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May 5, 2022

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. 49 to Form I

Dear Ms. Kim:

Enclosed for filing is Amendment No. 49 to Form 1 (the "Amendment"). The Amendment includes an updated execution page and amendments to Exhibit C to reflect updates to the list of Directors and Committee Members, and Exhibit J to reflect a Committee update.

Except as set forth above, neither the Form 1 nor any exhibits thereto are being changed by this Amendment No. 49.

This Amendment No. 49 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, appearing to read 'Alanna Barton'.

Alanna Barton
General Counsel

cc: Johnna Dumler
Glen R. Openshaw, Esq.

Enclosures



BOX EXCHANGE LLC

AMENDMENT No. 49 to FORM 1 APPLICATION and EXHIBITS

The Form 1 application is hereby amended as set forth in this Amendment No. 49. 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

7. A copy of the BOX Holdings Group LLC Second Amended and Restated Limited Liability Company Agreement as amended by Amendment 1 is attached.

9. Officers of BOX Holdings Group LLC:

- Drew Haney, VP, Finance and Administration
- Lisa Ruggiero, Secretary

Directors of BOX Holdings Group LLC:

- Luc Bertrand, Vice Chair, National Bank Financial Group
- Frank DiLiso, Vice President, TMX Group 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
- Scott M. Litvinoff, Chief Regulatory Counsel, Interactive Brokers Group, LLC
- William Easley (Vice Chairman), Managing Director, Aragon Solutions, Ltd.
- Marin Nitzov, Director of Systematic Options Trading, Citadel Securities Principal Investments LLC
- Ashton Galya, Vice President, JP Morgan
- Kurt Eckert, Partner, Wolverine Holdings, L.P.
- Troy Kane, Head of Global Derivatives and FICC Development, Citadel Securities Principal Investments LLC

Committees:

Audit Committee:

- Frank DiLiso
- Will Easley
- Scott Litvinoff

Executive Committee:

- Luc Bertrand
- Frank DiLiso
- William Easley
- Luc Fortin
- Milan Galik
- Troy Kane



BOX Options Market LLC

9. Officers of BOX Options Market LLC:

- Patrick Zielinski, Chief Operating Officer & Interim CEO
- Lisa Ruggiero, VP, Legal Affairs and Secretary

Directors of BOX Options Market LLC:

- Luc Bertrand, Vice Chair, National Bank Financial Group
- Frank DiLiso, Vice President, TMX Group 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
- Scott M. Litvinoff, Chief Regulatory Counsel, Interactive Brokers Group, LLC
- William Easley (Vice Chairman), Managing Director, Aragon Solutions, Ltd.
- Marin Nitzov, Director of Systematic Options Trading, Citadel Group
- Ashton Galya, Vice President, JP Morgan
- Kurt Eckert, Partner, Wolverine Holdings, L.P.
- Troy Kane, Head of Global Derivatives and FICC Development, Citadel Securities Principal Investments LLC
- Marguerite Donovan, SVP Surveillance & Market Structure, BOX Exchange LLC

Committees:

Audit Committee:

- Frank DiLiso
- Will Easley
- Scott Litvinoff

Compensation Committee:

- Luc Bertrand
- Milan Galik
- Troy Kane

Executive Committee:

- Luc Bertrand
- Patrick Zielinski
- Frank DiLiso
- William Easley
- Luc Fortin
- Milan Galik
- Troy Kane



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BOX Technology LLC

9. Officers of BOX Technology LLC:

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

Directors of BOX Technology LLC:

- Luc Bertrand, Vice Chair, National Bank Financial Group
- Frank DiLiso, Vice President, TMX Group 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
- William Easley (Vice Chairman), Managing Director, Aragon Solutions, Ltd.
- Marguerite Donovan, SVP Surveillance & Market Structure, BOX Exchange LLC
- Patrick Zielinski, Chief Operating Officer & Interim CEO, BOX Options Market LLC



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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:

1. Officers:

Each of the following officers were elected to serve until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Name:	Title:	Date of Commencement:
Tony McCormick	Chief Executive Officer	April 28, 2011
Lisa Fall	President, Chief Legal Officer, and Secretary	April 28, 2011
Bruce Goodhue	Chief Regulatory Officer	January 1, 2014
Jamie Alano	Chief Risk and Information Security Officer	August 1, 2018
Rich Hadley	Chief Financial Officer	January 1, 2021

2. Directors:

Each of the following directors was elected on July 8, 2021 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
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:

Audit Committee

- Laurence Mollner
- Paul Stevens
- Susan Whiting



Compensation Committee

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

Facility Compliance Committee

- Kurt Eckert
- Larry Mollner
- Paul Stevens
- Bob Whaley
- Susan Whiting

Regulatory Oversight Committee

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

Risk Committee:

- Kurt Eckert
- Sean Flynn
- Laurence Mollner
- Paul Stevens
- Robert Whaley

Nominating Committee

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