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Filing by Cboe Exchange, Inc.
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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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 * Last Name *
 Title *
 E-mail *
 Telephone * 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
 By

(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 EFFS 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.

Item 1. Text of the Proposed Rule Change

(a) Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) proposes to amend Rules 5.37, 5.38 and Rule 5.73. The Exchange initially submitted this rule filing SR-CBOE-2020-052 to the Securities and Exchange Commission (“Commission”) on June 3, 2020 (the “Initial Rule Filing”). This Amendment No. 1 supersedes the Initial Rule Filing and replaces it in its entirety. Amendment No. 1 amends the Initial Rule Filing to add that if the stop price is enabled for SPX in an AIM auction, it will apply to all AIM auctions in SPX, to correct a cross-reference within the proposed rules, to clarify that the proposed rule applies to Index Combo Orders in SPX, as well as add detail and clarity in the Form 19b-4 to the examples of the price improvement process for Index Combo Orders in SPX and the overall purpose of amending the minimum increment for auction responses in connection with Index Combo Orders in SPX. The text of the proposed rule change is provided in Exhibit 5.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on May 27, 2020.

(b) Please refer questions and comments on the proposed rule change to Pat Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Rebecca Tenuta, (312) 786-7068, Cboe Exchange, Inc., 400 South LaSalle, Chicago, Illinois 60605.

Item 3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The Exchange proposes to amend Rule 5.38 and Rule 5.73 regarding the minimum increment for Complex Automated Improvement Mechanism (“C-AIM”) and FLEX AIM Auction responses, respectively, in connection with Index Combo Orders in SPX,¹ as well as Rule 5.37, Rule 5.38, and Rule 5.73 in connection with dissemination of the stop price in auction notification messages for auctions in SPX.

By way of background, the Exchange recently activated the Automated Improvement Mechanism (“AIM”) and C-AIM Auctions in S&P 500 Index (“SPX”) options.² When submitting an Agency Order into a C-AIM Auction, the Initiating Member must also submit a contra-side second order for the same size as the Agency Order. This second order guarantees that the Agency Order will receive an execution (i.e., it acts as a stop). Upon commencement of a C-AIM Auction, market participants submit responses to trade against the Agency Order. At the end of an auction, depending on the contra-side interest available, the contra order may be allocated a certain percentage of the Agency Order.³

¹ Amendment No. 1 clarifies throughout the Form 19b-4 and in the Exhibit 5 that the proposed rule change is applicable to Index Combo Orders in SPX.

² The Exchange notes FLEX AIM in SPX had been activated prior to March 16, 2020.

³ See generally Rule 5.38(e). The Exchange notes, too, that the same process applies to the FLEX AIM Auction pursuant to the FLEX Rules. See generally Rule 5.73(e).

provision is subject to the crossing rules in Rule 5.86 (subject to certain exceptions), which require disclosure of all terms and conditions to the crowd (including the price) prior to executing a cross.⁷

Moreover, orders in SPX generally take on greater risk than in other option classes. SPX options tend to have a higher notional value than options in other classes (e.g., they are ten times the notional size of SPY options), trade much larger size than in other options classes (indeed, even smaller sized orders in SPX would be considered fairly large size in other classes), and effect increasingly more complex strategies than executed in other classes (e.g., Index Combo orders are more frequently submitted) or executed electronically (e.g., in open outcry complex orders trade with larger ratios that may be negotiated by the trading crowd). Given these factors, SPX Market-Makers on the floor generally have more confidence in the pricing of their responses as the crosses start with a request for market and the trading crowd then provides a “ballpark” of the prices at which they are willing to trade and a Market-Maker may thus more confidently base response on the market of other members of the trading crowd. The Exchange notes, too, that these unique factors and more complex characteristics of SPX have contributed to the Exchange’s historical determination to not activate AIM and C-AIM in SPX when the floor is open, whereas the auctions have historically been activated in all other options classes.⁸

⁷ See Rule 5.87, Interpretation and Policy .05.

⁸ Amendment No. 1 adds additional clarification regarding the differences between SPX and other classes and the role of such differences in the Exchange’s historical determination not to activate AIM and C-AIM for SPX, whereas AIM and C-AIM have historically been activated in all other classes.

Pursuant to Rules 5.4(b) and 5.33(f)(1)(A), the minimum increment for bids and offers on complex orders in options on SPX⁹ is \$0.05 or greater, or in any increment determined by the Exchange. When seeking to cross SPX complex orders on the trading floor, a floor broker generally identifies the legs of the complex order and their relative sizes to each other with a net package price. The Exchange understands the trading crowd then generally provides a market based on the strategy's theoretical value in an increment of \$0.05 rather than the value of the net package (which equals the strategy times the ratio), which is particularly true when the complex order represented is a delta neutral order that includes a combo. The Exchange has observed that Index Combos in SPX comprise a significant portion of crosses in SPX,¹⁰ and when the Exchange activated C-AIM for SPX options, a significant amount of SPX volume executed through C-AIM. An Index Combo Order in SPX is a complex order that includes one or more SPX legs, hedged by an SPX combo, or synthetic future, defined by the delta. Specifically, an "Index Combination" is a purchase (sale) of an index option call and a sale (purchase) of an index option put with the same expiration date and strike price, and "delta" is the positive (negative) number of Index Combinations that must be sold (bought) to establish a market neutral hedge with one or more series of the same index option.¹¹ A combo often used in SPX is an at-the-money series in the quarterly expiration that coincides with the CME E-mini S&P 500 futures contract expiration. In order to hedge fully, the number of combos required is equal to the number of units of the non-combo portion times the

⁹ Except for box/roll spreads.

¹⁰ In April 2020, Index Combos in SPX comprised 60.5% of crossed volume executed in SPX via AIM while the trading floor was inoperable.

¹¹ See Rule 5.33(b).

delta divided by 100. For example, 800 units of a 12.5-delta option would require 100 combos to be fully hedged ($800 * 12.5 / 100 = 100$ combos).

In open outcry, the trading crowd generally prices the combo hedge portion separately. The price of the combo and the rest of the order are ultimately packaged and sent out as a net package price for the entire order on the customer fill report. If the crowd improves the price on the non-combo leg by a minimum increment, or greater, that price is given on each contract. For example, if the trading crowd improves \$0.10 on 800 contracts, the \$0.10 improvement is on each of the 800 contracts.¹²

Currently, Rule 5.38(c)(5)(A) and Rule 5.38(a)(4) provide that the minimum price increment for C-AIM responses and Agency and Initiating Orders, respectively, must be in an increment the Exchange determines on a class basis – which, as described above, is \$0.05 in SPX options.¹³ The Exchange notes that the corresponding FLEX AIM Rules 5.73(c)(5)(A) and 5.73(a)(4) provide the same for FLEX AIM Auctions. However, unlike on the trading floor, market participant responses using this increment have generally improved the net package price (based on then-current leg markets) by the minimum increment of \$0.05. More specifically, in an electronic auction the improvement increment is given on each strategy unit. That is, if the order (per the example above) is for 800:100:100 total quantity, the system treats this as 100 units of an 8:1:1 ratio strategy. If \$0.05 of improvement is given, the \$0.05 applies to each of the 100 strategy

¹² Amendment No. 1 adds clarity around the use of Index Combo Orders in SPX as well as the price improvement process on such orders when submitted for open outcry trading.

¹³ The System rejects a C-AIM response or Agency or Initiating Order that is not in the applicable minimum increment.

units.¹⁴ While members of the trading crowd on the trading floor are permitted to improve the net package price (based on then-current leg markets) by the minimum increment of \$0.05 under the Rules, that is not the common practice, as noted above. The Exchange believes this is because the parties to an electronic complex order trade may compete only with respect to the net price and are not able to negotiate the leg prices.

Using the example above, consider, specifically, an Index Combo in SPX to buy 800 SPX NOV 3650 calls, “tied” (meaning hedged by combos), with a 12.5 delta. Systematized, the order has an 8:1:1 ratio, 100 times, and is as follows:

- Leg 1 = Buy 800 SPX NOV 3650 Calls.
- Leg 2 = Sell 100 SPX SEP 3210 Calls.
- Leg 3 = Buy 100 SPX SEP 3210 Puts.

Consider, too, that the current quotes are as follows:

- SPX NOV 3650 Call = \$20.40 - \$21.00
- SPX SEP 3210 Call \$120.00 - \$120.70.
- SPX SEP 3210 Put \$127.30 - \$128.00.

If the entire order were to trade at the implied/BBO prices, the premium and total cash outlay would be as follows:

Option	Premium	Ratio	Total Cash
NOV 3650 Call	\$21.00	\$168.00	\$1,680,000.00 debit (\$21*800*100)
SEP 3210 Call	\$120.00	\$120.00	\$1,200,000.00 credit (\$120*100*100)
SEP 3210 Put	\$128.00	\$128.00	\$1,280,000.00 debit (\$128*100*100)

¹⁴ Amendment No. 1 adds clarity regarding the price improvement process for Index Combo Orders in SPX when submitted for execution in an electronic auction.

Net package	N/A	\$176.00	\$1,760,000.00 debit (\$176*100*100)
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As described above, the trading crowd would generally price the non-combo portion separately and, per the example above, if the crowd improves the non-combo portion (Leg 1) by the minimum increment of \$0.10, prices would be as follows:

Option	Premium	Ratio	Total Cash
NOV 3650 Call	\$20.90	\$167.20	\$1,672,000.00 debit (\$20.90*800*100)
SEP 3210 Call	\$120.00	\$120.00	\$1,200,000.00 credit (\$120*100*100)
SEP 3210 Put	\$128.00	\$128.00	\$1,280,000.00 debit (\$128*100*100)
Net package	N/A	\$175.20	\$1,752,000.00 debit (\$175.20*100*100)

As stated, if submitted for execution in an electronic auction, the minimum improvement increment is \$0.05 for complex orders in SPX. If the electronic auction results in the minimum improvement increment of \$0.05, \$0.05 of improvement would be given to each strategy unit (i.e., each of the 100 units would receive \$0.05 of improvement). The prices would be as follows¹⁵:

Option	Premium	Ratio	Total Cash
NOV 3650 Call	\$21.00	\$168.00	\$1,680,000.00 debit (\$21*800*100)
SEP 3210 Call	\$120.03	\$120.03	\$1,200,300.00 credit (\$120.03*100*100)

¹⁵ The Exchange notes that the System uses an algorithm to determine how price improvement is distributed on a multi-leg strategy. This example shows one possibility. The \$0.05 improvement cannot not be applied to Leg 1 because the ratio on that leg is '8', therefore, there are not enough pennies to distribute given there are only five pennies (\$0.05) worth of improvement. This, then, leaves the other two legs, both of which have a ratio of '1', in which the System may distribute the five pennies of improvement per strategy unit. In sum, the price improvement given is always distributed in a manner that improves the leg market.

