

Form 1 Page 1 Execution Page	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> <b>WASHINGTON, D.C. 20549</b> <b>APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR,</b> <b>REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION</b> <b>FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT</b>	Date filed (MM/DD/YY):	OFFICIAL USE ONLY
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**WARNING:** Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

**INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS**

APPLICATION  AMENDMENT

1. State the name of the applicant: EDGX Exchange, Inc.

2. Provide the applicant's primary street address (Do not use a P.O. Box):  
545 Washington Blvd., 6th Floor  
Jersey City, NJ 07310



3. Provide the applicant's mailing address (if different):  
 \_\_\_\_\_  
 \_\_\_\_\_

4. Provide the applicant's business telephone and facsimile number:  
(201) 942-8200 (201) 557-8019  
 (Telephone) (Facsimile)

5. Provide the name, title, and telephone number of a contact employee:  
Jeffrey S. Rosenstock General Counsel & Secretary 201-942-8295  
 (Name) (Title) (Telephone Number)

6. Provide the name and address of counsel for the applicant:  
Jeffrey S. Rosenstock  
545 Washington Blvd., 6th Floor  
Jersey City, New Jersey 07310

7. Provide the date applicant's fiscal year ends: December 31, 2013

8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify): \_\_\_\_\_

If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

(a) Date (MM/DD/YY): 03/03/09 (b) State/Country of formation: Delaware, U.S.A.

(c) Statute under which applicant was organized: \_\_\_\_\_

**EXECUTION:** The applicant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

Date: 01/28/13 EDGX Exchange, Inc.  
 (MM/DD/YY) (Name of applicant)

By: Jeffrey S. Rosenstock Jeffrey S. Rosenstock, General Counsel & Secretary  
 (Signature) (Printed Name and Title)

Subscribed and sworn before me this 28th day of January, 2013 by Maria Bugari  
 (Month) (Year) (Notary Public)

My Commission expires 09/26/13 County of Hudson State of New Jersey  
 Notary Public of New Jersey

**This page must always be completed in full with original, manual signature and notary seal. Attach notary stamp or seal where applicable.**

**Applicant: EDGX Exchange, Inc.****Exhibit C**

1. *Name:* EDGX Exchange, Inc.  
*Address:* 545 Washington Boulevard, Jersey City, New Jersey 07310.
2. *Form of organization:* Corporation.
3. *Name of state, statute under which organized and date of incorporation:* Formed in Delaware under the General Corporation Law of the State of Delaware on March 9, 2010.
4. *Brief description of nature and extent of affiliation:* Not applicable.
5. *Brief description of business or functions:* EDGX Exchange, Inc. operates a registered national securities exchange.
6. *Copy of constitution:* Not applicable.
7. *Copy of articles of incorporation or association and amendments:* See Securities Exchange Act Release No. 60651 (Sept. 11, 2009) for Certificate of Incorporation for EDGX Exchange, Inc. filed March 9, 2010. See also <http://www.directedge.com/Regulation/CorporateGovernance.aspx>.
8. *Copy of existing by-laws:* See Securities Exchange Act Release No. 66949 (May 9, 2012) for Bylaws of EDGX Exchange, Inc. (See <http://www.directedge.com/Regulation/CorporateGovernance.aspx>).
9. *Name and title of present officers, governors, members of standing committees and persons performing similar functions:*

**Officers of EDGX Exchange, Inc.**

William O'Brien (Chief Executive Officer)  
Bryan Harkins (Chief Operating Officer)  
Saro Jahani (Chief Information Officer)  
Thomas McManus (Chief Regulatory Officer)  
Glen Badach (Chief Financial Officer)  
Jeffrey Rosenstock (General Counsel, Secretary)

**EDGX Exchange, Inc. Board Members**

William O'Brien  
Leonard Amoruso  
James Angel  
Larry Bergmann  
James Boyle  
Suhas Daftuar  
William Dailey  
Noel Dalzell

Joseph Droessler  
Scott Ganeles  
Richard Gorelick  
Patrick Healy  
Sam Scott Miller  
George Munoz  
Richard Schenkman  
Michael Simon  
Greg Tusar

**EDGX Exchange, Inc. Board Committees**

**Appeals Committee:**

James Angel  
Joseph Droessler  
Patrick Healy

**Audit Committee:**

George Munoz  
Richard Schenkman

**Compensation Committee:**

Scott Ganeles  
Mark Minister  
Richard Schenkman

**Executive Committee:**

William O'Brien  
Larry Bergmann  
Richard Gorelick  
George Munoz  
Richard Schenkman

**Regulatory Oversight Committee:**

Larry Bergmann  
William Dailey  
Sam Scott Miller

**Stockholder-Elected Committees**

**Exchange Member Nominating Committee:**

James Boyle  
Suhas Daftuar  
Joseph Droessler  
Richard Gorelick

**Nominating and Governance Committee:**

William Dailey  
Sam Scott Miller  
Richard Schenkman

*10. Indication of whether such business or organization ceased to be associated with the applicant during previous year:* Not applicable.

