



September 17, 2020

Via Electronic Submission

Ms. Molly Kim
Assistant Director
Division of Trading and Markets
U.S. Securities and Exchange Commission
100 F Street N.E.
Washington, DC 20549

Re: BOX Exchange LLC
Amendment No. 38 to Form 1

Dear Ms. Kim:

Enclosed for filing is Amendment No. 38 to Form 1 (the "Amendment"). The Amendment includes an updated execution page and amendments to Exhibit C and Exhibit J.

Except as set forth above, neither the Form 1 nor any exhibits thereto are being changed by this Amendment No. 38.

This Amendment No. 38 has been signed electronically and is being filed without notarization based upon relief from Commission staff and difficulties arising from COVID-19.

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

Sincerely yours,

A handwritten signature in black ink that reads "L. J. Fall". The signature is written in a cursive, slightly slanted style.

Lisa J. Fall
President

cc: Johnna Dumler
Glen R. Openshaw, Esq.

Enclosures

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: _____

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



20012536

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

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

(Telephone)

(Facsimile)

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

(Name)

(Title)

(Telephone Number)

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

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

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): _____ (b) State/Country of formation: _____

(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: _____ (MM/DD/YY) _____ (Name of applicant)

By: A. J. Fall _____ (Signature) _____ (Printed Name and Title)

Subscribed and sworn before me this _____ day of _____, _____ by _____ (Month) (Year) (Notary Public)

My Commission expires _____ County of _____ State of _____

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



BOX EXCHANGE LLC

AMENDMENT No. 38 to FORM 1 APPLICATION and EXHIBITS

**The Form 1 application is hereby amended as set forth in this Amendment No. 38.
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:

- 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
- Luc Fortin, President and Chief Executive Officer of Montreal Exchange, and Global Head of Trading of TMX Group, Inc.
- Milan Galik, Senior Vice President, Interactive Brokers Group, LLC
- Scott M. Litvinoff, Chief Regulatory 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:

- Peter Layton
- Scott Litvinoff
- Charles Mogilevsky

Compensation Committee:

- Peter Layton
- Milan Galik
- Ryan Gould

Executive Committee:

- Peter Layton
- Luc Bertrand
- William Easley
- Luc Fortin
- Milan Galik



BOX Options Market LLC

9. Officers of BOX Options Market LLC:

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

Directors of BOX Options Market LLC:

- Peter J. Layton (Chairman), Chief Executive Officer, Tallgrass Group, LLC
- Luc Bertrand, Vice Chair, National Bank Financial Group
- Luc Fortin, President and Chief Executive Officer of Montreal Exchange, and Global Head of Trading of TMX Group, Inc.
- Milan Galik, Senior Vice President, Interactive Brokers Group, LLC
- Scott M. Litvinoff, Chief Regulatory 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:

- Peter Layton
- Scott Litvinoff
- Charles Mogilevsky

Compensation Committee:

- Peter Layton
- Milan Galik
- Ryan Gould

Executive Committee:

- Peter Layton
- Luc Bertrand
- Ed Boyle
- William Easley
- Luc Fortin
- Milan Galik



BOX Technology LLC

9. Officers of BOX Technology LLC:

- Will Easley, Chief Executive Officer
- Lisa Fall, Secretary

Directors of BOX Technology LLC:

- Peter J. Layton, Chief Executive Officer, BOX Holdings Group LLC
- Luc Bertrand, Vice Chair, National Bank Financial Group
- William Easley (Vice Chairman), Managing Director, Aragon Solutions, Ltd.
- Luc Fortin, President and Chief Executive Officer of Montreal Exchange, and Global Head of Trading of TMX Group, Inc.
- Milan Galik, Senior Vice President, Interactive Brokers Group, LLC



Amendment to:

Exhibit J

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.).



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

Amendment to Prior Response:

2. Directors:

Each of the following directors was elected on July 7, 2020 to a one-year term, each to serve until such person's replacement is duly elected or until such person's earlier death, disability, removal or resignation.

Name:	Title:	Primary Business:
Kurt Eckert	Participant Director	Options Trading
Sean Flynn	Participant Director	Options Trading
Peter Layton	BOX Holdings Director	CEO
Laurence Mollner	Non-Industry Director	None/Retired
Paul Stevens	Non-Industry Director	None/Retired
Robert Whaley	Non-Industry Public Director	Professor
Susan Whiting	Non-Industry Director	None/Retired

3. Committees:

Each of the following committee members was elected on July 7, 2020 to a one-year term, each to serve until such person's replacement is duly elected or until such person's earlier death, disability, removal or resignation.

Audit Committee

- Peter Layton
- Laurence Mollner
- Paul Stevens

Compensation Committee

- Laurence Mollner
- Paul Stevens
- Robert Whaley
- Susan Whiting

Regulatory Oversight Committee

- Laurence Mollner
- Paul Stevens
- Robert Whaley
- Susan Whiting



Risk Committee:

- Kurt Eckert
- Peter Layton
- Laurence Mollner
- Paul Stevens
- Robert Whaley

Nominating Committee

- Kurt Eckert
- Sean Flynn
- Peter Layton
- Laurence Mollner
- Paul Stevens
- Robert Whaley
- Susan Whiting