



101 Arch Street
Suite 610
Boston, MA 02110

141 W Jackson Blvd,
Suite 280
Chicago, IL 60604

February 12, 2024

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. 72 to Form 1

Dear Ms. Kim:

Enclosed for filing is Amendment No. 72 to Form 1 (the "Amendment"). The Amendment includes an updated execution page and amendments to Exhibit J to reflect new Committee appointments, and Exhibit M to reflect Participant changes pursuant to Securities Exchange Act of 1934 Rule 6a-2(a).

Except as set forth above, neither the Form 1 nor any exhibits thereto are being changed by this Amendment No. 72.

This Amendment No. 72 is being filed electronically based upon relief from Commission staff.

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

Sincerely yours,


Alanna Barton
General Counsel

cc: Johnna Dumler
TM-Marketsupervision@sec.gov
Glen R. Openshaw, Esq.

Enclosures



| | | | |
|---------------------------------------|--|--|-------------------------|
| 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): 2/12/2024 | 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: 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):
_____ 24010369 _____
 4. Provide the applicant's business telephone and facsimile number:
617-235-2239 617-235-2253
(Telephone) (Facsimile)
 5. Provide the name, title, and telephone number of a contact employee:
Alanna Barton General Counsel 617-235-2239
(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: DLLCA Sec. 18-201

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.

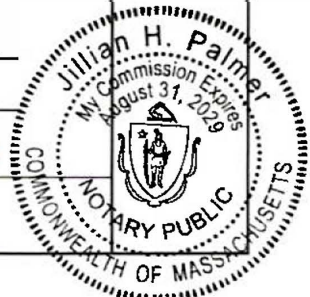
Date: 2/12/2024 BOX Exchange LLC
(MM/DD/YY) (Name of applicant)

By: Alanna Barton Alanna Barton, General Counsel
(Signature) (Printed Name and Title)

Subscribed and sworn before me this 12 day of February, 2024 by Jillian Palmer
(Month) (Year) (Notary Public)

My Commission expires 8/31/29 County of Suffolk State of Massachusetts

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. 72 to FORM 1 APPLICATION and EXHIBITS

The Form 1 application is hereby amended as set forth in this Amendment No. 72. The Form 1 application is not being modified in any respect other than to the extent set forth below.



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 by deleting the prior response in its entirety and inserting a new response to Exhibit J as set forth below.

Response:

1. Officers: [No Change]

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 Officer and Chief Information Security Officer | August 1, 2018 |
| Rich Hadley | Chief Financial Officer | January 1, 2021 |



2. Directors: [No Change]

Each of the following directors was elected on December 19, 2023 in accordance with the BOX Exchange LLC Bylaws.

| Name: | Title: | Primary Business: |
|------------------|--|--------------------------|
| Ed Boyle | Non-Industry Director, Class I | None/Retired |
| Kurt Eckert | Participant Director, Class III | Options Trading |
| Sean Flynn | Participant Director, Class I | Options Trading |
| Michael Ptasznik | Facility Director, Class II | Facility Director |
| Paul Stevens | Non-Industry Director, Class II | None/Retired |
| Robert Whaley | Non-Industry Public Director, Class II | Professor |
| Susan Whiting | Non-Industry Director, Class III | None/Retired |

3. Committees:

Audit Committee

- Ed Boyle
- Michael Ptasznik
- Paul Stevens
- Susan Whiting

Compensation Committee

- Paul Stevens
- Robert Whaley
- Susan Whiting

Regulatory Oversight Committee

- Ed Boyle
- Paul Stevens
- Robert Whaley
- Susan Whiting

Risk Committee:

- Ed Boyle
- Kurt Eckert
- Sean Flynn
- Michael Ptasznik
- Paul Stevens
- Robert Whaley
- Susan Whiting



BOXSM
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Nominating Committee

- Ed Boyle
- Kurt Eckert
- Sean Flynn
- Michael Ptasznik
- Paul Stevens
- Robert Whaley
- Susan Whiting



Amendment to:

Exhibit M

Request:

Provide an alphabetical list of all members, participants, subscribers or other users, including the following information:

1. Name;
2. Date of election to membership or acceptance as a participant, subscriber or other user;
3. Principal business address and telephone number;
4. If member, participant, subscriber or other user is an individual, the name of the entity with which such individual is associated and the relationship of such individual to the entity (e.g. partner, officer, director, employee, etc.);
5. Describe the type of activities primarily engaged in by the member, participant, subscriber, or other user (e.g. floor broker, specialist, odd lot dealer, other market maker, proprietary trader, non-broker dealer, inactive or other functions). A person shall be "primarily engaged" in an activity or function for purposes of this item when that activity or function is the one in which that person is engaged for the majority of their time. When more than one type of person at an entity engages in any of the six types of activities or functions enumerated in this item, identify each type (e.g. proprietary trader, Registered Competitive Trader and Registered Competitive Market Maker) and state the number of members, participants, subscribers, or other users in each; and
6. The class of membership, participation or subscription or other access.

Exhibit M is hereby amended by deleting the prior response in its entirety and inserting a new response to Exhibit M as set forth below.

Response:

A list of BOX Options Participants, including the requested information, is attached hereto as Exhibit M-1.



Exhibit M-1 – BOX Options Participants

BOX Exchange LLC Form 1 Amendment No. 72
Exhibit M-1 - List of BOX Options Participants

| 1. ORGANIZATION PRIMARY BUSINESS NAME | 2. BOX APPROVED | 3(a). PRINCIPAL BUSINESS ADDRESS | 3(b).PHONE NUMBER | 4. NOT APPLICABLE | 5. ACTIVITIES ENGAGED IN | 6. Class of Participation |
|--|------------------------|--|--------------------------|--|--|----------------------------------|
| ABN AMRO CLEARING USA LLC | 05/07/12 | 175 W. Jackson Blvd., Suite 2050, Chicago, IL 60604 | 312-604-8000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| APEX CLEARING CORPORATION | 06/06/12 | One Dallas Center, 350 N. St. Paul, Suite 1300, Dallas, TX 75201 | 214-765-1055 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| AXOS CLEARING LLC | 05/07/12 | 15950 W. Dodge Road, Suite 300, Omaha, NE 68118 | 402 384-6100 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| BARCLAYS CAPITAL INC. | 05/07/12 | 745 7th Avenue, New York, NY 10019 | 212-526-7000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| BELVEDERE TRADING LLC | 05/07/12 | 10 S. Riverside Plaza, Suite 2100, Chicago, IL 60606 | 312-893-3750 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic | See Previous Column |
| BMO CAPITAL MARKETS CORP | 05/09/12 | 151 W. 47th Street, New York, NY 10036 | 212-885-4000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| BNP PARIBAS SECURITIES CORP | 05/07/12 | 787 Seventh Avenue, New York, NY 10019 | 212-841-2000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| BOFA SECURITIES INC | 09/06/18 | One Bryant Park, New York, NY 10036 | 212-670-0454 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| BOLT-X LLC | 05/07/12 | 440 S. LaSalle Street, Suite 1525, Chicago, IL 60605 | 312-724-7176 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| CIBC WORLD MARKETS CORP. | 03/06/23 | 425 Madison Avenue, New York, NY 10017 | 212-856-4000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| CITADEL SECURITIES LLC | 05/07/12 | 200 South Biscayne Blvd. 33rd Floor, Miami, FL 33131 | 312-395-2100 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic and Trading Floor Market Maker | See Previous Column |
| CITADEL SECURITIES LLC | 05/07/12 | 200 South Biscayne Blvd. 33rd Floor, Miami, FL 33131 | 312-395-2100 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |

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|--|------------------------|---|--------------------------|--|--|----------------------------------|
| CITIGROUP GLOBAL MARKETS INC | 05/01/19 | 388 Greenwich Street, Tower Building, New York, NY 10013 | 716-730-8446 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| CREDIT SUISSE SECURITIES (USA) LLC | 05/07/12 | 11 Madison Avenue, New York, NY 10010 | 212-325-2000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| CTC, LLC | 05/11/21 | 425 S. Financial Plaza, 4th Floor, Chicago, IL 60605 | 312-863-8000 | Rule 2040(a) restricts participation on BOX. | Trading Floor Market Maker only | See Previous Column |
| DASH FINANCIAL TECHNOLOGIES LLC | 05/07/12 | 200 S, Wacker Drive, Suite 2450, Chicago, IL 60606 | 312-986-2006 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| DRW SECURITIES LLC | 06/06/18 | 540 West Madison Street, Suite 2500, Chicago, IL 60661 | 312-542-1000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| GLOBAL EXECUTION BROKERS, LP | 05/07/12 | 401 City Avenue, Bala Cynwyd, PA 19004 | 610-617-2600 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| GOLDMAN, SACHS & CO., LLC | 05/07/12 | 200 West Street, New York, NY 10282 | 212-902-1000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| GROUP ONE TRADING, L.P. | 10/05/16 | 425 S. Financial Plaza, Suite 3400, Chicago, IL 60605 | 312-347-8864 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic and Trading Floor Market Maker | See Previous Column |
| GTS SECURITIES LLC | 02/11/20 | 545 Madison Avenue, 15th Floor, New York, NY 10022 | 212-715-5901 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic | See Previous Column |
| HRT FINANCIAL, L.P. | 10/28/21 | 3 Wold Trade Center, 175 Greenwich Street, 76th Floor, New York, NY 10007 | 212 293-1444 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| IMC FINANCIAL MARKETS, LLC | 01/01/14 | 233 S. Wacker Drive, #4300, Chicago, IL 60606 | 312-244-3300 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic and Trading Floor Market Maker | See Previous Column |
| INSTINET, LLC | 05/07/12 | Worldwide Plaza, 309 West 49th Street, New York, NY 10019 | 212-310-9500 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |

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|--|------------------------|---|--------------------------|--|--|----------------------------------|
| INTERACTIVE BROKERS LLC | 05/07/12 | One Pickwick Plaza, Greenwich, CT 06830 | 203 618-5710 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| J.P. MORGAN SECURITIES LLC | 05/07/12 | 383 Madison Avenue, New York, NY 10179 | 212-272-2000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| JANE STREET CAPITAL, LLC | 10/04/16 | 250 Vesey Street, 5th Floor, New York, NY 10281 | 646-759-6000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| JANE STREET OPTIONS, LLC | 10/04/16 | 250 Vesey Street, 5th Floor, New York, NY 10281 | 646-759-6000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider and Trading Floor Market Maker | See Previous Column |
| JEFFERIES LLC | 05/07/12 | 520 Madison Avenue, New York, NY 10022 | 212-284-2300 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| MATRIX EXECUTIONS LLC | 05/07/12 | 141 W. Jackson Blvd., Suite 2020A, Chicago, IL 60604 | 312-334-8040 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider and Trading Floor Floor Broker | See Previous Column |
| MORGAN STANLEY & CO. LLC | 05/07/12 | 1585 Broadway, New York, NY 10036 | 212-761-4000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| NATIONAL FINANCIAL SERVICES LLC | 05/07/12 | 245 Summer Street, Boston, MA 02210 | 617-563-7000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| NOMURA SECURITIES INTERNATIONAL, INC | 05/07/12 | Worldwide Plaza, 309 West 49th Street, New York, NY 10019 | 212-667-9000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| OPTIVER US LLC | 03/16/23 | 130 E. Randolph Street, Suite 800, Chicago, IL 60601 | 312-203-6765 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic and Trading Floor Market Maker | See Previous Column |
| PEAK6 CAPITAL MANAGEMENT LLC | 05/07/12 | 141 W. Jackson Blvd., Suite 500, Chicago, IL 60604 | 312-444-8000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| PERSHING LLC | 05/07/12 | 1 Pershing Plaza, Jersey City, NJ 07399 | 201-413-2000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |

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|--|------------------------|--|--------------------------|--|--|----------------------------------|
| RBC CAPITAL MARKETS, LLC | 05/07/12 | 3 World Financial Center, 200 Vesey Street, New York, NY 10281 | 212-858-7000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| RFA SECURITIES LLC | 08/04/21 | 2929 Walnut Street, 8th Floor, Philadelphia, PA 19104 | 215-239-6079 | Rule 2040(a) restricts participation on BOX. | Trading Floor - Floor Broker Only | See Previous Column |
| RQD* CLEARING LLC | 05/07/12 | 250 Vesey Street, Suite 2601, New York, NY 10281 | 646-804-7900 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| SG AMERICAS SECURITIES, LLC | 05/07/12 | 245 Park Avenue, New York, NY 10167 | 212-278-6000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| SIMPLEX TRADING, LLC | 08/05/16 | 230 S. LaSalle Street, Suite 8-500, Chicago, IL 60604 | 312-360-2440 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic | See Previous Column |
| SUSQUEHANNA INVESTMENT GROUP | 02/08/24 | 401 City Avenue, Suite 220, Bala Cynwyd, PA 19004 | 610-617-2600 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic | See Previous Column |
| SUSQUEHANNA SECURITIES LLC | 05/07/12 | 401 City Avenue, Suite 220, Bala Cynwyd, PA 19004 | 610-617-2600 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic and Trading Floor Market Maker | See Previous Column |
| TRADITION SECURITIES AND DERIVATIVES LLC | 07/21/22 | 32 Old Slip, 28th Floor, New York, NY 10005 | 212-943-6567 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| TWO SIGMA SECURITIES LLC | 08/02/17 | 100 Avenue of the Americas, 2nd Floor, New York, NY 10013 | 212-625-5700 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic | See Previous Column |
| UBS FINANCIAL SERVICES INC | 05/09/12 | 1200 Harbor Blvd., Weehawken, NJ 07086 | 201-352-3000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| UBS SECURITIES LLC | 05/07/12 | 1285 Avenue of the Americas, New York, NY 10019 | 203-719-3000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| VIRTU AMERICAS LLC | 08/09/23 | 1633 Broadway, 41st Floor, New York, NY 10019 | 949-394-6622 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic | See Previous Column |

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Exhibit M-1 - List of BOX Options Participants

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|---------------------------------------|-----------------|--|-------------------|--|--|---------------------------|
| VISION FINANCIAL MARKETS LLC | 08/05/21 | 120 Long Ridge Road, 3 North, Stamford, CT 06902 | 203-489-0447 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| WALLEYE TRADING LLC | 05/07/12 | 2800 Niagra Lane North, Plymouth, MN 55447 | 952 345-6611 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| WEDBUSH SECURITIES INC. | 05/07/12 | 1000 Wilshire Blvd, Suite 900, Attn: Compliance, Los Angeles, CA 90017 | 213-688-8090 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| WELLS FARGO SECURITIES, LLC | 05/07/12 | 550 S. Tryon Street, 6th Floor, D1086-060, Charlotte, NC 28202 | 704-410-1913 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider | See Previous Column |
| WOLVERINE EXECUTION SERVICES, LLC | 05/07/12 | 175 W. Jackson Blvd., Suite 200, Chicago, IL 60604 | 312-884-4000 | Rule 2040(a) restricts participation on BOX. | Order Flow Provider and Trading Floor - Floor Broker | See Previous Column |
| WOLVERINE TRADING, LLC | 05/07/12 | 175 W. Jackson Blvd., Suite 200, Chicago, IL 60604 | 312-884-4000 | Rule 2040(a) restricts participation on BOX. | Market Maker - Electronic and Trading Floor Market Maker | See Previous Column |
| XR SECURITIES LLC | 05/17/21 | 550 W. Jackson Blvd., Suite 1000, Chicago, IL 60661 | 312-244-4500 | Rule 2040(a) restricts participation on BOX. | Order Floor Provider | See Previous Column |