**Affiliate of EDGX Exchange, Inc.: Direct Edge Holdings LLC**

*1. Name:* Direct Edge Holdings LLC

*Address:* 545 Washington Boulevard, Jersey City, New Jersey 07310.

*2. Form of organization:* Limited Liability Company.

*3. Name of state, statute under which organized and date of incorporation:* Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on June 5, 2007.

*4. Brief description of nature and extent of affiliation:* Direct Edge Holdings LLC is the parent company of Direct Edge, Inc. Direct Edge, Inc. is the sole shareholder of EDGX Exchange, Inc.

*5. Brief description of business or functions:* Direct Edge Holdings LLC is a holding company.

*6. Copy of constitution:* Not applicable.

*7. Copy of articles of incorporation or association and amendments:* See Securities Exchange Act Release No. 60651 (Sept. 11, 2009) for Certificate of Formation for Direct Edge Holdings LLC, filed June 5, 2007.

*8. Copy of existing by-laws:* Direct Edge Holdings LLC is governed by the Fifth Amended and Restated Limited Liability Company Operating Agreement, dated June 12, 2010, which was executed by the Board of Managers of Direct Edge Holdings LLC.

*9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:*

**Officers of Direct Edge Holdings LLC**

William O'Brien (Chief Executive Officer)  
Glen Badach (Chief Financial Officer)  
Thomas McManus (General Counsel, Secretary)

**Direct Edge Holdings LLC Board of Managers**

William O'Brien  
Leonard Amoruso  
Thomas Ascher

Gerald Beeson  
Daniel Ciment  
Darren Cohen  
Gary Katz  
Jamil Nazarali  
Steven Sadoff  
Michael Simon  
Greg Tusar

**Direct Edge Holdings LLC Board Committees**

**Compensation Committee**

Gerald Beeson  
Gary Katz  
Greg Tusar  
Steven Bisgay (Board Participant)

**Finance and Audit Committee**

Thomas Ascher  
Darren Cohen  
Jamil Nazarali  
Steven Bisgay (Board Participant)

10. *Indication of whether such business or organization ceased to be associated with the applicant during previous year:* Not applicable.

**Affiliate of EDGX Exchange, Inc.: Direct Edge, Inc.**

1. *Name:* Direct Edge, Inc.  
*Address:* 545 Washington Boulevard, Jersey City, New Jersey 07310.
2. *Form of organization:* Corporation.
3. *Name of state, statute under which organized and date of incorporation:* Formed in Delaware the General Corporation Law of the State of Delaware on July 22, 2010.
4. *Brief description of nature and extent of affiliation:* Direct Edge Inc. is the sole shareholder of EDGA Exchange, Inc. and EDGX Exchange, Inc.
5. *Brief description of business or functions:* Direct Edge Inc. is the sole shareholder of EDGA Exchange, Inc. and EDGX Exchange, Inc.
6. *Copy of constitution:* Not applicable.

7. *Copy of articles of incorporation or association and amendments:* See Securities Exchange Release Act No. 62515 (July 16, 2010) for Certificate of Formation for Direct Edge, Inc., filed July 22, 2010.

8. *Copy of existing by-laws:* See Securities Exchange Act Release No. 62515 (July 16, 2010) for the Bylaws of Direct Edge, Inc., dated July 2010.

9. *Name and title of present officers, governors, members of standing committees and persons performing similar functions:*

**Officers of Direct Edge, Inc.**

William O'Brien (Chief Executive Officer)

Thomas McManus (Secretary)

10. *Indication of whether such business or organization ceased to be associated with the applicant during previous year:* Not applicable.

**Affiliate of EDGX Exchange, Inc.: Direct Edge ECN LLC (d/b/a DE Route)**

1. *Name:* Direct Edge ECN LLC (d/b/a DE Route) ("DE Route")

*Address:* 545 Washington Boulevard, Jersey City, NJ 07310

2. *Form of organization:* Limited Liability Company.

3. *Name of state, statute under which organized and date of incorporation:* Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on April 19, 2005.

4. *Brief description of nature and extent of affiliation:* DE Route is wholly-owned by Direct Edge Holdings LLC. Direct Edge Holdings LLC is the parent company of Direct Edge, Inc., and Direct Edge, Inc. is the sole shareholder of EDGX Exchange, Inc.

