



April 27, 2020

**Via Federal Express**

Ms. Jeanette Marshall  
Securities and Exchange Commission  
100 F Street, N.E.  
Mail Stop 7010  
Washington, DC 20549-0001

Re: ***Cboe C2 Exchange, Inc.  
Form 1 Amendment***

Dear Jeanette:

On behalf of Cboe C2 Exchange, Inc. (the “Exchange”), and in connection with the Cboe Form 1 that is on file with the Securities and Exchange Commission (“Commission”), enclosed please find one original and two copies of the Execution Page to Form 1 as well as the following exhibit<sup>1</sup>:

- Exhibit F (updated to include the most recent, final versions of agreements circulated to Members and other Users of the Exchange)

This amendment is filed in accordance with SEC Rule 6a-2 and is intended to replace Exhibit F currently on file with the Commission. Please do not hesitate to contact me if you have any questions or require anything further.

Sincerely,

A handwritten signature in black ink that reads 'Kyle Murray' in a cursive script.

Kyle Murray  
VP, Associate General Counsel  
913-815-7121  
Signature executed at 10:00am on 04/27/20

Enclosures

---

<sup>1</sup> See Attachment for a comprehensive list of updates to Exhibit F

## **Attachment**

*Summary of changes made to Exhibit F:*

- Added new form: Options Trading Permit Holder/Member Addendum to Designated Give Ups

**\*Based upon relief from the Commission staff and difficulties arising from COVID-19, we are making this filing without notarization. This document has been signed electronically.**

Form 1 Page 1 Execution Page	<b>U.S. SECURITIES AND EXCHANGE COMMISSION</b> <b>WASHINGTON, D.C. 20549</b>  <b>APPLICATION FOR, AND AMENDMENTS TO APPLICATION</b> <b>FOR, REGISTRATION AS A NATIONAL SECURITIES EXCHANGE</b> <b>OR EXEMPTION FROM REGISTRATION PURSUANT TO</b> <b>SECTION 5 OF THE EXCHANGE ACT</b>	Date filed (MM/DD/YY)  <b>04/27/20</b>	OFFICIAL USE ONLY
<p>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.</p>			
<b>INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS</b>			
<p><input type="checkbox"/> APPLICATION <span style="margin-left: 200px;"><input checked="" type="checkbox"/> AMENDMENT</span></p>			
<p>1. State the name of the applicant: <u>Cboe C2 Exchange, Inc.</u></p>			 20012057
<p>2. Provide the applicant's primary street address (Do not use a P.O. Box):  <u>400 South LaSalle Street</u>  <u>Chicago, Illinois 60605</u></p>			
<p>3. Provide the applicant's mailing address (if different):                  _____                  _____</p>			
<p>4. Provide the business telephone and facsimile number:  <u>(913) 815-7000</u> <span style="margin-left: 150px;"><u>(913) 815-7119</u></span>                  (Telephone) <span style="margin-left: 150px;">(Facsimile)</span></p>			
<p>5. Provide the name, title and telephone number of a contact employee:  <u>Kyle Murray</u> <span style="margin-left: 20px;">VP, Associate General Counsel, Cboe C2 Exchange, Inc.</span> <span style="margin-left: 20px;"><u>(913) 815-7121</u></span>                  (Name) <span style="margin-left: 100px;">(Title)</span> <span style="margin-left: 100px;">(Telephone Number)</span></p>			
<p>6. Provide the name and address of counsel for the applicant:  <u>Pat Sexton</u>  <u>400 S. LaSalle Street</u>  <u>Chicago, IL 60605</u></p>			
<p>7. Provide the date that applicant's fiscal year ends: <u>December 31</u></p>			
<p>8. Indicate legal status of the applicant: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Sole Partnership <input type="checkbox"/> Partnership  <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other (specify): _____</p> <p>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): <u>11/01/07</u> (b) State/Country of formation: <u>Delaware/United States of America</u>                  (c) Statute under which applicant was organized: <u>General Corporation Law of the State of Delaware</u></p>			
<p><b>EXECUTION:</b>                  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 statement 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.</p>			
<p>Date: <u>04/27/20</u> <span style="margin-left: 200px;"><u>Cboe C2 Exchange, Inc.</u></span>                  (MM/DD/YY) <span style="margin-left: 200px;">(Name of Applicant)</span></p>			
<p>By: <u>Kyle Murray</u> [signature executed at 10:00am on 04/27/20] <span style="margin-left: 50px;"><u>Kyle Murray, VP, Associate General Counsel</u></span>                  (Signature) <span style="margin-left: 150px;">(Printed Name and Title)</span></p>			
<p>Subscribed and sworn before me this <u>see header</u> day of <u>see header</u>, <u>see header</u> by <u>see header</u>                  (Month) <span style="margin-left: 50px;">(Year)</span> <span style="margin-left: 50px;">(Notary Public)</span></p>			
<p>My Commission expires <u>see header</u> County of <u>see header</u> State of <u>see header</u></p>			
<p><b>This page must always be completed in full with original, manual signature and notarization.</b>  <b>Affix notary stamp or seal where applicable.</b></p>			

**Exhibit F**

**Exhibit Request:**

A complete set of all forms pertaining to:

1. Application for membership, participation or subscription to the entity,
2. Application for approval as a person associated with a member, participant or subscriber of the entity, and
3. Any other similar materials.

**Response:**

Attached please find the following documents that have recently been added or updated:

- Options Trading Permit Holder/Member Addendum to Designated Give Ups – Routing Form: new form