SEP 3210 Put	\$127.98	\$127.98	\$1,279,800.00 debit ($\$127.98 \times 100 \times 100$)
Net package	N/A	\$175.95	\$1,759,500.00 debit ($\$175.95 \times 100 \times 100$)

Therefore, as demonstrated in the example, the difference between pricing the combo and non-combo portions of the order separately when trading in open outcry (where the example order would have received a total price improvement of \$0.80) and as a net package when trading in an electronic auction (where the example order would have received a total price improvement of only \$0.05), may result in a significant difference between the price improvement received.¹⁶

In addition to this, current Rules 5.37(c)(2), 5.38(c)(2), and 5.73(c)(2) provide that the System initiates the AIM, C-AIM, and FLEX AIM Auction processes, respectively, by sending an auction notification message detailing the side, size, Auction ID, options series (additionally, in the case of C-AIM Auctions, complex strategy, and in the case of FLEX AIM Auctions, length of the auction period and complex strategy, as applicable) of the Agency Order to all Users that elect to receive AIM, C-AIM, or FLEX AIM Auction notification messages. AIM, C-AIM, and FLEX AIM Auction notification messages are not included in the disseminated BBO (in connection with AIM Auctions) or OPRA. As such, the stop price of an Agency Order is not currently included in auction notification messages. The Exchange believes that lack of an indication of where an auction is set to begin, like the ballpark figure provided by the trading crowd when crossing on the trading floor, may cause apprehension in pricing competitive responses

¹⁶ Amendment No. 1 replaces the example and explanation of the differences between the price improvement process in open outcry trading and in the electronic auctions, simplifying and clarifying the example explanation as well as providing for additional detail.

during the electronic auctions in SPX, which may reduce liquidity and price improvement during such auctions.

The Exchange is considering activating AIM and C-AIM in SPX when it reopens the trading floor. To better align the C-AIM process for SPX complex strategies with the open outcry crossing process for those strategies, the Exchange proposes to amend Rule 5.38(c)(5)(A) to provide that the minimum price increment for a C-AIM response in which the Agency Order complex strategy is comprised of an Index Combo Order in SPX (as defined in Rule 5.33(b))¹⁷ will be the ratio of the non-combo portion of the strategy to the number of combos, multiplied by the minimum price increment the Exchange determines for options on SPX Agency Orders pursuant to Rule 5.38(a)(4). Also, to better align the AIM and C-AIM pricing process generally for responses with the open outcry process, the Exchange proposes to amend Rules 5.37(c)(2) and 5.38(c)(2) to provide that the Exchange may also determine to include the stop price in AIM and C-AIM Auction notification messages, respectively, in SPX.¹⁸ If the stop price is enabled for SPX in AIM or C-AIM, respectively, it will apply to all AIM auctions in SPX.¹⁹ Like all other information disseminated in an AIM and C-AIM Auction notification message, the stop price will be available to all Users that elect to receive auction notification messages. The Exchange notes that the FLEX AIM Rules in connection with the auction process for

¹⁷ Amendment No. 1 corrects this cross reference in the Exhibit 5 to reflect the appropriate Rule that contains the definition of Index Combo Orders.

¹⁸ Amendment No. 1 add this footnote to clarify that the Exchange will notify its TPHs of a determination to include the stop price in auction notification messages, pursuant to Rule 1.5, via a specification, Notice, or Regulatory Circular with appropriate advanced notice, which are posted on the Exchange's website, electronic message, or other communication method as provided in the Rules.

¹⁹ Amendment No. 1 adds this language to Rule 5.37(c)(2) and Rule 5.38(c)(2) in the Exhibit 5.

FLEX complex orders are substantially similar to the AIM and C-AIM Rules. Therefore, to maintain consistency within the Rules between the FLEX and non-FLEX auctions, the Exchange also proposes to amend the FLEX AIM process for SPX complex strategies (i.e. for FLEX C-AIM) and for FLEX AIM Auction notification messages in the same manner.²⁰

The Exchange believes that the proposed rule changes will create similar price competition for these orders in electronic and open outcry trading. Particularly, the Exchange believes that the current manner in which de minimis price improvement may occur via C-AIM, as well as FLEX C-AIM, Auctions in connection with Index Combo Orders in SPX (i.e., potentially only improved in sub-penny increments) may discourage market participants from providing contra-side interest at the best prices and liquidity providers from joining or improving at meaningful increments. As such, the proposed rule change is intended to provide for substantially the same price improvement opportunities at meaningful increments on SPX complex strategies submitted to C-AIM and FLEX C-AIM that occur for the same strategies on the trading floor. To illustrate by using the same complex strategy example above, if a User buys 800 of the November 3650 SPX Calls tied to 100 September 3210 Combos, using a delta of 12.5, pursuant to the proposed rules, the System would calculate the minimum increment by the ratio of the non-combo leg (800) to the number of combos (100) by the minimum increment of \$0.05. Therefore, $(800/100) \times 0.05 = \0.40 as the starting point for price improvement during the C-AIM or FLEX C-AIM Auction. In this way, by tying the minimum increment to the legs of the order, as opposed to the package price inclusive of the

²⁰ See proposed Rules 5.73(c)(2) and 5.73(c)(5)(A).

combos, the Exchange believes the proposed rule would require market participants to respond to the C-AIM or FLEX C-AIM Auctions for SPX complex strategies at prices more aligned with the prices at which responses generally occur in open outcry, i.e. prices in response to a broker's corresponding bids (offers) based off of the market per leg at which the trading crowd indicates it is willing to buy (sell). If market participants may participate in C-AIM or FLEX C-AIM executions in connection with SPX complex strategies by providing de minimis price improvement compared to price improvement that may occur on the floor, the Exchange believes there may be less interest by market participants to take on the risk of participating as a contra and may negatively impact liquidity available on the trading floor. As a result, the Exchange believes this potentially reduces price improvement opportunities for customers. Particularly, if the Exchange determines to activate C-AIM in SPX when the trading floor re-opens, the Exchange believes the proposed rule change may provide customers with additional opportunities for more meaningful price improvement and may encourage market participants to provide more liquidity for C-AIM transactions in SPX while also mitigating any potential disincentive to provide liquidity on the trading floor in SPX by better aligning electronic and open outcry crossing of SPX complex orders that include a combo.

The Exchange notes that the proposed rule change does not alter the minimum increment as determined by the Exchange for SPX complex strategies and is consistent with the ability of the Exchange to determine the minimum increment for SPX (the proposed minimum increment will be in multiples of \$0.05). Additionally, it would not alter the manner in which the System caps responses pursuant to Rule 5.38(c)(5)(B), wherein, if the BBO of any component of the complex strategy or the resting complex

order, respectively, is a Priority Customer order, a response is capped at one minimum increment lower (higher) than the better of the SBO (SBB) or the offer (bid) of a resting complex order at the top of the Complex Order Book (“COB”). The System would simply use the minimum increment determined pursuant to the proposed calculation for any response submitted in connection with an Index Combo Order in SPX.²¹ Instead, the proposed rule change provides that price improvement opportunities for such orders submitted into C-AIM, as well FLEX AIM, occur at the same meaningful increments that market participants reasonably would expect to occur on such orders pursuant to the current Rules and practice on the trading floor. The Exchange believes this may encourage a potential increase in participation in the C-AIM and FLEX AIM Auctions in SPX without a corresponding negative impact on participation or liquidity in open outcry auctions once the trading floor reopens. The Exchange believes that without the proposed rule change, market participants may improve the displayed auction price by only a trivial amount, thereby, potentially enabling liquidity providers to “step ahead” of those that are willing to trade with customer orders at the auction price. Such activity, in turn, may discourage market participants from providing liquidity at meaningful prices to commence an auction. As such, the Exchange believes that the proposed rule change to provide price improvement at more significant increments that are better aligned with

²¹ Amendment No. 1 adds language to clarify how the System would cap responses that were submitted in connection with an Index Combo Order in SPX and received the minimum price improvement pursuant to proposed Rule 5.38(c)(5)(A).

those received on the trading floor would encourage market participants to provide meaningful responses to customer orders in electronic auctions.²²

In the same way, the Exchange believes that the proposed rule change to allow the System to disseminate the initial price of an SPX AIM and C-AIM Auction, as well as FLEX AIM Auction, would more generally align the trading of SPX options submitted for execution into the electronic auctions with those crossed on the trading floor. The Exchange believes that the proposed rule change would allow the Exchange to address any uncertainties market participants may have when pricing SPX responses, given the more complicated market models, greater risk, higher notional value, larger sizes, and increasingly more complex strategies in SPX, by including the Agency Order stop price in the auction notification messages. This, in turn, may facilitate market participants' confidence in pricing meaningful, competitive responses during electronic auctions in SPX in a manner substantially similar to which the trading crowd's market allows for market participants to more confidently price their responses accordingly. As a result, this proposed rule change is intended to incentivize continued, competitive responses to SPX electronic auctions in substantially the same manner in which responses may be priced on the trading floor, thus, providing for potentially improved liquidity and price improvement opportunities for orders being executed through those auctions. The Exchange also notes that its affiliated options exchange, Cboe EDGX Exchange, Inc. ("EDGX Options") corresponding rules²³ governing the AIM and C-AIM auction notification messages on EDGX Options provide that its system initiates the AIM or C-

²² Amendment No. 1 adds additional detail regarding the purpose of adopting the proposed minimum increments for responses in connection with Index Combo Orders in SPX.

