



August 7, 2015

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

Re: File No. SR-EDGX-2015-18
Response to Comment Letter (“Response”)

Dear Mr. Fields:

On April 30, 2015, EDGX Exchange, Inc. (the “Exchange” or “EDGX”) filed with the Securities and Exchange Commission (the “SEC” or “Commission”) a proposed rule change to establish rules governing the trading of options on the EDGX Options Exchange (the “Proposal”). On May 19, 2015, the Commission published the proposed rule change for comment in the Federal Register.¹ On June 25, 2015, the Commission extended its period of time to review the Proposal until August 17, 2015.² The Exchange filed Amendment No. 1 on August 3, 2015, to modify certain details around the proposed program for Directed Orders, particularly with respect to small size orders. The Exchange filed Amendment No. 2 on August 6, 2015, to modify the date of expiration of the Penny Pilot Program to coincide with the date currently in place on other options exchanges and to make slight modification to the section of the Filing related to National Market System plans that the Exchange is party to and intends to join. The Exchange filed Amendment No. 3 on August 7, 2015, to correct typographical errors in Amendment No. 1 and Amendment No. 2. Each of the Amendments referenced above is attached to this Response.

The Commission received three comment letters in response to the proposed rule change.³ The Exchange submits this letter in response to the comment letters.

¹ See Securities Exchange Act Release No. 74949 (May 13, 2015), 80 FR 28745 (May 19, 2015) (“Notice of Proposal”). The comment period closed on June 9, 2015.

² See Securities Exchange Act Release No. 75297 (June 25, 2015), 80 FR 37672 (July 1, 2015).

³ See Letters from Michael J. Simon, Secretary and General Counsel, International Securities Exchange, LLC, to the Commission, dated July 28, 2015 (“ISE Letter”); Mark D. Wilson, Director of Technical Risk Management and Exchange Relations, and Brent E. Hippert, President and Chief Compliance Officer, Hardcastle Trading USA LLC, to

Secretary
August 7, 2015
Page 2 of 2

Both the ISE Letter and the Hardcastle Letter raised concerns with proposed paragraph (f)(2) of proposed Rule 21.8, which would have provided a small size order (defined as five or fewer contracts) allocation to Directed Market Makers, as defined in proposed Rule 21.8(f). The Exchange eliminated this subparagraph from the Proposal in Amendment No. 1. The additional points raised by the Hardcastle letter and the Shatto letter are either not responsive to the issues raised in the Proposal or are aimed at existing elements of U.S. market structure that have been previously approved by the Commission and are available on other exchanges and in the marketplace generally. Therefore, the Exchange will not respond to these comments, which are not germane to the Proposal.

Sincerely,



Anders Franzon
VP, Associate General Counsel
EDGX Exchange, Inc.

cc: David Shillman, Associate Director, Division of Trading and Markets, SEC
Theodore Venuti, Assistant Director, Division of Trading and Markets, SEC

the Commission, dated August 3, 2015 (“Hardcastle Letter”); and Suzanne Hamlet Shatto to the Commission, dated July 7, 2015 (the “Shatto Letter”).

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="5"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="18"/>	Amendment No. (req. for Amendments *) <input type="text" value="1"/>
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Filing by EDGX 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"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	<input type="checkbox"/> 19b-4(f)(6)
			<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 * <input type="text" value="Anders"/>	Last Name * <input type="text" value="Franzon"/>
Title * <input type="text" value="VP, Associate General Counsel"/>	
E-mail * <input type="text" value="afranzon@bats.com"/>	
Telephone * <input type="text" value="(913) 815-7154"/>	Fax <input type="text" value="(913) 815-7119"/>

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 <input type="text" value="08/03/2015"/>	<input type="text" value="VP, Associate General Counsel"/>
By <input type="text" value="Anders Franzon"/>	<input type="text" value="afranzon@batstrading.com"/>
(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.

afranzon@batstrading.com,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

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Exhibit 1 - Notice of Proposed Rule Change *

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Partial Amendment

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BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing this Partial Amendment No. 1 to SR-EDGX-2015-18 (the “Filing”), which was originally submitted on April 30, 2015. The purpose of this Amendment No. 1 is to amend proposed Rule 21.8 in order to eliminate proposed paragraph (f)(2), which would have provided a small size order (defined as five or fewer contracts) allocation to Directed Market Makers, as defined in proposed Rule 21.8(f). The Exchange also proposes to add additional statements to the Filing regarding the proposed program for Directed Orders. In addition to these specific areas, the Exchange requests that the Proposal, as amended, be approved on an accelerated basis, as described below.

Specifically, the Exchange is proposing to make the following changes to the pending 19b-4, Exhibit 1, and Exhibit 5:

(1) Replace the last sentence of the paragraph starting on page 18 of 241 and continuing to page 19 of 241 of the filing with the following:

For example, (i) the Customer Overlay provides Customers with priority over all non-Customer interest at the same price; (ii) the Directed Market Maker overlay (which may only be in effect if the Customer Overlay is also in effect) provides the Directed Market Maker with priority over other Market Makers for a certain percentage of contracts allocated at the same price (60% or 40% depending upon the number of other Market Makers at the NBBO); and (iii) the Primary Market Maker overlay (which may only be in effect if the Customer Overlay is also in effect) provides Primary Market Makers with priority over other Market Makers for a certain percentage of contracts allocated at the same price (60% or 40% depending upon the number of other Market Makers at the NBBO) and for small size orders.