5. *Brief description of business or functions:* DE Route is a broker-dealer registered as such with the Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority and other self-regulatory organizations. It operates solely as a facility of two affiliated national securities exchanges – EDGA Exchange, Inc. and EDGX Exchange, Inc.

6. *Copy of constitution:* Not applicable.

7. *Copy of articles of incorporation or association and amendments:* See Securities Exchange Act Release No. 60651 (Sept. 11, 2009) for Certificate of Formation for Direct Edge ECN LLC, filed April 19, 2005; Certificate of Amendment to the Certificate of Formation of Direct Edge ECN LLC, filed April 29, 2005; and Certificate of Amendment to the Certificate of Formation of Direct Edge ECN LLC, filed August 23, 2005.

8. *Copy of existing by-laws:* DE Route is governed by the Third Amended and Restated Limited Liability Company Operating Agreement of Direct Edge ECN LLC, dated July 21, 2008.

9. *Name and title of present officers, governors, members of standing committees and persons performing similar functions:*

**Officers of DE Route**

William O'Brien (Chief Executive Officer)  
Glen Badach (Chief Financial Officer/FinOp)  
Neil Meislick (Chief Compliance Officer)  
Jeffrey Rosenstock (General Counsel)

10. *Indication of whether such business or organization ceased to be associated with the applicant during previous year:* Not applicable.

**Affiliate of EDGX Exchange, Inc.: EDGA Exchange, Inc.**

1. *Name:* EDGA Exchange, Inc.

*Address:* 545 Washington Boulevard, Jersey City, New Jersey 07310.

2. *Form of organization:* Corporation.

3. *Name of state, statute under which organized and date of incorporation:* Formed in Delaware under the General Corporation Law of the State of Delaware on March 9, 2010.

4. *Brief description of nature and extent of affiliation:* EDGA Exchange, Inc. and EDGX Exchange, Inc. are owned by Direct Edge, Inc.

5. *Brief description of business or functions:* EDGA Exchange, Inc. operates a registered national securities exchange.

6. *Copy of constitution:* Not applicable.

7. *Copy of articles of incorporation or association and amendments:* See Securities Exchange Act Release No. 60651 (Sept. 11, 2009) for Certificate of Incorporation for EDGA Exchange, Inc. filed March 9, 2010. (See <http://www.directedge.com/Regulation/CorporateGovernance.aspx>).

8. *Copy of existing by-laws:* See Securities Exchange Act Release No. 66950 (May 9, 2012) for Bylaws of EDGA Exchange, Inc. See also <http://www.directedge.com/Regulation/CorporateGovernance.aspx>.

9. *Name and title of present officers, governors, members of standing committees and persons performing similar functions:*

**Officers of EDGA Exchange, Inc.**

William O'Brien (Chief Executive Officer)  
Bryan Harkins (Chief Operating Officer)  
Saro Jahani (Chief Information Officer)  
Thomas McManus (Chief Regulatory Officer)  
Glen Badach (Chief Financial Officer)  
Jeffrey Rosenstock (General Counsel, Secretary)

**EDGA Exchange, Inc. Board Members**

William O'Brien  
Leonard Amoruso  
James Angel  
Larry Bergmann  
James Boyle  
Suhas Daftuar  
William Dailey  
Noel Dalzell  
Joseph Droessler  
Scott Ganeles  
Richard Gorelick  
Patrick Healy  
Sam Scott Miller  
Mark Minister  
George Munoz  
Richard Schenkman  
Michael Simon  
Greg Tusar

**EDGA Exchange, Inc. Board Committees**

**Appeals Committee:**

James Angel  
Joseph Droessler  
Patrick Healy

**Audit Committee:**

George Munoz  
Richard Schenkman

**Compensation Committee:**

Scott Ganeles  
Mark Minister  
Richard Schenkman

**Executive Committee:**

William O'Brien  
Larry Bergmann



Richard Gorelick  
George Munoz  
Richard Schenkman

Regulatory Oversight Committee:

Larry Bergmann  
William Dailey  
Sam Scott Miller

Stockholder-Elected Committees

Exchange Member Nominating Committee:

James Boyle  
Suhas Daftuar  
Joseph Droessler  
Richard Gorelick

Nominating and Governance Committee:

William Dailey  
Sam Scott Miller  
Richard Schenkman

*10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.*

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**EDGX Exchange, Inc.**

**Exhibit J**

**Exhibit Request:**

**A list of the officers, governors, members of all standing committees, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:**

1. **Name.**
2. **Title.**
3. **Dates of commencement and termination of term of office or position.**
4. **Type of business in which each is primarily engaged (e.g., floor broker, specialist, odd lot dealer, etc.)**

**Response:**

See attached.

