

August 28, 2017

Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: File No. SR-BatsEDGX-2017-23, Amendment No. 1

Dear Mr. Fields:

On August 25, 2017, Bats EDGX Exchange, Inc. (the "Exchange") filed with the Securities and Exchange Commission (the "Commission") Amendment No. 1 to SR-BatsEDGX-2017-23, which was originally submitted on May 15, 2017 (the "Proposal"). Amendment No. 1 was submitted in order to clarify certain points and add additional rule text to clarify aspects of the Proposal. Pursuant to the Proposal, the Exchange proposed to modify various requirements for the collection of information that is duplicative of information intended to be collected for the consolidated audit trail ("CAT") adopted pursuant to the National Market System Plan Governing the Consolidated Audit Trail (the "CAT NMS Plan" or "Plan") once Members are effectively reporting to the CAT and the CAT's accuracy and reliability meet certain standards as described in the Proposal. In order to provide notice for public review of this Amendment No. 1, in addition to posting on the Exchange's public website, the Exchange is filing this comment letter with the Commission.

Sincerely,

A handwritten signature in black ink, appearing to read "Anders Franzon".

Anders Franzon
SVP, Associate General Counsel

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Partial Amendment No. 1 to SR-BatsEDGX-2017-23

Bats EDGX Exchange, Inc. (the “Exchange” or “EDGX”) is filing this Partial Amendment No. 1 to SR-BatsEDGX-2017-23, which was originally submitted on May 15, 2017 (the “Proposal”). Pursuant to the Proposal, the Exchange proposed to modify various requirements for the collection of information that is duplicative of information intended to be collected for the consolidated audit trail (“CAT”) adopted pursuant to the National Market System Plan Governing the Consolidated Audit Trail (the “CAT NMS Plan” or “Plan”) once Members are effectively reporting to the CAT and the CAT’s accuracy and reliability meet certain standards as described in the Proposal. The Commission published the proposed rule change for public comment in the Federal Register on June 1, 2017.¹

With this Partial Amendment No. 1, the Exchange is including Exhibit 4, which reflects changes to the text of the proposed rule change pursuant to this Partial Amendment No. 1, and Exhibit 5, which reflects the changes to the current rule text that are proposed in the Proposal, as amended by this Partial Amendment No. 1.

This Partial Amendment No. 1 makes the following changes to the Proposal: (1) it adds introductory language into Rule 22.7 to clarify that, if the SEC approves the proposed rule change, Rule 22.7 will be modified upon announcement by the Exchange that the CAT has achieved a sufficient level of accuracy and reliability; and (2) it amends the Interpretations and Policies to Rule 4.2 and Rule 24.4 to clarify that the Exchange will not request trade data or information, and Members (including Options Members)

¹ Securities Exchange Act Release No. 80795 (May 26, 2017), 82 FR 25374 (June 1, 2017) (SR-BatsEDGX-2017-23).

will not be required to provide trade data or information, pursuant to such Rule for trades or information reported to the CAT after the Exchange announces that it has determined that the accuracy and reliability of the CAT are sufficient to replace requests pursuant to such Rule.

As part of the Proposal, to comply with certain provisions of the Plan,² the Exchange discussed the specific accuracy and reliability standards the CAT must meet for the Exchange to modify its rules as proposed. The Proposal notes that the Exchange believes the Rule provisions and related systems described above may be retired at a date after all Industry Members are reporting to the CAT when the proposed error rate thresholds have been met, and the Exchange has determined that its usage of the CAT Data has not revealed material issues that have not been corrected, confirmed that the CAT includes all data necessary to allow the Exchange to continue to meet its surveillance obligations, and confirmed that the Plan Processor is sufficiently meeting all of its obligations under the CAT NMS Plan.