²³ See EDGX Options Rules 21.19(c)(2) and 21.22(c)(2).

AIM auction processes by sending an auction notification message detailing the price, along with the same fields currently detailed pursuant to Cboe Options Rules 5.37(c)(2) and 5.38(c)(2) as well as 5.73(c)(2). Also, pursuant to Exchange Rule 5.33(d)(1), C2 Rule 6.13(d)(1), and EDGX Options Rule 21.20(d)(1), the Exchange and its affiliated options exchanges may currently determine to include in similar notification messages the limit price of an order that initiates a Complex Order Auction (“COA”), much like that of the stop price of an AIM, C-AIM, or FLEX AIM Agency order that initiates these auctions. The Exchange further notes that similar electronic auctions on other options exchanges disseminate the price in their initial auction messages.²⁴

The Exchange believes that providing similar response and execution opportunities across these trading facilities will serve to maintain meaningful levels of liquidity, price competition, and price improvement opportunities in SPX during both electronic and open outcry auctions upon the reopening of the trading floor if the Exchange determines to activate AIM and C-AIM for SPX at that time. As a result, the proposed rule change is designed to ensure that C-AIM for complex SPX strategies remains a viable additional means of execution for SPX complex orders, and that market participants maintain the same confidence in pricing their responses to AIM and C-AIM Auctions in SPX as they have during open outcry auctions, and thus, will continue to provide more execution and price improvement opportunities for customers. Likewise, the proposed rule change would align the FLEX AIM and C-AIM Auction process with

²⁴ See MIAX Options Rule 5.18(d)(2), which governs the commencement of a Complex Auction on MIAX Options, and Rules 515A(a)(2)(i)(B) and 515A.12, which govern the request for response message disseminated during MIAX Options’ electronic crossing auctions, PRIME and complex PRIME; substantially similar to AIM and C-AIM; see also NYSE American Options Rule 903G(a)(2), which governs the information required in FLEX Request for quotes.

the non-FLEX AIM and C-AIM Auction process, potentially providing the similar opportunities for execution and price improvement in connection with the same complex strategies and similar meaningfully price responses submitted into FLEX AIM and providing investors with continued consistency in the Exchange's auction rules, thus, mitigating any confusion for those participating in both non-FLEX and FLEX SPX trading.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.²⁵ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁶ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

²⁵ 15 U.S.C. 78f(b).

²⁶ 15 U.S.C. 78f(b)(5).

²⁷ Id.

The Exchange believes the proposed rule change, overall, will promote just and equitable principles of trade and remove impediments to and perfect the mechanism of a free and open market and a national market system by further aligning the AIM, C-AIM and FLEX AIM Auction processes with the open outcry crossing process. The Exchange believes the proposed rule change will permit market participants that respond to C-AIM and FLEX AIM Auctions for orders tied to Index Combos in SPX in a similar manner as members of a trading crowd respond to request for markets for those orders. Additionally, for those that respond to AIM, C-AIM, and FLEX AIM auctions generally in SPX, the Exchange believes the proposed rule change will facilitate more confidence of market participants in pricing responses during auctions in a manner similar to pricing process that takes place on the trading floor.

In particular, the Exchange believes the proposed rule change regarding minimum increments for responses to Index Combo Orders in SPX will remove impediments to and perfect the mechanism of a free and open market and national market system and will protect investors by encouraging market participants to continue to provide liquidity by acting as contra in C-AIM Auctions for SPX orders, as well as possibly providing more price improvement opportunities and more meaningful price improvement if the Exchange determines to activate C-AIM in SPX when the trading floor is reopened. The Exchange believes that providing similar execution opportunities for SPX complex strategies between C-AIM and open outcry will help to maintain meaningful levels of liquidity and price improvement opportunities in SPX across both facilities. Thus, the proposed rule change seeks to have C-AIM for complex SPX strategies be an additional means of execution for SPX complex orders, together with executions opportunities via

open outcry, in turn, providing additional execution and price improvement opportunities overall for customers without a potential negative impact on liquidity on the trading floor. The proposed rule change does not alter the minimum increment as determined by the Exchange for SPX complex strategies but rather increases the overall minimum increment for responses (in other words, executions will continue to trade in an increment of \$0.05 per leg and per order and the System will continue to cap responses at minimum increments calculated per the proposed rule), which will still be in a multiple of \$0.05. The Exchange believes this may result in responses to customer orders submitted for execution in C-AIM and FLEX AIM at prices market participants reasonably would expect to receive for such orders on the trading floor.

Additionally, the Exchange believes that proposal to permit the Exchange to include the auction price in the auction notification message, which, unlike open outcry, will be a net package price rather than a per strategy price, may pose potential risk of market participants submitting responses by de minimis amounts (\$0.05 above or below the auction price), which as described above, may discourage market participants from taking on the risk to participate as contras, which could reduce liquidity available in the electronic and open outcry SPX market. The Exchange is concerned that potential interruptions to the provision of liquidity in SPX and general participation in the complex electronic auctions in SPX, as well as on the trading floor, could result from the de minimis price increases market participants may provide in responses to electronic auctions due to the disparity between pricing in electronic auctions and pricing in open outcry trading. The Exchange is concerned that, without the proposed rule change, market participants may improve the displayed auction price by only a trivial amount

thus discouraging market participants from providing liquidity to commence an auction. The Exchange believes requiring price improvement at more meaningful increments would encourage market participants to provide liquidity to customer orders to initiate auctions and limit responses to those that provide more meaningful price improvement. As a result, the Exchange believes the proposed rule change may encourage continued submission of SPX complex strategies to the electronic auctions by modifying C-AIM and FLEX AIM Auctions for SPX to more closely replicate the open outcry crossing auction process for SPX (which constitutes the majority of SPX trading when the Exchange trading floor is available and C-AIM is not activated). The Exchange believes the proposed rule change would generally enhance price improvement and execution opportunities in SPX C-AIM Auctions, as well as FLEX AIM, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, overall, benefitting the entire market and all investors.

Similarly, the Exchange believes that the proposed change to allow the System to disseminate the price of an Agency Order in SPX options submitted to AIM and C-AIM auctions will further enable all market participants to respond to the auctions with competitive prices thereby removing impediments to and perfecting the mechanism of a free and open market and national market system. The Exchange does not believe that the proposed rule change would permit unfair discrimination between SPX and other options classes in AIM and C-AIM, because, unlike for SPX, AIM and C-AIM have historically been activated for all other options classes, and, as described above, participants in SPX are instead accustomed to receiving an approximate starting price range during open outcry auctions, which provides them with confidence in pricing their responses; this

confidence is particularly important for and unique to orders in SPX, which generally take on greater risk and effect increasingly more complex strategies than in other option classes. Thus, the proposed rule change is intended to better align the dissemination of auction prices in SPX with the manner in which the trading floor may give a “ball park” price in response to a request for a market on the trading floor, thereby providing participants with the same level of confidence in pricing their responses when responding to both the electronic and open outcry auctions, and thus encouraging market participants to continue to submit responses and participate in the electronic auctions when the trading floor is again operable. This proposed change, too, may increase price improvement and execution opportunities in SPX during the AIM and C-AIM, as well as the FLEX AIM, Auctions, thereby also facilitating the provision of an additional viable avenue(s) of execution for SPX orders if AIM and C-AIM remain activated in SPX once the trading floor reopens. In addition to this, the proposed rule change is not new or unique, as the Exchange may already determine to include the price for notification messages in connection with the commencement of its COA pursuant to Rule 5.33(d)(1), the rules of EDGX Options currently provide that the price of an Agency Order in its AIM and C-AIM auctions be disseminated via its auction notification messages,²⁸ and other options exchange rules also permit for dissemination of the price of an electronic auction-commencing order in auction messages.²⁹ The Exchange notes that each of the aforementioned rules has previously been filed with the Commission.

The Exchange believes that, together, both proposed changes would provide benefits to investors participating in SPX. As discussed above, the Exchange believes

²⁸ See supra note 23.

²⁹ See supra note 24.

providing market participants with the auction price for SPX AIM Auctions may increase participation in the AIM Auctions, and thus increase execution and price improvement opportunities for customer orders submitted into those auctions. The Exchange believes this will benefit all market participants that trade in the SPX market. In connection with this change, the Exchange believes the proposed change to impose a larger minimum increment for responses is necessary and appropriate offsets the potential risk that the display of the auction price may lead to further de minimis price improvement for those orders.

Moreover, the Exchange believes the proposed rule changes will likewise extend these additional execution and price improvement opportunities to such orders submitted into FLEX AIM while also maintaining consistent auction rules in connection with SPX auction notification messages and SPX complex strategies in both non-FLEX and FLEX. As a result, the Exchange believes this will benefit investors by mitigating any potential confusion regarding the manner of SPX auction message dissemination or SPX execution for complex strategies in SPX into either auction.

