

Form 1
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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):
12/10/2018

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

☒ AMENDMEN



18010351

SEC Mail Processing COPY

1. State the name of the applicant: BOX Exchange LLC

2. Provide the applicant's primary street address (Do not use a P.O. Box):

101 Arch Street, Suite 610, Boston, MA 02110

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

DEC 13 2018

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

617-235-2235

617-235-2253

Washington, DC

(Telephone)

(Facsimile)

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

Lisa J. Fall

President

617-235-2235

(Name)

(Title)

(Telephone Number)

6. Provide the name and address of counsel for the applicant:

Alanna Barton

101 Arch Street, Suite 610

Boston, MA 02110

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

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): 8/26/2010

(b) State/Country of formation: Delaware, USA

(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: 12/10/2018

BOX Exchange LLC

(Name of applicant)

By:

(Signature)

Lisa J. Fall, President

(Printed Name and Title)

Subscribed and sworn before me this 10 day of December, 2018

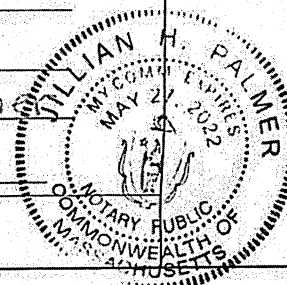
(Month)

(Year)

(Notary Public)

My Commission expires May 27, 2022 County of Barnstable State of Massachusetts

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





BOXSM
O P T I O N S

RECEIVED
2018 DEC 11 PM 3:26
SEC / TM

December 10, 2018

Via FedEx

Mr. David Hsu
Assistant Director
Division of Trading and Markets
U.S. Securities and Exchange Commission
100 F Street N.E.
Washington, DC 20549

SEC Mail Processing

DEC 11 2018

Washington, DC

Re: BOX Exchange LLC
Amendment No. 32 to Form 1

Dear Mr. Hsu:

Enclosed for filing are an original and two copies of Amendment No. 32 to Form 1 (the "Amendment"). The Amendment includes an updated execution page, and amendments to Exhibit C item 9 pertaining to Board of Directors and Committee changes.

Except as set forth above, neither the Form 1 nor any exhibits thereto are being changed by this Amendment No. 32.

Please do not hesitate to contact me if you have any questions.

Sincerely yours,

Lisa J. Fall
President

cc: Glen R. Openshaw, Esq.

Enclosures



BOX EXCHANGE LLC

AMENDMENT No. 32 to FORM 1 APPLICATION and EXHIBITS

**The Form 1 application is hereby amended as set forth in this Amendment No. 32.
The Form 1 application is not being modified in any respect other than to the extent
set forth below.**



Amendment to:

Exhibit C

Request:

For each subsidiary or affiliate of the applicant, and for any entity with whom the applicant has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions on the exchange ("System"), provide the following information:

1. Name and address of organization.
2. Form of organization (e.g., association, corporation, partnership, etc.).
3. Name of state and statute citation under which organized. Date of incorporation in present form.
4. Brief description of nature and extent of affiliation.
5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System and/or execution, reporting, clearance, or settlement of transactions in connection with operation of the System.
6. A copy of the constitution.
7. A copy of the articles of incorporation or association including all amendments.
8. A copy of existing by-laws or corresponding rules or instruments.
9. The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions.
10. An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association.



Exhibit C is hereby amended as set forth below. The Exhibit C is not being modified in any respect other than to the extent set forth below.

Amendment to Prior Response:

BOX Holdings Group LLC

9. Officers of BOX Holdings Group LLC:

- Peter J. Layton, CEO
- Lisa Fall, President, Chief Legal Officer & Secretary

Directors of BOX Holdings Group LLC:

- Peter J. Layton (Chairman), Chief Executive Officer, Tallgrass Group, LLC
- Luc Bertrand, Vice Chair, National Bank Financial Group
- John McKenzie, CFO, TMX Group, Inc.
- Milan Galik, Senior Vice President, Interactive Brokers Group, LLC
- David M. Battan, Vice President and General Counsel, Interactive Brokers Group, LLC
- William Easley (Vice Chairman), Managing Director, Aragon Solutions, Ltd.
- Marin Nitzov, Algorithmic Trader, Citadel Group
- Charles Mogilevsky, Managing Director, Citigroup Inc.
- Calin Ciordas-Ciurdariu, Managing Director, Credit Suisse Group
- Kenneth MacHarg, Managing Director, JP Morgan
- Ryan Gould, Managing Director, UBS

Committees:

Audit Committee:

- David Battan
- Peter Layton
- Charles Mogilevsky

Compensation Committee:

- Peter Layton
- Milan Galik
- Ryan Gould

Executive Committee:

- Peter Layton
- Luc Bertrand
- William Easley
- Milan Galik
- John McKenzie



BOX Market LLC

9. Officers of BOX Market LLC:

- Ed Boyle, CEO
- Lisa Fall, President, Chief Legal Officer & Secretary
- Patrick Zielinski - SVP, Market Operations

Directors of BOX Market LLC:

- Peter J. Layton (Chairman), Chief Executive Officer, Tallgrass Group, LLC
- Luc Bertrand, Vice Chair, National Bank Financial Group
- John McKenzie, CFO, TMX Group Inc.
- Milan Galik, Senior Vice President, Interactive Brokers Group, LLC
- David M. Battan, Vice President and General Counsel, Interactive Brokers Group, LLC
- William Easley (Vice Chairman), Managing Director, Aragon Solutions, Ltd.
- Marin Nitzov, Algorithmic Trader, Citadel Group
- Charles Mogilevsky, Managing Director, Citigroup Inc.
- Calin Ciordas-Ciurdariu, Managing Director, Credit Suisse Group
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- Peter Layton
- Charles Mogilevsky

Compensation Committee:

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- Milan Galik
- Ryan Gould

Executive Committee:

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- Ed Boyle
- William Easley
- Milan Galik
- John McKenzie

18-0351