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|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------|
| Form 1 Page 1 Execution Page | UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR, REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT | Date filed (MM/DD/YY): | OFFICIAL USE ONLY |
|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------|

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):



13035786

4. Provide the applicant's business telephone and facsimile number:

(201) 942-8200

(Telephone)

(201) 557-8019

(Facsimile)

5. Provide the name, title, and telephone number of a contact employee:

Jeffrey S. Rosenstock

(Name)

General Counsel & Secretary

(Title)

201-942-8295

(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: 10/16/13 EDGX Exchange, Inc.
(MM/DD/YY) (Name of applicant)

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

Subscribed and sworn before me this 16th day of October, 2013 by Maria Bug
(Month) (Year) (Notary Public)

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

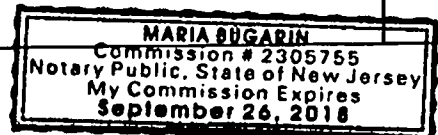
This page must always be completed in full with original, manual signature and notarization.

Affix notary stamp or seal where applicable.

2013 OCT 18 AM 7:15

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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
James Angel
Larry Bergmann
James Boyle
Susan Certoma
Michael Corrao
Matthew Culek
William Dailey

Joseph Droessler
Richard Gorelick
Patrick Healy
Paul Jiganti
Sam Scott Miller
Mark Minister
George Munoz
Steven Rubinow
Richard Schenkman
Michael Simon

EDGX Exchange, Inc. Board Committees

Appeals Committee:

James Angel
Joseph Droessler
Patrick Healy

Audit Committee:

Susan Certoma
George Munoz
Richard Schenkman

Compensation Committee:

Patrick Healy
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
Joseph Droessler
Richard Gorelick

Paul Jiganti

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: See Sixth Amended and Restated Limited Liability Company Operating Agreement of Direct Edge Holdings LLC, filed July 1, 2013.

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
Thomas Ascher

Gerald Beeson
Steven Bisgay
Darren Cohen
Gary Katz
Kenneth MacHarg
Jamil Nazarali
Joseph Ricciardi
Michael Simon

Direct Edge Holdings LLC Board Committees

Compensation Committee

Gerald Beeson
Gary Katz
Steven Bisgay

Finance and Audit Committee

Thomas Ascher
Darren Cohen
Jamil Nazarali
Steven Bisgay

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
James Angel
Larry Bergmann
James Boyle
Susan Certoma
Michael Corrao
Matthew Culek
William Dailey
Joseph Droessler
Richard Gorelick
Patrick Healy
Paul Jiganti
Sam Scott Miller
Mark Minister
George Munoz
Steven Rubinow
Richard Schenkman
Michael Simon

EDGA Exchange, Inc. Board Committees

Appeals Committee:

James Angel
Joseph Droessler
Patrick Healy

Audit Committee:

Susan Certoma
George Munoz
Richard Schenkman

Compensation Committee:

Patrick Healy
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

Joseph Droessler

Richard Gorelick

Paul Jiganti

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.

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 Rosenstrock | 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 |
| Michael Corrao | Owner Director | I | July 2013 | May 2014 | Broker-dealer |
| Matthew Culek | Owner Director | II | April 2013 | May 2015 | Broker-dealer |
| Michael Simon | Owner Director | I | May 2011 | May 2014 | Securities Exchange |
| Vacant | Owner Director | III | N/A | N/A | N/A |
| James Angel | Independent Director | I | May 2011 | May 2014 | Academic |
| Larry Bergmann | Independent Director | III | May 2013 | May 2016 | Lawyer |
| Susan Certoma | Independent Director | I | May 2013 | May 2014 | Financial services consultant |
| William Dailey | Independent Director | I | May 2011 | May 2014 | Lawyer |
| 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 2013 | May 2016 | N/A |
| George Muñoz | Independent Director | III | May 2013 | May 2016 | Investment banking |
| Steven Rubinow | Independent Director | II | October 2013 | May 2015 | Media and Information |
| Richard Schenkman | Independent Director | III | May 2013 | May 2016 | Private Investment Firm |
| James Boyle | Member Director | I | October 2011 | May 2014 | Broker-dealer |
| Joseph Droessler | Member Director | II | May 2012 | May 2015 | Broker-dealer |
| Richard Gorelick | Member Director | II | May 2012 | May 2015 | Broker-dealer |
| Paul Jiganti | Member Director | III | August 2013 | May 2016 | Broker-dealer |

