

August 28, 2017

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

Re: File No. SR-CBOE-2017-041, Amendment No. 1

Dear Mr. Fields:

On August 25, 2017, the Chicago Board Options Exchange, Incorporated (the "Exchange") filed with the Securities and Exchange Commission (the "Commission") Amendment No. 1 to SR-CBOE-2017-041, which was originally submitted on May 15, 2017 (the "Proposal"). Amendment No. 1 was submitted in order to clarify certain points, including the addition of rule text intended 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,



Anders Franzon  
SVP, Associate General Counsel

*Required fields are shown with yellow backgrounds and asterisks.*

Page 1 of \* 12 SECURITIES AND EXCHANGE COMMISSION File No.\* SR - 2017 - \* 041  
WASHINGTON, D.C. 20549  
Form 19b-4 Amendment No. (req. for Amendments \*) 1

Filing by Chicago Board Options Exchange  
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

<b>Initial *</b>	<b>Amendment *</b>	<b>Withdrawal</b>	<b>Section 19(b)(2) *</b>	<b>Section 19(b)(3)(A) *</b>	<b>Section 19(b)(3)(B) *</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<b>Rule</b>		
<b>Pilot</b>	<b>Extension of Time Period for Commission Action *</b>	<b>Date Expires *</b>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

<b>Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010</b>	<b>Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934</b>
<b>Section 806(e)(1) *</b>	<b>Section 806(e)(2) *</b>
<input type="checkbox"/>	<input type="checkbox"/>
<b>Section 3C(b)(2) *</b>	
<input type="checkbox"/>	

<b>Exhibit 2 Sent As Paper Document</b>	<b>Exhibit 3 Sent As Paper Document</b>
<input type="checkbox"/>	<input type="checkbox"/>

**Description**

Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).

**Contact Information**

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name \* Anders Last Name \* Franzon

Title \* SVP, Associate General Counsel

E-mail \* [REDACTED]

Telephone \* [REDACTED] Fax

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title \*)

Date 08/25/2017 SVP, Associate General Counsel

By Anders Franzon [REDACTED]

(Name \*)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

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**

Add Remove View

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**

Add Remove View

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-CBOE-2017-041**

The Chicago Board Options Exchange, Incorporated (the “Exchange” or “CBOE”) is filing this Partial Amendment No. 1 to SR-CBOE-2017-041, 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 Trading Permit Holders and TPH organizations 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.<sup>1</sup>

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 Rules 6.24 and 8.9 to clarify that, if the SEC approves the proposed rule change, such Rules will be modified upon announcement by the Exchange that the CAT has achieved a sufficient level of accuracy and reliability; and (2) it amends Rules 15.7 and Interpretation and Policy .04 to Rule 17.2 to clarify that the

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<sup>1</sup> Securities Exchange Act Release No. 80797 (May 26, 2017), 82 FR 25429 (June 1, 2017) (SR-CBOE-2017-041).

Exchange will not request trade data or information, and Trading Permit Holders and TPH organizations 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 Rules.

As part of the Proposal, to comply with certain provisions of the Plan,<sup>2</sup> 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

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<sup>2</sup> See CAT NMS Plan, Appendix C, Section C.9.

Amendment No. 1 to add language into Rules 6.24 and 8.9 that would alert Trading Permit Holders and TPH organizations that the SEC 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, Trading Permit Holders and TPH organizations will no longer be required to report order and transaction information pursuant to such Rules. The Exchange believes that adding this language into Rules 6.24 and 8.9 would help to alert Trading Permit Holders and TPH organizations of the status of the amended Rule and is proposing that this language be added to the Rules 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 .06 to Rule 17.2 to clarify how the Exchange will request data under these rules after Trading Permit Holders and TPH organizations 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 Trading Permit Holders and TPH organizations. As proposed, Rule 17.2 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 .06 to Rule 17.2 to clarify that the Exchange will not request trade data or information, and Trading Permit Holders and TPH organizations 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 and such information is available through the CAT.

In addition to the changes described above, the Exchange proposes to adopt similar language in Rule 15.7. 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 Trading Permit Holders and TPH organizations 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 15.7 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.

**Chicago Board Options Exchange, Incorporated  
Rules**

\* \* \* \* \*

**Rule 6.24. Required Order Information**

The SEC has approved a proposed rule change to amend Rule 6.24 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, Trading Permit Holders and TPH organizations will no longer be required to record and report certain order and transaction information pursuant to Rule 6.24.

(a) – (b) (No change.)

**... Interpretations and Policies:**

**.01 -.07** No change.

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**Rule 8.9. Securities Accounts of Market-Makers**

The SEC has approved a proposed rule change to amend Rule 8.9 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, Trading Permit Holders and TPH organizations will no longer be required to record and report certain order and transaction information pursuant to Rule 8.9.

(a) - (c) No change.

**... Interpretations and Policies:**

**.01 – .08** No change.

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**Rule 15.7. Automated Submission of Trading Data**

A Trading Permit Holder or TPH organization shall submit the trade data elements specified below in such automated format as may be prescribed by the Exchange from time to time, in regard to such transaction or transactions that are the subject of a particular request for information made by the Exchange. [The Exchange will request information under this Rule only if the information is not available in the CAT because, for example, the transactions 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 Trading Permit Holders or TPH organizations 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.

(a) If the transaction was a proprietary transaction effected or caused to be effected by the Trading Permit Holder or TPH organization for any account in which such Trading Permit Holder or TPH organization, or any member, allied member, approved person, partner, officer, director, or employee thereof, is directly or indirectly interested, such Trading Permit Holder or TPH organization shall submit or cause to be submitted the following information:

1. – 8. No change.

