



August 17, 2016

Mr. Brent J. Fields  
Secretary  
U.S. Securities and Exchange Commission  
100 F. Street N.E.  
Washington, D.C. 20549-1090

**RE: Equity Market Structure Advisory Committee (File No. 265-29)  
NMS Plan Governance Recommendations**

Dear Mr. Fields:

Bats Global Markets, Inc. (“Bats”) appreciates the opportunity to comment on recent recommendations made by the Equity Market Structure Advisory Committee (“EMSAC”) to the Securities and Exchange Commission (“SEC” or “Commission”) regarding NMS Plan governance. On July 8, 2016, the EMSAC formally adopted the recommendations of its Trading Venues Regulation Subcommittee to implement changes to the NMS Plan governance structure, including expanding, formalizing and making uniform the role of Advisory Committees.<sup>1</sup>

Bats supports the EMSAC’s recommendations regarding the role of Advisory Committees and believes they would strengthen NMS Plan governance by providing enhanced involvement to industry participants, specifically broker-dealers and investment advisors. Today, Advisory Committees to each NMS Plan’s Operating Committees are primarily comprised of industry representatives. Advisory Committees have no formal vote on matters before the Operating Committee nor do they have formal recourse should their recommendation not be addressed by the Operating Committee. Given the impact NMS Plans have on industry participants, as a matter of fundamental fairness Bats agrees with the parameters of the EMSAC’s recommendation to provide Advisory Committees the right to vote before any matter on which the Operating Committee votes. Bats also supports the EMSAC’s recommendation to allow an Advisory Committee to make its own recommendations to the Operating Committee and that the Operating Committee respond in some manner to those recommendations. Bats believes these recommendations by the EMSAC are a significant step forward towards further empowering Advisory Committees and recognizes the importance of industry involvement in such committees and their role in NMS Plan governance.

Bats recently sought increased involvement by industry participants in NMS Plan governance. In early 2015, Bats submitted proposals to the UTP and CTA/CQ Plans’ Operating Committees to allow one broker-dealer and one investment advisor representative as full voting members. These proposals were not designed to be a final recommendation; but to rather act as a

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<sup>1</sup> See EMSAC’s *Recommendations Regarding Enhanced Industry Participation in Certain SRO Regulatory Matters*, dated June 10, 2016.

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strawman to facilitate further discussions on how to increase participation by industry participants in the governance of the UTP and CTA/CQ Plans. Bats was unable to obtain sufficient support from the Operating Committee to move that initiative forward; hence, Bats applauds the EMSAC for its recommendations to the Commission as we believe they would properly enhance the role of industry participants in NMS Plan governance, which was the primary goal of the Bats proposals.

Bats appreciates the opportunity to comment on the above recommendations. Please feel free to contact me if you have any questions related this matter.

Sincerely,



Eric Swanson  
General Counsel