| <i>Former Directors</i> | | | | |
|-------------------------|----------------------|-------------------|------------------|-------------------------------|
| Name | Title | Term Commencement | Term Termination | Type of Business |
| Martin Mannion | Owner Director | May 2012 | November 2012 | Broker-dealer |
| Stephen Brodsky | Independent Director | May 2011 | January 2013 | Broker-dealer |
| Greg Tusar | Owner Director | May 2010 | March 2013 | Broker-dealer |
| Noel Dalzell | Owner Director | November 2012 | March 2013 | Broker-dealer |
| Suhas Daftuar | Member Director | May 2010 | May 2013 | Broker-dealer |
| Leonard Amoruso | Owner Director | May 2011 | July 2013 | Broker-dealer |
| Scott Ganeles | Independent Director | May 2012 | July 2013 | Financial services technology |

C. Committees

EDGX Exchange, Inc. Board Committees

Appeals Committee:

| Name | Date of Commencement | Date of Termination | Type of Business |
|------------------|----------------------|---------------------|-------------------------------|
| James Angel | May 2013 | May 2014 | Academic |
| Joseph Droessler | May 2013 | May 2014 | Broker-dealer |
| Patrick Healy | May 2013 | May 2014 | Financial services consultant |

Audit Committee:

| Name | Date of Commencement | Date of Termination | Type of Business |
|-------------------|----------------------|---------------------|-------------------------------|
| Susan Certoma | May 2013 | May 2014 | Financial services consultant |
| George Muñoz | May 2013 | May 2014 | Investment banking |
| Richard Schenkman | May 2013 | May 2014 | Private Investment Firm |

Compensation Committee:

| Names | Date of Commencement | Date of Termination | Type of Business |
|-------------------|----------------------|---------------------|-------------------------------|
| Patrick Healy | July 2013 | May 2014 | Financial services consultant |
| Mark Minister | May 2013 | May 2014 | N/A |
| Richard Schenkman | May 2013 | May 2014 | 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 2013 | May 2016 | Lawyer |
| Richard Gorelick | May 2012 | May 2015 | Broker-dealer |
| George Muñoz | May 2013 | May 2016 | Investment Banking |
| Richard Schenkman | May 2013 | May 2016 | Private Investment Firm |

Regulatory Oversight Committee:

| Name | Date of | Date of | Type of Business |
|------|---------|---------|------------------|
|------|---------|---------|------------------|

| | Commencement | Termination | |
|------------------|--------------|-------------|--------|
| Larry Bergmann | May 2013 | May 2014 | Lawyer |
| William Dailey | May 2013 | May 2014 | Lawyer |
| Sam Scott Miller | May 2013 | May 2014 | Lawyer |

Shareholder-Elected Committees

Exchange Member Nominating Committee:

| Name | Date of Commencement | Date of Termination | Type of Business |
|------------------|----------------------|---------------------|------------------|
| James Boyle | May 2013 | May 2014 | Broker-dealer |
| Joseph Droessler | May 2013 | May 2014 | Broker-dealer |
| Richard Gorelick | May 2013 | May 2014 | Broker-dealer |
| Paul Jiganti | August 2013 | May 2014 | Broker-dealer |

Nominating and Governance Committee:

| Name | Date of Commencement | Date of Termination | Type of Business |
|-------------------|----------------------|---------------------|-------------------------|
| William Dailey | May 2013 | May 2014 | Lawyer |
| Sam Scott Miller | May 2013 | May 2014 | Lawyer |
| Richard Schenkman | May 2013 | May 2014 | Private Investment Firm |