Item 4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe the proposed rule change in connection with minimum increments for SPX complex strategies will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because it will apply to all C-AIM and FLEX AIM executions in connection with Index Combo Orders in SPX for all market participants. The Exchange believes it is reasonable to limit the proposed rule change to Index Combo Orders in SPX as the majority of index

strategies are structured as combos in SPX. The Exchange also does not believe that the proposed rule change in connection with the dissemination of price in the SPX auction notification messages will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because it will apply to all Agency Orders submitted into the AIM, C-AIM, and FLEX AIM Auctions, as the Exchange determines, by all market participants. Additionally, the dissemination of the price via the auction notification message, when applicable, will continue to be made available to all market participants that elect to receive auction notification messages, as it currently is today. The Exchange further notes that, as compared to other options classes, SPX exhibits generally more complex trading characteristics and market models, different investor basis, and a significant portion of larger orders and more complex strategies that typically occur on the trading floor, and thus, it is reasonable to limit the proposed rule change to SPX as it is designed to facilitate confidence when pricing responses in light of these factors.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, as the proposed rule change relates to an Exchange-specific auction mechanism in a class of options only listed for trading on the Exchange. Other exchanges with similar price improvement auctions may amend their rules to propose different minimum increments for auction responses as they deem appropriate. The Exchange notes the proposed rule change has no impact on the allocation or priority of orders and responses at the conclusion of the C-AIM and FLEX AIM Auctions. Also, as noted above, pursuant to rules previously filed with the Commission, the Exchange and its

affiliated options exchanges may currently determine to include price in its similar notification messages disseminated in connection with the COA, EDGX Options currently disseminates the price of agency orders in its auction notification messages for AIM and C-AIM auctions,³⁰ and the rules of other options exchanges governing substantially similar electronic auctions disseminate the initiating prices for such auctions.³¹

The Exchange believes the proposed rule change may promote competition on the Exchange, as it will more closely align the electronic crossing process with the open outcry crossing process, and thus provide similar execution and price improvement opportunities to customers whether their orders are submitted for electronic or open outcry execution. In particular, the Exchange may activate AIM and C-AIM for SPX when the trading floor is reopened, and the proposed rule change would enable it to do so in a manner the Exchange believes will encourage liquidity in both electronic and open outcry trading, and, as a result, will provide an additional viable avenue of execution for SPX orders, and thus more execution and price improvement opportunities overall in SPX for customers.

Item 5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received comments on the proposed rule change.

Item 6. Extension of Time Period for Commission Action

Not applicable.

³⁰ See supra note 23.

³¹ See supra note 24.

Item 7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) The Exchange requests accelerated approval of Amendment No. 1.

Amendment No. 1 does not change the substance of the Initial Rule Filing with respect to the purpose or justification of the flexibility to allow the Exchange to include the stop price in auction notification messages or the minimum increment for auction responses in connection with Index Combos in SPX. Rather, Amendment No. 1 merely provides additional clarity to the proposed rules by specifying that if the stop price is enabled for SPX in an AIM auction, it will apply to all AIM auctions in SPX, by correcting a cross-reference to appropriately reflect the Index Combo Order definition as well as clarifying that the proposed rule applies to Index Combo Orders in SPX. Amendment No. 1 also adds detail and clarity in the Form 19b-4 to the examples of the price improvement process for Index Combo Orders in SPX submitted to the trading floor and submitted to the electronic auctions, in connection with the manner in which the System will continue to cap responses at the minimum increment per the Rules, and with respect to the overall purpose of amending the minimum increment for auction responses in connection with Index Combo Orders in SPX. Amendment No. 1 also provides other nonsubstantive edits for clarity and ease of understanding. As such, the Exchange does not believe that Amendment No. 1 makes any material changes to the substance or framework of the proposed rule change as set forth in this Amendment No. 1, and therefore, does not believe that a full notice and comment period is necessary. The Exchange also notes that

the Initial Rule Filing was filed for accelerated effectiveness pursuant to Section 19(b)(2) of the Act so that it may be operative, thus provide similar response opportunities generally and execution opportunities for SPX complex strategies between AIM and C-AIM and open outcry, as well as FLEX AIM and C-AIM, as soon as practicable following the June 15, 2020 reopening of the trading floor. In this way, the Exchange believes it may be able to maintain meaningful levels of liquidity and price improvement opportunities in SPX across both facilities. It also believes the proposed change would provide C-AIM for complex SPX strategies as an additional means of execution for SPX complex orders, together with executions opportunities via open outcry, without a potential negative impact on liquidity on the trading floor as soon as possible. The Exchange believes the proposed rule changes overall may create additional execution and price improvement opportunities for customers when the Exchange is operating in a normal hybrid environment, as of June 15, 2020. Further, the proposed rule change will further align the auction rules and processes regarding auction notification messages for SPX and minimum increments for SPX complex strategies across the non-FLEX and FLEX auctions, which will protect investors by mitigating any potential investor confusion and provide investors with similar price improvement and execution opportunities in both open outcry and electronic trading. For these reasons, the Exchange believes that accelerated approval is appropriate.

Item 8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on a rule either of another self-regulatory organization or of the Commission. However, as stated above, the Exchange and its affiliated options exchanges may currently determine to include price in its similar

notification messages disseminated in connection with the COA, EDGX Options currently disseminates the price of agency orders in its auction notification messages for AIM and C-AIM auctions,³² and the rules of other options exchanges governing substantially similar electronic auctions disseminate the initiating prices for such auctions.³³ Each of these rules have previously been filed with the Commission.

Item 9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

Item 10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

Item 11. Exhibits

- Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.
- Exhibit 4. Marked copy of changes to the rule text proposed in an amendment compared against the version of the rule text that was initially filed.
- Exhibit 5. Proposed rule text.

³² See supra note 23.

³³ See supra note 24.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-CBOE-2020-052]

[Insert date]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing of a Proposed Rule Change Relating to Amend Rules 5.37, 5.38 and Rule 5.73

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on [insert date], Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) proposes to amend Rules 5.37, 5.38 and Rule 5.73. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend Rule 5.38 and Rule 5.73 regarding the minimum increment for Complex Automated Improvement Mechanism ("C-AIM") and FLEX AIM Auction responses, respectively, in connection with Index Combo Orders in SPX,³ as well as Rule 5.37, Rule 5.38, and Rule 5.73 in connection with dissemination of the stop price in auction notification messages for auctions in SPX.

By way of background, the Exchange recently activated the Automated Improvement Mechanism ("AIM") and C-AIM Auctions in S&P 500 Index ("SPX") options.⁴ When submitting an Agency Order into a C-AIM Auction, the Initiating Member must also submit a contra-side second order for the same size as the Agency Order. This second order guarantees that the Agency Order will receive an execution (i.e., it acts as a stop). Upon commencement of a C-AIM Auction, market participants submit responses to trade against the Agency Order. At the end of an auction, depending

³ Amendment No. 1 clarifies throughout the Form 19b-4 and in the Exhibit 5 that the proposed rule change is applicable to Index Combo Orders in SPX.

⁴ The Exchange notes FLEX AIM in SPX had been activated prior to March 16, 2020.

on the contra-side interest available, the contra order may be allocated a certain percentage of the Agency Order.⁵

When the Exchange is operating in its normal trading environment, the Exchange has not activated C-AIM (or AIM) in SPX,⁶ thus all non-FLEX crossing transactions in SPX were previously only able to occur on the trading floor. Therefore, Trading Permit Holders may cross orders only in open outcry on the trading floor. Pursuant to Rule 5.87(f), a floor broker holding an order for the eligible order size is entitled to cross a certain percentage⁷ of the order with facilitated (and solicited orders, if designated by the Exchange for a class) after satisfying public customer orders⁸ if the order trades at or between the best bid or offer given by the crowd in response to the floor broker's initial request for a market. Specifically, a floor broker representing an order of the eligible order size or greater that he wishes to cross (and the percentage of which he is entitled to cross) must request bids and offers for such option series and make all persons in the

⁵ See generally Rule 5.38(e). The Exchange notes, too, that the same process applies to the FLEX AIM Auction pursuant to the FLEX Rules. See generally Rule 5.73(e).

⁶ The Exchange had activated C-AIM and AIM in SPX for the first time as a result of the March 16, 2020 trading floor suspension to help prevent the spread of COVID-19 and operated in an all-electronic configuration beginning March 16, 2020 through June 15, 2020, when the trading floor reopened. The Exchange intends to activate AIM and C-AIM in SPX as electronic crossing mechanisms available for Users while the trading floor is open, subject to approval of this proposed rule change and separate proposed rule changes regarding AIM and C-AIM.

⁷ Currently, the Exchange has set the percentage as 40% (the same crossing entitlement percentage as on AIM, C-AIM, and FLEX AIM). See CBOE Regulatory Circular RG16-179, Participation Entitlement Applicable to Crossing Orders in Open Outcry (November 18, 2016) available at <https://www.cboe.com/publish/RegCir/RegCir/16-179.pdf>.

⁸ Similarly, the AIM and C-AIM percentage applies after public customer orders are satisfied. See Rules 5.37(e) and 5.38(e).

trading crowd, including the PAR Official, aware of his request. In this way, the crossing mechanism on the trading floor allows for the trading crowd to control the price of a crossing order and indicates to responding TPHs and the crossing floor broker a reasonable range at which the market is willing to buy (sell) at that point in time. This provision is subject to the crossing rules in Rule 5.86 (subject to certain exceptions), which require disclosure of all terms and conditions to the crowd (including the price) prior to executing a cross.⁹

Moreover, orders in SPX generally take on greater risk than in other option classes. SPX options tend to have a higher notional value than options in other classes (e.g., they are ten times the notional size of SPY options), trade much larger size than in other options classes (indeed, even smaller sized orders in SPX would be considered fairly large size in other classes), and effect increasingly more complex strategies than executed in other classes (e.g., Index Combo orders are more frequently submitted) or executed electronically (e.g., in open outcry complex orders trade with larger ratios that may be negotiated by the trading crowd). Given these factors, SPX Market-Makers on the floor generally have more confidence in the pricing of their responses as the crosses start with a request for market and the trading crowd then provides a “ballpark” of the prices at which they are willing to trade and a Market-Maker may thus more confidently base response on the market of other members of the trading crowd. The Exchange notes, too, that these unique factors and more complex characteristics of SPX have contributed to the Exchange’s historical determination to not activate AIM and C-AIM in SPX when the

⁹ See Rule 5.87, Interpretation and Policy .05.

floor is open, whereas the auctions have historically been activated in all other options classes.¹⁰

Pursuant to Rules 5.4(b) and 5.33(f)(1)(A), the minimum increment for bids and offers on complex orders in options on SPX¹¹ is \$0.05 or greater, or in any increment determined by the Exchange. When seeking to cross SPX complex orders on the trading floor, a floor broker generally identifies the legs of the complex order and their relative sizes to each other with a net package price. The Exchange understands the trading crowd then generally provides a market based on the strategy's theoretical value in an increment of \$0.05 rather than the value of the net package (which equals the strategy times the ratio), which is particularly true when the complex order represented is a delta neutral order that includes a combo. The Exchange has observed that Index Combos in SPX comprise a significant portion of crosses in SPX,¹² and when the Exchange activated C-AIM for SPX options, a significant amount of SPX volume executed through C-AIM. An Index Combo Order in SPX is a complex order that includes one or more SPX legs, hedged by an SPX combo, or synthetic future, defined by the delta. Specifically, an "Index Combination" is a purchase (sale) of an index option call and a sale (purchase) of an index option put with the same expiration date and strike price, and "delta" is the positive (negative) number of Index Combinations that must be sold (bought) to establish

¹⁰ Amendment No. 1 adds additional clarification regarding the differences between SPX and other classes and the role of such differences in the Exchange's historical determination not to activate AIM and C-AIM for SPX, whereas AIM and C-AIM have historically been activated in all other classes.