(b) No change.

\* \* \* \* \*

**Rule 17.2. Complaint and Investigation**

(a) – (d) No change.

***Interpretations and Policies:***

.01-.05 No change.

.06 The Exchange will not request trade data or information, and Trading Permit Holders or TPH organizations 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.

\* \* \* \* \*

EXHIBIT 5

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

**Chicago Board Options Exchange, Incorporated**  
**Rules**

\* \* \* \* \*

**Rule 6.24. Required Order Information**

The SEC has approved a proposed rule change to amend Rule 6.24 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, Trading Permit Holders and TPH organizations will no longer be required to record and report certain order and transaction information pursuant to Rule 6.24.

(a) Orders Must Be Systematized. [The Exchange has undertaken with the other options exchanges to develop a Consolidated Options Audit Trail System (“COATS”), which when fully developed and implemented, will provide an accurate, time-sequenced record of electronic and other orders, quotations, and transactions in certain option classes listed on the Exchange. Unless otherwise provided, the requirements of this Rule shall commence on January 10, 2005. In connection with the implementation of COATS:]

(1) – (4) No change.

(b) No change.

[(c) *Executions.* A Trading Permit Holder transmitting from the floor a report of the execution of an order must record the time at which a report of such execution is received by such Trading Permit Holder.]

**. . . Interpretations and Policies:**

**.01** Any Trading Permit Holder desiring to use an order form other than those provided by the Exchange must submit such form to the Exchange and obtain its approval prior to using such form on the Floor. [When approving a]An order form other than those provided by the Exchange[, the Exchange shall ensure that the form complies] must at a minimum comply with the requirements of CAT[COATS].

**.02** [(a) ]The use of hand signal communications on the floor of the Exchange may be used to initiate an order, to increase or decrease the size of an order, to change an order’s limit, to cancel an order, or to activate a market order. Any initiation, cancellation, or change of an

order relayed to a floor broker through the use of hand signals also must be systematized in accordance with paragraph (a) of this Rule. All other rules applicable to order preparation and retention, and reporting duties are applicable to orders under this Interpretation, except that the record-keeping obligation lies with the Trading Permit Holder signaling the order where a hand signal is used. All cancellations and changes of orders held by the Order Book Official must be provided in written form or electronically, and also must be systematized in accordance with paragraph (a) of this Rule.

**.03** The Exchange will from time to time prescribe the form of Telephone and Terminal Order Formats in a Manual and the contents of this Manual are hereby incorporated in these Rules and will have full force and effect as if fully set forth herein. The Telephone and Terminal Order Formats in the Manual [shall]will at a minimum comply with the requirements of [COATS]CAT.

**.04** Accommodation liquidations as described in Rule 6.54 are exempt from the requirements of this Rule. However, the Exchange maintains quotation, order and transaction information for accommodation liquidations in the same format as the [COATS]CAT data is maintained, and will make such information available to the SEC upon request.

**.05** FLEX Options, as described in Chapters XXIVA and XXIVB of the Rules, are exempt from the requirements of this Rule. However, the Exchange will maintain as part of its audit trail quotation, order and transaction information for FLEX Options in a form and manner that is substantially similar to the form and manner as the [COATS]CAT data is maintained, and will make such information available to the SEC upon request.

**.06** Any proprietary system approved by the Exchange on the Exchange's trading floor which receives orders will be considered an Exchange system for purposes of paragraph (a)(1) of this Rule. Any proprietary system approved by the Exchange [shall]must at a minimum have the functionality to comply with the requirements of [COATS]CAT.

**.07** No change.

\* \* \* \* \*

### **Rule 8.9. Securities Accounts [and Orders ]of Market-Makers**

*The SEC has approved a proposed rule change to amend Rule 8.9 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, Trading Permit Holders and TPH organizations will no longer be required to record and report certain order and transaction information pursuant to Rule 8.9.*

(a) No change.

(b) *Reports of [Orders]Positions*. Each Market-Maker shall, upon the request of the Exchange and in the prescribed form, report to the Exchange [every order entered by the Market-Maker for the purchase or sale of (i) a security underlying options traded on the Exchange, or (ii) 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 – .06** No change.

**.07** Reports of accounts and [orders]positions required to be filed pursuant to paragraphs (a) and (b) of Rule 8.9 relate only to accounts in which a Market-Maker, individually, directly or indirectly, controls trading activities or has a direct interest in the profits or losses of such accounts. Thus, reports would be required for accounts over which a Market-Maker exercises investment discretion as well as for his proprietary accounts. For purposes of Rule 8.9, related securities include securities convertible into or exchangeable for underlying securities.

**.08** No change.

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**Rule 15.7. Automated Submission of Trading Data**

A Trading Permit Holder or TPH organization shall submit the trade data elements specified below in such automated format as may be prescribed by the Exchange from time to time, in regard to such transaction or transactions that are the subject of a particular request for information made by the Exchange[:]. The Exchange will not request trade data or information, and Trading Permit Holders or TPH organizations 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.

(a) [i]If the transaction was a proprietary transaction effected or caused to be effected by the Trading Permit Holder or TPH organization for any account in which such Trading Permit Holder or TPH organization, or any member, allied member, approved person, partner, officer, director, or employee thereof, is directly or indirectly interested, such Trading Permit Holder or TPH organization shall submit or cause to be submitted the following information:

1. – 8. No change.

(b) No change.

\* \* \* \* \*

#### **Rule 17.2. Complaint and Investigation**

(a) – (d) No change.

#### ***Interpretations and Policies:***

.01-.05 No change.

.06 The Exchange will not request trade data or information, and Trading Permit Holders or TPH organizations 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.

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