**A. Officers**

<u>Name</u>	<u>Title</u>	<u>Commencement Date</u>	<u>Termination Date</u>
William O'Brien	Chief Executive Officer	March 2010	N/A
Bryan Harkins	Chief Operating Officer	January 2011	N/A
Thomas McManus	Chief Regulatory Officer	July 2011	N/A
	Secretary	August 2011	January 2013
	General Counsel	August 2011	October 2011
Saro Jahani	Chief Information Officer	April 2011	N/A
Glen Badach	Chief Financial Officer	March 2010	N/A
Jeffrey Rosenstock	General Counsel	October 2011	N/A
	Secretary	January 2013	N/A

**B. Directors**

Name	Title	Class	Term Commencement	Term Termination	Type of Business
William O'Brien	Chief Executive Officer	N/A	May 2010	N/A	Securities Exchange
Leonard Amoruso	Owner Director	I	May 2011	May 2014	Broker-dealer
Noel Dalzell	Owner Director	II	November 2012	May 2015	Broker-dealer
Michael Simon	Owner Director	I	May 2011	May 2014	Securities Exchange
Greg Tusar	Owner Director	III	May 2010	May 2013	Broker-dealer
James Angel	Independent Director	I	May 2011	May 2014	Academic
Larry Bergmann	Independent Director	III	May 2010	May 2013	Lawyer
William Dailey	Independent Director	I	May 2011	May 2014	Lawyer
Scott Ganeles	Independent Director	II	May 2012	May 2015	Financial services technology
Patrick Healy	Independent Director	II	May 2012	May 2015	Financial services consultant
Sam Scott Miller	Independent Director	II	May 2012	May 2015	Lawyer
Mark Minister	Independent Director	III	May 2010	May 2013	N/A
George Muñoz	Independent Director	III	May 2010	May 2013	Investment banking
Richard Schenkman	Independent Director	III	May 2010	May 2013	Private Investment Firm
James Boyle	Member Director	I	October 2011	May 2014	Broker-dealer
Suhas Daftuar	Member Director	III	May 2010	May 2013	Broker-dealer
Joseph Droessler	Member Director	II	May 2012	May 2015	Broker-dealer
Richard Gorelick	Member Director	II	May 2012	May 2015	Broker-dealer

<i>Former Directors</i>				
Name	Title	Term Commencement	Term Termination	Type of Business
Jamil Nazarali	Owner Director	May 2012	June 2012	Broker-dealer
Martin Mannion	Owner Director	May 2012	November 2012	Broker-dealer
Stephen Brodsky	Independent Director	May 2011	January 2013	Broker-dealer

### C. Committees

#### EDGX Exchange, Inc. Board Committees

##### Appeals Committee:

Name	Date of Commencement	Date of Termination	Type of Business
James Angel	May 2012	May 2013	Academic
Joseph Droessler	May 2012	May 2013	Broker-dealer
Patrick Healy	May 2012	May 2013	Financial services consultant

##### Audit Committee:

Name	Date of Commencement	Date of Termination	Type of Business
George Muñoz	May 2012	May 2013	Investment banking
Richard Schenkman	May 2012	May 2013	Private Investment Firm

##### Compensation Committee:

Names	Date of Commencement	Date of Termination	Type of Business
Scott Ganeles	May 2012	May 2013	Financial services technology
Mark Minister	May 2012	May 2013	N/A
Richard Schenkman	May 2012	May 2013	Private Investment Firm

##### Executive Committee:

Name	Date of Commencement	Date of Termination	Type of Business
William O'Brien	May 2010	N/A	Securities Exchange
Larry Bergmann	May 2010	May 2013	Lawyer
Richard Gorelick	May 2012	May 2015	Broker-dealer
George Muñoz	May 2010	May 2013	Investment Banking
Richard Schenkman	May 2010	May 2013	Private Investment Firm

##### Regulatory Oversight Committee:

Name	Date of Commencement	Date of Termination	Type of Business
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Larry Bergmann	May 2012	May 2013	Lawyer
William Dailey	May 2012	May 2013	Lawyer
Sam Scott Miller	May 2012	May 2013	Lawyer

**Shareholder-Elected Committees**

**Exchange Member Nominating Committee:**

Name	Date of Commencement	Date of Termination	Type of Business
James Boyle	May 2012	May 2013	Broker-dealer
Suhas Daftuar	May 2012	May 2013	Broker-dealer
Joseph Droessler	May 2012	May 2013	Broker-dealer
Richard Gorelick	May 2012	May 2013	Broker-dealer

**Nominating and Governance Committee:**

Name	Date of Commencement	Date of Termination	Type of Business
William Dailey	May 2012	May 2013	Lawyer
Sam Scott Miller	May 2012	May 2013	Lawyer
Richard Schenkman	May 2012	May 2013	Private Investment Firm