¹¹ Except for box/roll spreads.

¹² In April 2020, Index Combos in SPX comprised 60.5% of crossed volume executed in SPX via AIM while the trading floor was inoperable.

a market neutral hedge with one or more series of the same index option.¹³ A combo often used in SPX is an at-the-money series in the quarterly expiration that coincides with the CME E-mini S&P 500 futures contract expiration. In order to hedge fully, the number of combos required is equal to the number of units of the non-combo portion times the delta divided by 100. For example, 800 units of a 12.5-delta option would require 100 combos to be fully hedged $(800 * 12.5) / 100 = 100$ combos.

In open outcry, the trading crowd generally prices the combo hedge portion separately. The price of the combo and the rest of the order are ultimately packaged and sent out as a net package price for the entire order on the customer fill report. If the crowd improves the price on the non-combo leg by a minimum increment, or greater, that price is given on each contract. For example, if the trading crowd improves \$0.10 on 800 contracts, the \$0.10 improvement is on each of the 800 contracts.¹⁴

Currently, Rule 5.38(c)(5)(A) and Rule 5.38(a)(4) provide that the minimum price increment for C-AIM responses and Agency and Initiating Orders, respectively, must be in an increment the Exchange determines on a class basis – which, as described above, is \$0.05 in SPX options.¹⁵ The Exchange notes that the corresponding FLEX AIM Rules 5.73(c)(5)(A) and 5.73(a)(4) provide the same for FLEX AIM Auctions. However, unlike on the trading floor, market participant responses using this increment have generally improved the net package price (based on then-current leg markets) by the minimum

¹³ See Rule 5.33(b).

¹⁴ Amendment No. 1 adds clarity around the use of Index Combo Orders in SPX as well as the price improvement process on such orders when submitted for open outcry trading.

¹⁵ The System rejects a C-AIM response or Agency or Initiating Order that is not in the applicable minimum increment.

increment of \$0.05. More specifically, in an electronic auction the improvement increment is given on each strategy unit. That is, if the order (per the example above) is for 800:100:100 total quantity, the system treats this as 100 units of an 8:1:1 ratio strategy. If \$0.05 of improvement is given, the \$0.05 applies to each of the 100 strategy units.¹⁶ While members of the trading crowd on the trading floor are permitted to improve the net package price (based on then-current leg markets) by the minimum increment of \$0.05 under the Rules, that is not the common practice, as noted above. The Exchange believes this is because the parties to an electronic complex order trade may compete only with respect to the net price and are not able to negotiate the leg prices.

Using the example above, consider, specifically, an Index Combo in SPX to buy 800 SPX NOV 3650 calls, “tied” (meaning hedged by combos), with a 12.5 delta. Systematized, the order has an 8:1:1 ratio, 100 times, and is as follows:

- Leg 1 = Buy 800 SPX NOV 3650 Calls.
- Leg 2 = Sell 100 SPX SEP 3210 Calls.
- Leg 3 = Buy 100 SPX SEP 3210 Puts.

Consider, too, that the current quotes are as follows:

- SPX NOV 3650 Call = \$20.40 - \$21.00
- SPX SEP 3210 Call \$120.00 - \$120.70.
- SPX SEP 3210 Put \$127.30 - \$128.00.

If the entire order were to trade at the implied/BBO prices, the premium and total cash outlay would be as follows:

¹⁶ Amendment No. 1 adds clarity regarding the price improvement process for Index Combo Orders in SPX when submitted for execution in an electronic auction.

Option	Premium	Ratio	Total Cash
NOV 3650 Call	\$21.00	\$168.00	\$1,680,000.00 debit ($\$21 \times 800 \times 100$)
SEP 3210 Call	\$120.00	\$120.00	\$1,200,000.00 credit ($\$120 \times 100 \times 100$)
SEP 3210 Put	\$128.00	\$128.00	\$1,280,000.00 debit ($\$128 \times 100 \times 100$)
Net package	N/A	\$176.00	\$1,760,000.00 debit ($\$176 \times 100 \times 100$)

As described above, the trading crowd would generally price the non-combo portion separately and, per the example above, if the crowd improves the non-combo portion (Leg 1) by the minimum increment of \$0.10, prices would be as follows:

Option	Premium	Ratio	Total Cash
NOV 3650 Call	\$20.90	\$167.20	\$1,672,000.00 debit ($\$20.90 \times 800 \times 100$)
SEP 3210 Call	\$120.00	\$120.00	\$1,200,000.00 credit ($\$120 \times 100 \times 100$)
SEP 3210 Put	\$128.00	\$128.00	\$1,280,000.00 debit ($\$128 \times 100 \times 100$)
Net package	N/A	\$175.20	\$1,752,000.00 debit ($\$175.20 \times 100 \times 100$)

As stated, if submitted for execution in an electronic auction, the minimum improvement increment is \$0.05 for complex orders in SPX. If the electronic auction results in the minimum improvement increment of \$0.05, \$0.05 of improvement would be given to each strategy unit (i.e., each of the 100 units would receive \$0.05 of improvement). The prices would be as follows¹⁷:

¹⁷ The Exchange notes that the System uses an algorithm to determine how price improvement is distributed on a multi-leg strategy. This example shows one possibility. The \$0.05 improvement cannot not be applied to Leg 1 because the ratio on that leg is '8', therefore, there are not enough pennies to distribute given there are only five pennies (\$0.05) worth of improvement. This, then, leaves the other two legs, both of which have a ratio of '1', in which the System may distribute the five pennies of improvement per strategy unit. In sum, the price

Option	Premium	Ratio	Total Cash
NOV 3650 Call	\$21.00	\$168.00	\$1,680,000.00 debit ($\$21 \times 800 \times 100$)
SEP 3210 Call	\$120.03	\$120.03	\$1,200,300.00 credit ($\$120.03 \times 100 \times 100$)
SEP 3210 Put	\$127.98	\$127.98	\$1,279,800.00 debit ($\$127.98 \times 100 \times 100$)
Net package	N/A	\$175.95	\$1,759,500.00 debit ($\$175.95 \times 100 \times 100$)

Therefore, as demonstrated in the example, the difference between pricing the combo and non-combo portions of the order separately when trading in open outcry (where the example order would have received a total price improvement of \$0.80) and as a net package when trading in an electronic auction (where the example order would have received a total price improvement of only \$0.05), may result in a significant difference between the price improvement received.¹⁸

In addition to this, current Rules 5.37(c)(2), 5.38(c)(2), and 5.73(c)(2) provide that the System initiates the AIM, C-AIM, and FLEX AIM Auction processes, respectively, by sending an auction notification message detailing the side, size, Auction ID, options series (additionally, in the case of C-AIM Auctions, complex strategy, and in the case of FLEX AIM Auctions, length of the auction period and complex strategy, as applicable) of the Agency Order to all Users that elect to receive AIM, C-AIM, or FLEX AIM Auction notification messages. AIM, C-AIM, and FLEX AIM Auction notification

improvement given is always distributed in a manner that improves the leg market.

¹⁸ Amendment No. 1 replaces the example and explanation of the differences between the price improvement process in open outcry trading and in the electronic auctions, simplifying and clarifying the example explanation as well as providing for additional detail.

messages are not included in the disseminated BBO (in connection with AIM Auctions) or OPRA. As such, the stop price of an Agency Order is not currently included in auction notification messages. The Exchange believes that lack of an indication of where an auction is set to begin, like the ballpark figure provided by the trading crowd when crossing on the trading floor, may cause apprehension in pricing competitive responses during the electronic auctions in SPX, which may reduce liquidity and price improvement during such auctions.

The Exchange is considering activating AIM and C-AIM in SPX when it reopens the trading floor. To better align the C-AIM process for SPX complex strategies with the open outcry crossing process for those strategies, the Exchange proposes to amend Rule 5.38(c)(5)(A) to provide that the minimum price increment for a C-AIM response in which the Agency Order complex strategy is comprised of an Index Combo Order in SPX (as defined in Rule 5.33(b))¹⁹ will be the ratio of the non-combo portion of the strategy to the number of combos, multiplied by the minimum price increment the Exchange determines for options on SPX Agency Orders pursuant to Rule 5.38(a)(4). Also, to better align the AIM and C-AIM pricing process generally for responses with the open outcry process, the Exchange proposes to amend Rules 5.37(c)(2) and 5.38(c)(2) to provide that the Exchange may also determine to include the stop price in AIM and C-AIM Auction notification messages, respectively, in SPX.²⁰ If the stop price is enabled for SPX in AIM

¹⁹ Amendment No. 1 corrects this cross reference in the Exhibit 5 to reflect the appropriate Rule that contains the definition of Index Combo Orders.