If the Commission approves the proposed rule change, the rule text to modify the rules will be effective; however, Exchange will announce the implementation date of the proposed rule change (i.e., the modification of the rules) in a Regulatory Circular that will be published once the Exchange concludes the thresholds for accuracy and reliability described in the Proposal have been met and that the CAT Plan Processor is sufficiently meeting all of its obligations. Because the time period for implementation for the modification of the rules could be significant, the Exchange is proposing in this Partial Amendment No. 1 to add language into Rule 22.7 that would alert Members that the SEC

² See CAT NMS Plan, Appendix C, Section C.9.

has approved a proposed rule change to modify the Rule upon announcement by the Exchange that the CAT has achieved a sufficient level of accuracy and reliability. The rule text would also note that, upon this announcement by the Exchange, Options Members will no longer be required to report order and transaction information pursuant to Rule 22.7. The Exchange believes that adding this language into Rule 22.7 would help to alert Options Members of the status of the amended Rule and is proposing that this language be added to Rule 22.7 upon approval of the Proposal by the SEC.

In addition to the modification described above, this Amendment No. 1 to the Proposal adds new Interpretation and Policy .03 to Rule 4.2 to clarify how the Exchange will request data under these rules after members are reporting to the CAT. As noted in the Proposal and consistent with the description above, the Exchange believes that the CAT must meet certain minimum accuracy and reliability standards before the Exchange could rely on the CAT to replace existing regulatory tools, including its ability to request order and trade information from Members. As proposed, Rule 4.2 will not be deleted from the Exchange's Rulebook; rather, the Proposal adds an Interpretation and Policy to the Exchange's Rules to accommodate the fact that Exchange requests will still be necessary for transactions occurring before reporting to the CAT commences and for transactions involving securities that are not reportable to the CAT.

In this Partial Amendment No. 1, the Exchange is proposing to adopt rule text in Interpretation and Policy .03 to Rule 4.2 to clarify that the Exchange will not request trade data or information, and Members will not be required to provide trade data or information, for trades reported to the CAT after Exchange announces that it has

determined that the accuracy and reliability of the CAT are sufficient to replace requests pursuant to the Rule.

In addition to the changes described above, the Exchange proposes to adopt similar language in Rule 24.4. In the Proposal, the Exchange proposed rule text that stated that the Exchange will request trade data or information only if the trade data or information is not available in the CAT because, for example, the transaction(s) in question occurred before the Member was reporting information to the CAT or involved securities that are not reportable to the CAT. The Exchange is proposing changes to this language to make clear that, after the CAT achieves the accuracy and reliability standards set forth in the Proposal, the Exchange will only use CAT to obtain trading information and will make requests under the Rule 24.4 only for transactions that occurred before the CAT achieved sufficient levels of accuracy and reliability or transactions that involve securities that are not reportable to the CAT (e.g., fixed income securities, OTC options).

The Exchange believes that the proposed changes clarify and add additional detail to the Proposal, as further described below, and are consistent with the Securities Exchange Act of 1934 in that they would further clarify and add additional detail to the Proposal and eliminate potential confusion.

EXHIBIT 4

Exhibit 4 shows the changes proposed in this Partial Amendment No. 1, with the proposed changes in the original filing shown as if adopted. Proposed new language in this Partial Amendment No. 1 is underlined; proposed deletions in this Partial Amendment No. 1 are in brackets.

Rules of Bats EDGX Exchange, Inc.

Rule 4.2. Furnishing of Records

(No change.)

Interpretations and Policies

.01-.02 (No change.)

.03 The Exchange will not request trade data or information, and Members will not be required to provide trade data or information, for trades reported to the CAT after the Exchange announces that it has determined that the accuracy and reliability of the CAT are sufficient to replace requests pursuant to this Rule.

* * * * *

Rule 22.7. Securities Accounts of Market Makers

The SEC has approved a proposed rule change to amend Rule 22.7 upon announcement by the Exchange that the Consolidated Audit Trail has achieved a sufficient level of accuracy and reliability. Upon this announcement by the Exchange, Options Members will no longer be required to record and report certain order and transaction information pursuant to Rule 22.7.

