commit in advance to a specific tier that includes a minimum number of eligible MM Trading Permits [for each calendar year]through September 2019. |
| Tier 1 | 11 Permits | 20 Permits | \$3,700 | |
| Tier 2 | 21 or More Permits | | \$1,800 | |

| Floor Broker Trading Permit Sliding Scale (25)(26) | | | | |
|--|-------------------|-----------|-----------------------------|--|
| Tier | From | To | Amount Per Month Per Permit | Notes |
| | 1 Permit | 1 Permit | \$9,000 | The sliding scale will be available for all Floor Broker Trading Permits held by affiliated Trading Permit Holders and TPH Organizations. To qualify for the rates in Tiers 1 and 2, a TPH must commit in advance to a specific tier that includes a minimum number of eligible FB Trading Permits [for each calendar year]through September 2019. |
| Tier 1 | 2 Permits | 5 Permits | \$5,000 | |
| Tier 2 | 6 or More Permits | | \$3,000 | |

| Bandwidth Packet Fees | | | | | |
|---|--|---|--|--|--|
| Trading Permit Holder Bandwidth Packets | | Amount Per Packet | | Notes | |
| Quoting and Order Entry Bandwidth Packet | | \$2,750 per month | | Bandwidth packet fees are non-refundable and are assessed through the integrated billing system during the first week of the following month. If a bandwidth packet is issued during a calendar month after the first trading day of the month, the bandwidth packet fee for that calendar month is prorated based on the remaining trading days in the calendar month. Bandwidth packets will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the last business day of the prior month to cancel the bandwidth packet effective at or prior to the end of the applicable month. For GTH, the fee is waived for the first Quoting and Order Entry Bandwidth Packet and the first Order Entry Bandwidth Packet through [December 31, 2018]June 30, 2019. | |
| Quoting and Order Entry Bandwidth Packet - GTH (37) | | \$500 per month | | | |
| Order Entry Bandwidth Packet Fees for Trading Permit Holders | 1st - 5th Packet | \$1,600 per month | | | |
| | 6th - 8th Packet | \$800 per month | | | |
| | 9th - 13th Packet | \$400 per month | | | |
| | 14th Packet and Each Additional Packet | \$200 per month | | | |
| Order Entry Bandwidth Packet - GTH (37) | | \$250 per month | | | |
| Sponsored User Order Entry Bandwidth Packets | | Amount Per Packet Per Assigned Sponsored User | | | |
| Fees for Order Entry Bandwidth Packet(s) Assigned to Sponsored User | 1st - 6th Packet | \$1,600 per month | | | |
| | 7th - 9th Packet | \$800 per month | | | |
| | 10th - 14th Packet | \$400 per month | | | |
| | 15th Packet and Each Additional Packet | \$200 per month | | | |

Facility Fees (per month)(28)

| Access Badges | | Fee |
|--------------------------|---|--------------------------|
| Badge Type | Floor Manager | [\$120] \$130 |
| | Clerks | [\$60] \$70 |
| [Charges Per Occurrence] | [Badge Issuance] | [\$16.50] |
| | [Replacement Badge - Access, Picture, ID or Acronym] | [\$16.50] |
| | [Unreturned Security Access Badge] | [\$82.50] |
| | [Temporary Badge - Non Trading Permit holder (per day)] | [\$11] |
| | [Temporary Badge - Trading Permit Holder (1st 3 free per year)] | [\$11] |
| | [Unreturned Temporary Badge] | [\$30] |
| [Coat Room Services] | | [Fee] |
| [Coat Room Checking] | | [\$25] |
| [Charges Per Occurrence] | [Lost or Damaged Jacket] | [\$15] |

Regulatory Fees

| Description | Fee | Notes |
|---|-----------------------|---|
| Options Regulatory Fee ("ORF") (Also applies to GTH)(37)(46) | \$0.0045 per contract | The ORF is assessed by Cboe Options to each Trading Permit Holder for options transactions cleared by the Trading Permit Holder that are cleared by The Options Clearing Corporation (OCC) in the customer range, regardless of the exchange on which the transaction occurs. Cboe Options uses reports from OCC when assessing and collecting the ORF. The fee is collected by OCC on behalf of Cboe Options from the Clearing Trading Permit Holder (CTPH) or non-CTPH that ultimately clears the transaction. With respect to linkage transactions, Cboe Options reimburses its routing broker providing Routing Services pursuant to Cboe Options Rule 6.14B for options regulatory fees it incurs in connection with the Routing Services it provides. |