²⁰ Amendment No. 1 add this footnote to clarify that the Exchange will notify its TPHs of a determination to include the stop price in auction notification messages, pursuant to Rule 1.5, via a specification, Notice, or Regulatory Circular with appropriate advanced notice, which are posted on the Exchange's website, electronic message, or other communication method as provided in the Rules.

or C-AIM, respectively, it will apply to all AIM auctions in SPX.²¹ Like all other information disseminated in an AIM and C-AIM Auction notification message, the stop price will be available to all Users that elect to receive auction notification messages. The Exchange notes that the FLEX AIM Rules in connection with the auction process for FLEX complex orders are substantially similar to the AIM and C-AIM Rules. Therefore, to maintain consistency within the Rules between the FLEX and non-FLEX auctions, the Exchange also proposes to amend the FLEX AIM process for SPX complex strategies (i.e. for FLEX C-AIM) and for FLEX AIM Auction notification messages in the same manner.²²

The Exchange believes that the proposed rule changes will create similar price competition for these orders in electronic and open outcry trading. Particularly, the Exchange believes that the current manner in which de minimis price improvement may occur via C-AIM, as well as FLEX C-AIM, Auctions in connection with Index Combo Orders in SPX (i.e., potentially only improved in sub-penny increments) may discourage market participants from providing contra-side interest at the best prices and liquidity providers from joining or improving at meaningful increments. As such, the proposed rule change is intended to provide for substantially the same price improvement opportunities at meaningful increments on SPX complex strategies submitted to C-AIM and FLEX C-AIM that occur for the same strategies on the trading floor. To illustrate by using the same complex strategy example above, if a User buys 800 of the November 3650 SPX Calls tied to 100 September 3210 Combos, using a delta of 12.5, pursuant to

²¹ Amendment No. 1 adds this language to Rule 5.37(c)(2) and Rule 5.38(c)(2) in the Exhibit 5.

²² See proposed Rules 5.73(c)(2) and 5.73(c)(5)(A).

the proposed rules, the System would calculate the minimum increment by the ratio of the non-combo leg (800) to the number of combos (100) by the minimum increment of \$0.05. Therefore, $(800/100) \times 0.05 = \0.40 as the starting point for price improvement during the C-AIM or FLEX C-AIM Auction. In this way, by tying the minimum increment to the legs of the order, as opposed to the package price inclusive of the combos, the Exchange believes the proposed rule would require market participants to respond to the C-AIM or FLEX C-AIM Auctions for SPX complex strategies at prices more aligned with the prices at which responses generally occur in open outcry, i.e. prices in response to a broker's corresponding bids (offers) based off of the market per leg at which the trading crowd indicates it is willing to buy (sell). If market participants may participate in C-AIM or FLEX C-AIM executions in connection with SPX complex strategies by providing de minimis price improvement compared to price improvement that may occur on the floor, the Exchange believes there may be less interest by market participants to take on the risk of participating as a contra and may negatively impact liquidity available on the trading floor. As a result, the Exchange believes this potentially reduces price improvement opportunities for customers. Particularly, if the Exchange determines to activate C-AIM in SPX when the trading floor re-opens, the Exchange believes the proposed rule change may provide customers with additional opportunities for more meaningful price improvement and may encourage market participants to provide more liquidity for C-AIM transactions in SPX while also mitigating any potential disincentive to provide liquidity on the trading floor in SPX by better aligning electronic and open outcry crossing of SPX complex orders that include a combo.

The Exchange notes that the proposed rule change does not alter the minimum increment as determined by the Exchange for SPX complex strategies and is consistent with the ability of the Exchange to determine the minimum increment for SPX (the proposed minimum increment will be in multiples of \$0.05). Additionally, it would not alter the manner in which the System caps responses pursuant to Rule 5.38(c)(5)(B), wherein, if the BBO of any component of the complex strategy or the resting complex order, respectively, is a Priority Customer order, a response is capped at one minimum increment lower (higher) than the better of the SBO (SBB) or the offer (bid) of a resting complex order at the top of the Complex Order Book (“COB”). The System would simply use the minimum increment determined pursuant to the proposed calculation for any response submitted in connection with an Index Combo Order in SPX.²³ Instead, the proposed rule change provides that price improvement opportunities for such orders submitted into C-AIM, as well FLEX AIM, occur at the same meaningful increments that market participants reasonably would expect to occur on such orders pursuant to the current Rules and practice on the trading floor. The Exchange believes this may encourage a potential increase in participation in the C-AIM and FLEX AIM Auctions in SPX without a corresponding negative impact on participation or liquidity in open outcry auctions once the trading floor reopens. The Exchange believes that without the proposed rule change, market participants may improve the displayed auction price by only a trivial amount, thereby, potentially enabling liquidity providers to “step ahead” of those that are willing to trade with customer orders at the auction price. Such activity, in turn, may

²³ Amendment No. 1 adds language to clarify how the System would cap responses that were submitted in connection with an Index Combo Order in SPX and received the minimum price improvement pursuant to proposed Rule 5.38(c)(5)(A).

discourage market participants from providing liquidity at meaningful prices to commence an auction. As such, the Exchange believes that the proposed rule change to provide price improvement at more significant increments that are better aligned with those received on the trading floor would encourage market participants to provide meaningful responses to customer orders in electronic auctions.²⁴

In the same way, the Exchange believes that the proposed rule change to allow the System to disseminate the initial price of an SPX AIM and C-AIM Auction, as well as FLEX AIM Auction, would more generally align the trading of SPX options submitted for execution into the electronic auctions with those crossed on the trading floor. The Exchange believes that the proposed rule change would allow the Exchange to address any uncertainties market participants may have when pricing SPX responses, given the more complicated market models, greater risk, higher notional value, larger sizes, and increasingly more complex strategies in SPX, by including the Agency Order stop price in the auction notification messages. This, in turn, may facilitate market participants' confidence in pricing meaningful, competitive responses during electronic auctions in SPX in a manner substantially similar to which the trading crowd's market allows for market participants to more confidently price their responses accordingly. As a result, this proposed rule change is intended to incentivize continued, competitive responses to SPX electronic auctions in substantially the same manner in which responses may be priced on the trading floor, thus, providing for potentially improved liquidity and price improvement opportunities for orders being executed through those auctions. The

²⁴ Amendment No. 1 adds additional detail regarding the purpose of adopting the proposed minimum increments for responses in connection with Index Combo Orders in SPX.

Exchange also notes that its affiliated options exchange, Cboe EDGX Exchange, Inc. (“EDGX Options”) corresponding rules²⁵ governing the AIM and C-AIM auction notification messages on EDGX Options provide that its system initiates the AIM or C-AIM auction processes by sending an auction notification message detailing the price, along with the same fields currently detailed pursuant to Cboe Options Rules 5.37(c)(2) and 5.38(c)(2) as well as 5.73(c)(2). Also, pursuant to Exchange Rule 5.33(d)(1), C2 Rule 6.13(d)(1), and EDGX Options Rule 21.20(d)(1), the Exchange and its affiliated options exchanges may currently determine to include in similar notification messages the limit price of an order that initiates a Complex Order Auction (“COA”), much like that of the stop price of an AIM, C-AIM, or FLEX AIM Agency order that initiates these auctions. The Exchange further notes that similar electronic auctions on other options exchanges disseminate the price in their initial auction messages.²⁶

The Exchange believes that providing similar response and execution opportunities across these trading facilities will serve to maintain meaningful levels of liquidity, price competition, and price improvement opportunities in SPX during both electronic and open outcry auctions upon the reopening of the trading floor if the Exchange determines to activate AIM and C-AIM for SPX at that time. As a result, the proposed rule change is designed to ensure that C-AIM for complex SPX strategies remains a viable additional means of execution for SPX complex orders, and that market

²⁵ See EDGX Options Rules 21.19(c)(2) and 21.22(c)(2).

²⁶ See MIAX Options Rule 5.18(d)(2), which governs the commencement of a Complex Auction on MIAX Options, and Rules 515A(a)(2)(i)(B) and 515A.12, which govern the request for response message disseminated during MIAX Options’ electronic crossing auctions, PRIME and complex PRIME; substantially similar to AIM and C-AIM; see also NYSE American Options Rule 903G(a)(2), which governs the information required in FLEX Request for quotes.

participants maintain the same confidence in pricing their responses to AIM and C-AIM Auctions in SPX as they have during open outcry auctions, and thus, will continue to provide more execution and price improvement opportunities for customers. Likewise, the proposed rule change would align the FLEX AIM and C-AIM Auction process with the non-FLEX AIM and C-AIM Auction process, potentially providing the similar opportunities for execution and price improvement in connection with the same complex strategies and similar meaningfully price responses submitted into FLEX AIM and providing investors with continued consistency in the Exchange's auction rules, thus, mitigating any confusion for those participating in both non-FLEX and FLEX SPX trading.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.²⁷ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁸ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with

²⁷ 15 U.S.C. 78f(b).

²⁸ 15 U.S.C. 78f(b)(5).

the Section 6(b)(5)²⁹ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes the proposed rule change, overall, will promote just and equitable principles of trade and remove impediments to and perfect the mechanism of a free and open market and a national market system by further aligning the AIM, C-AIM and FLEX AIM Auction processes with the open outcry crossing process. The Exchange believes the proposed rule change will permit market participants that respond to C-AIM and FLEX AIM Auctions for orders tied to Index Combos in SPX in a similar manner as members of a trading crowd respond to request for markets for those orders. Additionally, for those that respond to AIM, C-AIM, and FLEX AIM auctions generally in SPX, the Exchange believes the proposed rule change will facilitate more confidence of market participants in pricing responses during auctions in a manner similar to pricing process that takes place on the trading floor.