- (a) (No change.)
- (b) Reports of Positions.

Each Market Maker shall, upon request and in the prescribed form, report to the Exchange opening and closing positions in securities underlying options traded on the Exchange or securities convertible into or exchangeable for such underlying securities held in each account reported pursuant to paragraph (a) of this Rule.

- (c) (No change.)

Interpretations and Policies

.01 Reports of accounts and positions required to be filed with EDGX Options pursuant to this Rule relate only to accounts in which a Market Maker, as an individual, directly or

indirectly controls trading activities or has a direct interest in the profits or losses of such account. Such reports would be required for accounts over which a Market Maker exercises investment discretion as well as a Market Maker's proprietary accounts.

* * * * *

Rule 24.4. Automated Submission of Trade Data

(a) An Options Member shall submit requested trade data elements, in such automated format as may be prescribed by the Exchange from time to time, in regard to a transaction(s) that is the subject of the particular request for information. [The Exchange will request information under this Rule only if the information is not available in the CAT because, for example, the transaction(s) in question occurred before the firm was reporting information to the CAT or involved securities that are not reportable to the CAT.]The Exchange will not request trade data or information, and Options Members will not be required to provide trade data or information, for trades reported to the CAT after the Exchange announces that it has determined that the accuracy and reliability of the CAT are sufficient to replace requests pursuant to this Rule.

(b)-(e) (No change.)

* * * * *

EXHIBIT 5

Proposed new language is underlined; proposed deletions are in brackets.

Rules of Bats EDGX Exchange, Inc.

* * * * *

Rule 4.2. Furnishing of Records

(No change.)

Interpretations and Policies

.01-.02 (No change.)

.03 The Exchange will not request trade data or information, and Members will not be required to provide trade data or information, for trades reported to the CAT after the Exchange announces that it has determined that the accuracy and reliability of the CAT are sufficient to replace requests pursuant to this Rule.

* * * * *

Rule 22.7. Securities Accounts [and Orders] of Market Makers

The SEC has approved a proposed rule change to amend Rule 22.7 upon announcement by the Exchange that the Consolidated Audit Trail has achieved a sufficient level of accuracy and reliability. Upon this announcement by the Exchange, Options Members will no longer be required to record and report certain order and transaction information pursuant to Rule 22.7.

- (a) (No change.)
- (b) Reports of [Orders]Positions.

Each Market Maker shall, upon request and in the prescribed form, report to the Exchange [every order entered by the Market Maker for the purchase or sale of (1) a security underlying options traded on EDGX Options, or (2) a security convertible into or exchangeable for such underlying security, as well as] opening and closing positions in [all such securities]securities underlying options traded on the Exchange or securities convertible into or exchangeable for such underlying securities held in each account reported pursuant to paragraph (a) of this Rule. [The report pertaining to orders must include the terms of each order, identification of the brokerage firms through which the orders were entered, the times of entry or cancellation, the times report of execution were received and, if all or part of the order was executed, the quantity and execution price.]

- (c) (No change.)

Interpretations and Policies

.01 Reports of accounts and [transactions]positions required to be filed with EDGX Options pursuant to this Rule relate only to accounts in which a Market Maker, as an individual, directly or indirectly controls trading activities or has a direct interest in the profits or losses of such account. Such reports would be required for accounts over which a Market Maker exercises investment discretion as well as a Market Maker's proprietary accounts.

* * * * *

Rule 24.4. Automated Submission of Trade Data

(a) An Options Member shall submit requested trade data elements, in such automated format as may be prescribed by the Exchange from time to time, in regard to a transaction(s) that is the subject of the particular request for information. The Exchange will not request trade data or information, and Options Members will not be required to provide trade data or information, for trades reported to the CAT after the Exchange announces that it has determined that the accuracy and reliability of the CAT are sufficient to replace requests pursuant to this Rule.

(b)-(e) (No change.)

* * * * *