| Cboe Command Connectivity Charges (28) (Also applies to GTH)(37) | | Assessed to TPHs and non-TPHs | |
|---|-----|-------------------------------|-------|
| Description | Fee | Frequency | Notes |

| | | | |
|--------------|-------|---------|--|
| CMI Login ID | \$750 | Monthly | CMI and FIX Login ID fees are waived for CMI and FIX Login IDs used to access the CFLEX system. Fees for a CMI and FIX Login ID will be waived through [December 31, 2018]June 30, 2019 , if the CMI and/or FIX Login ID is related to a waived GTH Trading Permit and/or waived Bandwidth Packet. |
| FIX Login ID | \$750 | Monthly | |

| Footnotes (Continued): | |
|------------------------|---|
| Footnote Number | Description |
| | ***** |
| 9 | Notwithstanding Footnote 8 above, transaction fees are waived for customer orders <u>providing liquidity and orders removing liquidity that are of [24]99 contracts or less in ETF and ETN options . Transaction fees will be assessed on customer orders that remove liquidity and that are of 100 contracts or more.</u> Multiple orders from the same executing firm for itself or for a CMTA or correspondent firm in the same series on the same side of the market that are received by the Exchange within 500 milliseconds will be aggregated for purposes of determining the order quantity. The Exchange will charge any leg of a complex order in ETF and ETN options that <u>is removing liquidity and equals or exceeds [249]100 contracts, even if the leg is only partially executed below the [249]100 contract threshold. The Taker fee applies to electronic volume only, but is not applied to the following: (i) trades on the open and (ii) QCC orders. The Taker fees would apply to the following volume: (i) volume resulting from a customer's orders and/or quotes removing other market participants' resting orders and/or quotes and (ii) volume resulting from a customer's primary orders in (i) unpaired auctions (i.e., Hybrid Agency Liaison ("HAL") and HAL on the Open ("HALO") and (ii) Complex Order Auction (COA)). The Maker fee waiver would apply to the following volume: (i) volume resulting from executions against a customer's resting orders and/or quotes and (ii) volume resulting from a customer's responses to auctions (i.e., HAL, HALO and COA responses).</u> |
| | ***** |
| 21 | All electronic executions in SPX <u>and SPXW</u> shall be assessed the SPX <u>and SPXW</u> Execution Surcharge, <u>respectively</u> , except that this fee shall not apply to: (i) orders in SPX <u>or SPXW</u> options in the SPX electronic book for those SPX <u>or SPXW</u> options that are executed during opening rotation on the final settlement date of VIX options and futures which have the expiration that contribute to the VIX settlement calculation[, (ii) executions by market-makers against orders in the complex order auction (COA) and Simple Auction Liaison (SAL) systems in their appointed classes, (iii) executions by market-makers against orders in the electronic book, Hybrid Agency Liaison (HAL) and the complex order book in their appointed classes,] and (i[v]) orders executed by a floor broker using a PAR terminal. See also footnote 15. |
| | ***** |
| 24 | The sliding scale will be available for all Market-Maker Trading Permits held by affiliated Trading Permit Holders and TPH Organizations that are used for appointments in any options classes other than RUT, SPX, VIX, OEX and XEO. Any Market-Maker Trading Permits used for these classes, whether in whole or in part, are excluded from this sliding scale and will be priced at \$5,000/month. To qualify for the rates set forth in Tiers 1 and 2 in the sliding scale, the applicable Trading Permit Holder(s) and/or TPH organization(s) must commit in advance to a specific tier that includes a minimum number of eligible Market-Maker Trading Permits [for each calendar year] <u>through September 2019</u> . To do so, a Market-Maker Trading Permit Holder must notify the Registration Services Department by December 29th (or the preceding business day if the 29th is not a business day) of the year prior to each year in which