In particular, the Exchange believes the proposed rule change regarding minimum increments for responses to Index Combo Orders in SPX will remove impediments to and perfect the mechanism of a free and open market and national market system and will protect investors by encouraging market participants to continue to provide liquidity by acting as contra in C-AIM Auctions for SPX orders, as well as possibly providing more price improvement opportunities and more meaningful price improvement if the Exchange determines to activate C-AIM in SPX when the trading floor is reopened. The Exchange believes that providing similar execution opportunities for SPX complex strategies between C-AIM and open outcry will help to maintain meaningful levels of

²⁹ Id.

liquidity and price improvement opportunities in SPX across both facilities. Thus, the proposed rule change seeks to have C-AIM for complex SPX strategies be an additional means of execution for SPX complex orders, together with executions opportunities via open outcry, in turn, providing additional execution and price improvement opportunities overall for customers without a potential negative impact on liquidity on the trading floor. The proposed rule change does not alter the minimum increment as determined by the Exchange for SPX complex strategies but rather increases the overall minimum increment for responses (in other words, executions will continue to trade in an increment of \$0.05 per leg and per order and the System will continue to cap responses at minimum increments calculated per the proposed rule), which will still be in a multiple of \$0.05. The Exchange believes this may result in responses to customer orders submitted for execution in C-AIM and FLEX AIM at prices market participants reasonably would expect to receive for such orders on the trading floor.

Additionally, the Exchange believes that proposal to permit the Exchange to include the auction price in the auction notification message, which, unlike open outcry, will be a net package price rather than a per strategy price, may pose potential risk of market participants submitting responses by de minimis amounts (\$0.05 above or below the auction price), which as described above, may discourage market participants from taking on the risk to participate as contras, which could reduce liquidity available in the electronic and open outcry SPX market. The Exchange is concerned that potential interruptions to the provision of liquidity in SPX and general participation in the complex electronic auctions in SPX, as well as on the trading floor, could result from the de minimis price increases market participants may provide in responses to electronic

auctions due to the disparity between pricing in electronic auctions and pricing in open outcry trading. The Exchange is concerned that, without the proposed rule change, market participants may improve the displayed auction price by only a trivial amount thus discouraging market participants from providing liquidity to commence an auction. The Exchange believes requiring price improvement at more meaningful increments would encourage market participants to provide liquidity to customer orders to initiate auctions and limit responses to those that provide more meaningful price improvement. As a result, the Exchange believes the proposed rule change may encourage continued submission of SPX complex strategies to the electronic auctions by modifying C-AIM and FLEX AIM Auctions for SPX to more closely replicate the open outcry crossing auction process for SPX (which constitutes the majority of SPX trading when the Exchange trading floor is available and C-AIM is not activated). The Exchange believes the proposed rule change would generally enhance price improvement and execution opportunities in SPX C-AIM Auctions, as well as FLEX AIM, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, overall, benefitting the entire market and all investors.

Similarly, the Exchange believes that the proposed change to allow the System to disseminate the price of an Agency Order in SPX options submitted to AIM and C-AIM auctions will further enable all market participants to respond to the auctions with competitive prices thereby removing impediments to and perfecting the mechanism of a free and open market and national market system. The Exchange does not believe that the proposed rule change would permit unfair discrimination between SPX and other options classes in AIM and C-AIM, because, unlike for SPX, AIM and C-AIM have historically

been activated for all other options classes, and, as described above, participants in SPX are instead accustomed to receiving an approximate starting price range during open outcry auctions, which provides them with confidence in pricing their responses; this confidence is particularly important for and unique to orders in SPX, which generally take on greater risk and effect increasingly more complex strategies than in other option classes. Thus, the proposed rule change is intended to better align the dissemination of auction prices in SPX with the manner in which the trading floor may give a “ball park” price in response to a request for a market on the trading floor, thereby providing participants with the same level of confidence in pricing their responses when responding to both the electronic and open outcry auctions, and thus encouraging market participants to continue to submit responses and participate in the electronic auctions when the trading floor is again operable. This proposed change, too, may increase price improvement and execution opportunities in SPX during the AIM and C-AIM, as well as the FLEX AIM, Auctions, thereby also facilitating the provision of an additional viable avenue(s) of execution for SPX orders if AIM and C-AIM remain activated in SPX once the trading floor reopens. In addition to this, the proposed rule change is not new or unique, as the Exchange may already determine to include the price for notification messages in connection with the commencement of its COA pursuant to Rule 5.33(d)(1), the rules of EDGX Options currently provide that the price of an Agency Order in its AIM and C-AIM auctions be disseminated via its auction notification messages,³⁰ and other options exchange rules also permit for dissemination of the price of an electronic

³⁰ See supra note 25.

auction-commencing order in auction messages.³¹ The Exchange notes that each of the aforementioned rules has previously been filed with the Commission.

The Exchange believes that, together, both proposed changes would provide benefits to investors participating in SPX. As discussed above, the Exchange believes providing market participants with the auction price for SPX AIM Auctions may increase participation in the AIM Auctions, and thus increase execution and price improvement opportunities for customer orders submitted into those auctions. The Exchange believes this will benefit all market participants that trade in the SPX market. In connection with this change, the Exchange believes the proposed change to impose a larger minimum increment for responses is necessary and appropriate offsets the potential risk that the display of the auction price may lead to further de minimis price improvement for those orders.

Moreover, the Exchange believes the proposed rule changes will likewise extend these additional execution and price improvement opportunities to such orders submitted into FLEX AIM while also maintaining consistent auction rules in connection with SPX auction notification messages and SPX complex strategies in both non-FLEX and FLEX. As a result, the Exchange believes this will benefit investors by mitigating any potential confusion regarding the manner of SPX auction message dissemination or SPX execution for complex strategies in SPX into either auction.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes

³¹ See supra note 26.

of the Act. The Exchange does not believe the proposed rule change in connection with minimum increments for SPX complex strategies will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because it will apply to all C-AIM and FLEX AIM executions in connection with Index Combo Orders in SPX for all market participants. The Exchange believes it is reasonable to limit the proposed rule change to Index Combo Orders in SPX as the majority of index strategies are structured as combos in SPX. The Exchange also does not believe that the proposed rule change in connection with the dissemination of price in the SPX auction notification messages will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because it will apply to all Agency Orders submitted into the AIM, C-AIM, and FLEX AIM Auctions, as the Exchange determines, by all market participants. Additionally, the dissemination of the price via the auction notification message, when applicable, will continue to be made available to all market participants that elect to receive auction notification messages, as it currently is today. The Exchange further notes that, as compared to other options classes, SPX exhibits generally more complex trading characteristics and market models, different investor basis, and a significant portion of larger orders and more complex strategies that typically occur on the trading floor, and thus, it is reasonable to limit the proposed rule change to SPX as it is designed to facilitate confidence when pricing responses in light of these factors.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, as the proposed rule change relates to an Exchange-specific auction

mechanism in a class of options only listed for trading on the Exchange. Other exchanges with similar price improvement auctions may amend their rules to propose different minimum increments for auction responses as they deem appropriate. The Exchange notes the proposed rule change has no impact on the allocation or priority of orders and responses at the conclusion of the C-AIM and FLEX AIM Auctions. Also, as noted above, pursuant to rules previously filed with the Commission, the Exchange and its affiliated options exchanges may currently determine to include price in its similar notification messages disseminated in connection with the COA, EDGX Options currently disseminates the price of agency orders in its auction notification messages for AIM and C-AIM auctions,³² and the rules of other options exchanges governing substantially similar electronic auctions disseminate the initiating prices for such auctions.³³

The Exchange believes the proposed rule change may promote competition on the Exchange, as it will more closely align the electronic crossing process with the open outcry crossing process, and thus provide similar execution and price improvement opportunities to customers whether their orders are submitted for electronic or open outcry execution. In particular, the Exchange may activate AIM and C-AIM for SPX when the trading floor is reopened, and the proposed rule change would enable it to do so in a manner the Exchange believes will encourage liquidity in both electronic and open outcry trading, and, as a result, will provide an additional viable avenue of execution for SPX orders, and thus more execution and price improvement opportunities overall in SPX for customers.

³² See supra note 25.

³³ See supra note 26.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will:

- A. by order approve or disapprove such proposed rule change, or
- B. institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-CBOE-2020-052 on the subject line.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-CBOE-2020-052. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, D.C. 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CBOE-2020-052 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³⁴

Secretary

³⁴ 17 CFR 200.30-3(a)(12).

EXHIBIT 4

Additions set forth in the proposed rule text of original SR-CBOE-2020-052 are underlined and deletions set forth in the proposed rule text of original SR-CBOE-2020-052 are bracketed. Additions being made pursuant to Amendment No. 1 to SR-CBOE-2020-052 are double underlined and deletions being made pursuant to Amendment No. 1 to SR-CBOE-2020-052 are struck-through.

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Rules of Cboe Exchange, Inc.

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Rule 5.37. Automated Improvement Mechanism (“AIM” or “AIM Auction”)

A Trading Permit Holder (the “Initiating TPH”) may electronically submit for execution an order it represents as agent (“Agency Order”) against principal interest or a solicited order(s) (except for an order for the account of any Market-Maker with an appointment in the applicable class on the Exchange) (an “Initiating Order”) provided it submits the Agency Order for electronic execution into an AIM Auction pursuant to this Rule. For purposes of this Rule, the term “NBBO” means the national best bid or national best offer at the particular point in time applicable to the reference, and the term “Initial NBBO” means the national best bid or national best offer at the time an Auction is initiated. Bulk messages are not eligible for AIM

(a)-(b) No change.

(c) *AIM Auction Process.* Upon receipt of an Agency Order that meets the conditions in paragraphs (a) and (b), the AIM Auction process commences.

(1) No change.

(2) *AIM Auction Notification Message.* The System initiates the AIM Auction process by sending an AIM Auction notification message detailing the side, size, Auction ID, and options series of the Agency Order to all Users that elect to receive AIM Auction notification messages. The Exchange may also determine to include the stop price in AIM Auction notification messages in SPX, which will apply to all AIM auctions in SPX. AIM Auction notification messages are not included in the disseminated BBO or OPRA.

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Rule 5.38. Complex Automated Improvement Mechanism (“C-AIM” or “C-AIM Auction”)

A Trading Permit Holder (the “Initiating TPH”) may electronically submit for execution a complex order it represents as agent (“Agency Order”) against principal interest or a solicited complex order(s) (an “Initiating Order”) provided it submits the Agency Order for electronic execution into a C-AIM Auction pursuant to this Rule. For purposes of this Rule, the term “SBBO” means the

synthetic best bid or offer on the Exchange at the particular point in time applicable to the reference.

(a) – (b) No change.

(c) *C-AIM Auction Process*. Upon receipt of an Agency Order that meets the conditions in paragraphs (a) and (b), the C-AIM Auction process commences.

(1) No change.

(2) *C-AIM Auction Notification Message*. The System initiates the C-AIM Auction process by sending a C-AIM Auction notification message detailing the side, size, Auction ID, and complex strategy of the Agency Order to all TPHs that elect to receive C-AIM Auction notification messages. The Exchange may also determine to include the stop price in C-AIM Auction notification messages in SPX, which will apply to all AIM auctions in SPX. C-AIM Auction notification messages are not included in OPRA.

(3)-(4) No change.

(5) *C-AIM Auction Responses*. Any User other than the Initiating TPH (the response cannot have the same EFID as the Initiating Order) may submit responses to a C-AIM Auction that are properly marked specifying price, size, side of the market, and the Auction ID for the C-AIM Auction to which the User is submitting the response. A C-AIM Auction response may only participate in the C-AIM Auction with the Auction ID specified in the response.

(A) The minimum price increment for C-AIM responses is the same as the one the Exchange determines for a class pursuant to subparagraph (a)(4) above[.], except the minimum price increment for a C-AIM response in which the Agency Order complex strategy is comprised of an ~~SPX~~Index Combo Order (as defined in Rule ~~1-15.33(b)~~) in SPX will be the ratio of the non-combo portion of the strategy to the number of combos, multiplied by the minimum price increment the Exchange determines for options on SPX Agency Orders pursuant to subparagraph (a)(4) above. The System rejects a C-AIM response that is not in the applicable minimum increment.

* * * * *

Rule 5.73. FLEX Automated Improvement Mechanism (“FLEX AIM” or “FLEX AIM Auction”)

A FLEX Trader (the “Initiating FLEX Trader”) may electronically submit for execution an order (which may be a simple or complex order) it represents as agent (“Agency Order”) against principal interest or a solicited order(s) (except, if the Agency Order is a simple order, for an order for the account of any FLEX Market-Maker with an appointment in the applicable FLEX Option class on ~~349~~ the Exchange) (an “Initiating Order”) provided it submits the Agency Order for electronic execution into a FLEX AIM Auction pursuant to this Rule.

(a)-(b) No change.

(c) *FLEX AIM Auction Process*. Upon receipt of an Agency Order that meets the conditions in paragraphs (a) and (b), the FLEX AIM Auction process commences.

(1) No change.

(2) *FLEX AIM Auction Notification Message*. The System initiates the FLEX AIM Auction process by sending a FLEX AIM Auction notification message detailing the side, size, Auction ID, the length of the FLEX AIM Auction period, and FLEX option series or complex strategy, as applicable, of the Agency Order to all FLEX Traders that elect to receive FLEX AIM Auction notification messages. The Exchange may also determine to include the stop price in FLEX AIM Auction notification messages in SPX, which will apply to all FLEX AIM auctions in SPX. FLEX AIM Auction notification messages are not disseminated to OPRA.

(3)-(4) No change.

(5) *FLEX AIM Responses*. Any FLEX Trader may submit responses to a FLEX AIM Auction that are properly marked specifying price, size, side, and the Auction ID for the FLEX AIM Auction to which the FLEX Trader is submitting the response. A FLEX AIM response may only participate in the FLEX AIM Auction with the Auction ID specified in the response.

(A) The minimum price increment for FLEX AIM responses is the same as the one the Exchange determines for a class pursuant to subparagraph (a)(5) above, and must be in the same format (*i.e.*, price or percentage) as the exercise price of the FLEX Option series[.], except the minimum price increment for a FLEX AIM response in which the Agency Order complex strategy is comprised of an ~~SPX~~Index Combo Order (as defined in Rule ~~4-15.33(b)~~ in SPX will be the ratio of the non-combo portion of the strategy to the number of combos, multiplied by the minimum price increment the Exchange determines for options on SPX Agency Orders pursuant to subparagraph (a)(5) above. A response to a FLEX AIM Auction of a complex Agency Order must have a net price. The System rejects a FLEX AIM response that is not in the applicable minimum increment or format.

* * * * *

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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Rules of Cboe Exchange, Inc.

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Rule 5.37. Automated Improvement Mechanism (“AIM” or “AIM Auction”)

A Trading Permit Holder (the “Initiating TPH”) may electronically submit for execution an order it represents as agent (“Agency Order”) against principal interest or a solicited order(s) (except for an order for the account of any Market-Maker with an appointment in the applicable class on the Exchange) (an “Initiating Order”) provided it submits the Agency Order for electronic execution into an AIM Auction pursuant to this Rule. For purposes of this Rule, the term “NBBO” means the national best bid or national best offer at the particular point in time applicable to the reference, and the term “Initial NBBO” means the national best bid or national best offer at the time an Auction is initiated. Bulk messages are not eligible for AIM

(a)-(b) No change.

(c) *AIM Auction Process*. Upon receipt of an Agency Order that meets the conditions in paragraphs (a) and (b), the AIM Auction process commences.

(1) No change.

(2) *AIM Auction Notification Message*. The System initiates the AIM Auction process by sending an AIM Auction notification message detailing the side, size, Auction ID, and options series of the Agency Order to all Users that elect to receive AIM Auction notification messages. The Exchange may also determine to include the stop price in AIM Auction notification messages in SPX, which will apply to all AIM auctions in SPX. AIM Auction notification messages are not included in the disseminated BBO or OPRA.

* * * * *

Rule 5.38. Complex Automated Improvement Mechanism (“C-AIM” or “C-AIM Auction”)

A Trading Permit Holder (the “Initiating TPH”) may electronically submit for execution a complex order it represents as agent (“Agency Order”) against principal interest or a solicited complex order(s) (an “Initiating Order”) provided it submits the Agency Order for electronic execution into a C-AIM Auction pursuant to this Rule. For purposes of this Rule, the term “SBBO” means the synthetic best bid or offer on the Exchange at the particular point in time applicable to the reference.

(a) – (b) No change.

(c) *C-AIM Auction Process*. Upon receipt of an Agency Order that meets the conditions in paragraphs (a) and (b), the C-AIM Auction process commences.

(1) No change.

(2) *C-AIM Auction Notification Message*. The System initiates the C-AIM Auction process by sending a C-AIM Auction notification message detailing the side, size, Auction ID, and complex strategy of the Agency Order to all TPHs that elect to receive C-AIM Auction notification messages. The Exchange may also determine to include the stop price in C-AIM Auction notification messages in SPX, which will apply to all AIM auctions in SPX. C-AIM Auction notification messages are not included in OPRA.

(3)-(4) No change.

(5) *C-AIM Auction Responses*. Any User other than the Initiating TPH (the response cannot have the same EFID as the Initiating Order) may submit responses to a C-AIM Auction that are properly marked specifying price, size, side of the market, and the Auction ID for the C-AIM Auction to which the User is submitting the response. A C-AIM Auction response may only participate in the C-AIM Auction with the Auction ID specified in the response.

(A) The minimum price increment for C-AIM responses is the same as the one the Exchange determines for a class pursuant to subparagraph (a)(4) above[.], except the minimum price increment for a C-AIM response in which the Agency Order complex strategy is comprised of an Index Combo Order (as defined in Rule 5.33(b)) in SPX will be the ratio of the non-combo portion of the strategy to the number of combos, multiplied by the minimum price increment the Exchange determines for options on SPX Agency Orders pursuant to subparagraph (a)(4) above. The System rejects a C-AIM response that is not in the applicable minimum increment.

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Rule 5.73. FLEX Automated Improvement Mechanism (“FLEX AIM” or “FLEX AIM Auction”)

A FLEX Trader (the “Initiating FLEX Trader”) may electronically submit for execution an order (which may be a simple or complex order) it represents as agent (“Agency Order”) against principal interest or a solicited order(s) (except, if the Agency Order is a simple order, for an order for the account of any FLEX Market-Maker with an appointment in the applicable FLEX Option class on the Exchange) (an “Initiating Order”) provided it submits the Agency Order for electronic execution into a FLEX AIM Auction pursuant to this Rule.

(a)-(b) No change.

(c) *FLEX AIM Auction Process*. Upon receipt of an Agency Order that meets the conditions in paragraphs (a) and (b), the FLEX AIM Auction process commences.

(1) No change.

(2) *FLEX AIM Auction Notification Message*. The System initiates the FLEX AIM Auction process by sending a FLEX AIM Auction notification message detailing the side, size, Auction ID, the length of the FLEX AIM Auction period, and FLEX option series or complex strategy, as applicable, of the Agency Order to all FLEX Traders that elect to receive FLEX AIM Auction notification messages. The Exchange may also determine to include the stop price in FLEX AIM Auction notification messages in SPX, which will apply to all FLEX AIM auctions in SPX. FLEX AIM Auction notification messages are not disseminated to OPRA.

(3)-(4) No change.

(5) *FLEX AIM Responses*. Any FLEX Trader may submit responses to a FLEX AIM Auction that are properly marked specifying price, size, side, and the Auction ID for the FLEX AIM Auction to which the FLEX Trader is submitting the response. A FLEX AIM response may only participate in the FLEX AIM Auction with the Auction ID specified in the response.

(A) The minimum price increment for FLEX AIM responses is the same as the one the Exchange determines for a class pursuant to subparagraph (a)(5) above, and must be in the same format (*i.e.*, price or percentage) as the exercise price of the FLEX Option series[.], except the minimum price increment for a FLEX AIM response in which the Agency Order complex strategy is comprised of an Index Combo Order (as defined in Rule 5.33(b)) in SPX will be the ratio of the non-combo portion of the strategy to the number of combos, multiplied by the minimum price increment the Exchange determines for options on SPX Agency Orders pursuant to subparagraph (a)(5) above. A response to a FLEX AIM Auction of a complex Agency Order must have a net price. The System rejects a FLEX AIM response that is not in the applicable minimum increment or format.

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