the Market Maker Trading Permit Holder would like to commit to this sliding scale of the Tier of eligible Market-Maker Trading Permits committed to by that Market-Maker Trading Permit Holder [for that year] <u>through September 2019</u> . Market-Makers are not obligated to commit to either tier. However, the discounts will apply only to those that do commit to Tier 1 or Tier 2 [for the calendar year] <u>through September 2019</u> . Trading Permit Holders that are not eligible for and/or do not commit to Tier 1 or Tier 2 will pay the standard rate for each Market-Maker Trading Permit, regardless of the total number of Market-Maker Trading Permits used. If a Trading Permit Holder chooses to commit to either Tier 1 or Tier 2, that Trading Permit Holder will be responsible for the minimum number of permits in the commitment tier [for the remainder of the calendar year] <u>through September 2019</u> . Even if a Trading Permit Holder does not maintain the minimum level of eligible Trading Permits in the tier, that Trading Permit Holder is still responsible for the minimum payment for that commitment tier [for the remainder of the calendar year] <u>through September 2019</u> . For example, a Trading Permit Holder that commits to eleven eligible permits per month will be subject to a minimum monthly access fee of \$53,700 (10 x \$5,000 plus \$3,700 = \$53,700) [for that calendar year] <u>through September 2019</u> . Any additional Permits will increase the fee by the applicable amount. Trading Permit Holders will be able to commit to a higher tier of the sliding scale [for the remainder of a calendar year] <u>through September 2019</u> , during a commitment year, if the Trading Permit Holder obtains enough eligible Market-Maker Trading Permits and provides written notification to the Registration Services Department by the 25th day of the month preceding the month in which the higher tier will be effective (or the preceding business day if the 25th is not a business day). For example, a Trading Permit Holder may provide written notice to commit to Tier 1 effective July 1 [for the remainder of the calendar year] <u>through September 2019</u> as long as the Trading Permit Holder obtains enough eligible Trading Permits and provides written notice by June 25th that the Trading Permit Holder would like to participate in the sliding scale starting in July [for the remainder of that calendar year] <u>through September 2019</u> . Even if that Trading Permit Holder subsequently falls below the minimum number of eligible Market-Maker Trading Permits (in the committed calendar year), for the committed tier, the Trading Permit Holder will remain responsible for paying for the tier minimum [for the remainder of the calendar year] <u>through September 2019</u> . Trading Permit Holders will be responsible to pay for at least the minimum amount of eligible Market-Maker Trading Permits in the committed tier [for the calendar year] <u>through September 2019</u> on a monthly basis unless the Trading Permit Holder entirely terminates as a Trading Permit Holder [during the year] <u>before September 2019</u> . If a Trading Permit Holder combines, merges, or is acquired [during the course of the calendar year] <u>prior to September 2019</u> , the surviving Trading Permit Holder will maintain responsibility for the committed number of eligible Market-Maker Trading Permits. If a Market-Maker affiliate ("affiliate" defined as having at least 75% common ownership between the two entities as reflected on each entity's Form BD, Schedule A) receives a credit under the Exchange's Volume Incentive Program ("VIP"), that Market-Maker will receive a credit on its Market-Maker Trading Permit fees corresponding to the VIP tier reached (10% Market-Maker Trading Permit fee credit for reaching Tier 2 of the VIP, 20% Market-Maker Trading Permit fee credit for reaching Tier 3 of the VIP, and 30% Market-Maker Trading Permit fee credit for reaching Tier 4 of the VIP). This credit will not apply to Market-Maker Trading Permits used for appointments in RUT, SPX, VIX, OEX and XEO. |

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|-----------|--|
| <p>25</p> | <p>The Floor Broker Trading Permit Sliding Scale will be available for all Floor Broker Trading Permits held by affiliated Trading Permit Holders and TPH organizations. To qualify for the rates set forth in Tiers 1 and 2 in the sliding scale, the applicable Trading Permit Holder(s) and/or TPH organization(s) must commit in advance to a specific tier that includes a minimum number of eligible Floor Broker Trading Permits [for each calendar year] <u>through September 2019</u>. To do so, a Floor Broker Trading Permit Holder must notify the Registration Services Department by December 29th (or the preceding business day if the 29th is not a business day) of the year prior to each year in which the Floor Broker Trading Permit Holder would like to commit to this sliding scale of the Tier of eligible Floor Broker Trading Permits committed to by that Floor Broker Trading Permit Holder [for that year] <u>through September 2019</u>. Floor Brokers are not obligated to commit to either tier. However, the discounts will apply only to those that do commit to Tier 1 or Tier 2 [for the calendar year] <u>through September 2019</u>. Trading Permit Holders that are not eligible for and/or do not commit to Tier 1 or Tier 2 will pay the standard rate of \$9,000 for each Floor Broker Trading Permit, regardless of the total number of Floor Broker Trading Permits used. If a Trading Permit Holder chooses to commit to either Tier 1 or Tier 2, that Trading Permit Holder will be responsible for the minimum number of permits in the commitment tier [for the remainder of the calendar year] <u>through September 2019</u>. Even if a Trading Permit Holder does not maintain the minimum level of eligible Trading Permits in the tier, that Trading Permit Holder is still responsible for the minimum payment for that commitment tier [for the remainder of the calendar year] <u>through September 2019</u>. For example, a Trading Permit Holder that commits to eight eligible permits per month will be subject to a minimum monthly access fee of \$42,000 (1 at \$9,000 plus 6 at \$5,000 plus 1 at \$3,000 = \$42,000) [for that calendar year] <u>through September 2019</u>. Any additional Permits will increase the fee by the applicable amount. Trading Permit Holders will be able to commit to a higher tier of the sliding scale [for the remainder of a calendar year, during a commitment year] <u>through September 2019</u>, if the Trading Permit Holder obtains enough eligible Floor Broker Trading Permits and provides written notification to the Registration Services Department by the 25th day of the month preceding the month in which the higher tier will be effective (or the preceding business day if the 25th is not a business day). For example, a Trading Permit Holder may provide written notice to commit to Tier 1 effective July 1 [for the remainder of the calendar year] <u>through September 2019</u> as long as the Trading Permit Holder obtains enough eligible Trading Permits and provides written notice by June 25th that the Trading Permit Holder would like to participate in the sliding scale starting in July [for the remainder of that calendar year] <u>through September 2019</u>. Even if that Trading Permit Holder subsequently falls below the minimum number of eligible Floor Broker Trading Permits (in the committed calendar year), for the committed tier, the Trading Permit Holder will remain responsible for paying for the tier minimum [for the remainder of the calendar year] <u>through September 2019</u>. Trading Permit Holders will be responsible to pay for at least the minimum amount of eligible Floor Broker Trading Permits in the committed tier [for the calendar year] <u>through September 2019</u> on a monthly basis unless the Trading Permit Holder entirely terminates as a Trading Permit Holder [during the year] <u>before September 2019</u>. If a Trading Permit Holder combines, merges, or is acquired [during the course of the calendar year] <u>prior to September 2019</u>, the surviving Trading Permit Holder will maintain responsibility for the committed number of eligible Floor Broker Trading Permits. Any Floor Broker Trading Permit Holder that executes an average of 15,000 customer and/or professional customer and voluntary professional open-outcry contracts per day over the course of a calendar month in all underlying symbols excluding Sector Indexes (47) and Underlying Symbol List A (except RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM)(34), DJX, XSP, XSPAM and subcabinet trades, will receive a rebate of \$9,000 on that Floor Broker Trading Permit Holder's Floor Broker Trading Permit fees. Any Floor Broker Trading Permit Holder that executes an average of 25,000 customer and/or professional customer and voluntary professional open-outcry contracts per day over the course of a calendar month in all underlying symbols excluding Sector Indexes (47) and Underlying Symbol List A (except RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM)(34), DJX, XSP, XSPAM and subcabinet trades, will receive a rebate of \$14,000 on that Floor Broker Trading Permit Holder's Floor Broker Trading Permit fees. For purposes of determining the rebate, the qualifying volume of all Floor Broker Trading Permit Holders affiliated with a single TPH organization will be aggregated, and, if such total meets or exceeds the customer and/or professional customer and voluntary professional open-outcry contracts per day thresholds in all underlying symbols excluding Sector Indexes (47) and Underlying Symbol List A (except RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM)(34), DJX, XSP and XSPAM and subcabinet trades that TPH organization will receive a single rebate, regardless of the number of Floor Broker Trading Permits affiliated with that TPH organization.</p> |
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|-----------|--|
| <p>31</p> | <p>The priority surcharge is assessed on customer (C) contracts executed in [SPXW or] VIX. [For SPXW, it applies to all customer contracts executed electronically, except those contracts executed, in RTH: (i) by a floor broker using a PAR terminal; and (ii) orders in SPXW options in the SPXW electronic book that are executed during opening rotation on the final settlement day of VIX options and futures which have the expiration that contribute to the VIX settlement calculation. For VIX it] <u>This surcharge</u> applies to all customer contracts executed electronically that are Maker and not Market Turner. The priority surcharge is waived for all complex orders in VIX.</p> |
|-----------|--|

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|-----------|---|
| <p>40</p> | <p>All transaction fees for RLG, RLV, RUI, AWDE, FTEM, FXTM and UKXM are waived through [December 31, 2018] <u>June 30, 2019</u>.</p> |
|-----------|---|

| | |
|-----------|--|
| <p>43</p> | <p>The DPM appointed for an entire month in UKXM will receive a payment of \$5,000 per month through [December 31, 2018] <u>June 30, 2019</u>.</p> |
|-----------|--|