The Exchange proposes to make the same change on pages 68 and 69 of 241 in the Exhibit 1.

(2) Add the following paragraph, including footnotes, on page 21 of 241 after the last full paragraph (following the paragraph that ends with footnote 9):

The Exchange notes that a Directed Market Maker will have to be quoting at or improving the NBBO at the time the order is received to capitalize on the participation entitlement and will only receive a participation entitlement at one such price point. The Directed Market Maker must be publicly quoting at that price when the order is received. In this regard, the proposal prohibits an order flow provider from notifying a Directed Market Maker regarding its intention to submit a Directed Order so that such Directed Market Maker could change its quotation immediately prior to submission of the directed order. The Exchange's proposed rules provide the necessary protections against coordinated action as between a Directed Market Maker and an order entry firm.¹⁰ Furthermore, the Exchange will proactively conduct surveillance for, and enforce against, such violations.¹¹

¹⁰ See proposed EDGX Rule 22.10, Limitation on Dealings. The proposed rule would prohibit an order flow provider from notifying a Directed Market Maker of its intention to submit a Directed Order so that the Directed Market Maker could change its quotation to match the national best bid or offer ("NBBO") immediately prior to the submission of the Directed Order.

¹¹ The Exchange will submit a letter detailing its surveillance and enforcement to the Commission.

The Exchange proposes to make the same change on page 71 of 241 in the Exhibit 1.

(3) Delete proposed paragraph (f)(2) of Rule 21.8, contained on page 169 of 241 in its entirety.

Request for Accelerated Approval

The Exchange requests that the Commission approve this proposed rule change on an accelerated basis pursuant to Section 19(b)(2) of the Act. The Exchange believes that there is good cause for the Commission to accelerate effectiveness because it would eliminate an aspect of the original proposal that distinguished the proposal from the rules of other options exchanges (whereas, as noted in the Filing, nearly all aspects of the proposal were based on the approved rules of other options exchanges). The change will therefore result in rules that are more similar to the approved rules of other options

exchanges, particularly with respect to the allocation model applicable to Directed Market Makers. The Exchange further believes that the proposed rule change would not impose a burden on competition for the reasons set forth in the Filing and because, again, the changes are based on the rules maintained by and proposals filed by competitors of the Exchange. The Exchange believes that accelerated effectiveness of the Filing, as amended, will permit the Exchange to compete with other exchanges without delay, and that such acceleration is appropriate because there has been ample time for review and comment on the proposal. As a result, the Exchange believes good reasons exists for the Commission to accelerate effectiveness of the proposed rule change, as amended.

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Filing by EDGX 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"/>		Rule
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
<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)
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First Name * <input type="text" value="Anders"/>	Last Name * <input type="text" value="Franzon"/>	
Title * <input type="text" value="VP, Associate General Counsel"/>		
E-mail * <input type="text" value="afranzon@bats.com"/>		
Telephone * <input type="text" value="(913) 815-7154"/>	Fax <input type="text" value="(913) 815-7119"/>	
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 <input type="text" value="08/06/2015"/>	<input type="text" value="VP, Associate General Counsel"/>	
By <input type="text" value="Anders Franzon"/>	<input type="text"/>	
(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.		
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Partial Amendment

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BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing this Partial Amendment No. 2 to SR-EDGX-2015-18 (the “Filing”), which was originally submitted on April 30, 2015. BATS filed Amendment No. 1 on August 3, 2015, to modify certain details around the proposed program for Directed Orders, particularly with respect to small size orders. The purpose of this Amendment No. 2 is to modify the date of expiration of the Penny Pilot Program to coincide with the date currently in place on other options exchanges and to make slight modification to the section of the Filing related to National Market System plans that the Exchange is party to and intends to join. In addition to these specific areas, the Exchange requests that the Proposal, as amended, be approved on an accelerated basis, as described below.

Specifically, the Exchange is proposing to make the following changes to the pending 19b-4, Exhibit 1, and Exhibit 5:

(1) Replace the last full paragraph starting on page 9 of 241 of the Filing with the following:

Penny Pilot Program. Upon initial operation of EDGX Options the Exchange proposes to commence trading, pursuant to the Penny Pilot Program (the “Penny Pilot”), all classes that are, on that date, traded by other options exchanges pursuant to the Penny Pilot, which is currently scheduled to expire on June 30, 2016, unless extended.

The Exchange proposes to make the same change to the first full paragraph on page 59 of 241 in the Exhibit 1. The Exchange also proposes to replace Interpretation and Policy .01 to Rule 21.5, which appears on page 164 of 241, with the following:

.01 The Exchange will operate a pilot program set to expire on June 30, 2016 to permit options classes to be quoted and traded in increments as low as \$.01. The Exchange will specify which options trade in such pilot, and in what increments, in Information Circulars distributed to Members and posted on the Exchange’s web site. The Exchange may replace any penny pilot issues that have been delisted with the next most actively

traded multiply listed options classes that are not yet included in the penny pilot, based on trading activity in the previous six months. The replacement issues may be added to the penny pilot on the second trading day following July 1, 2015 and January 1, 2016.

(2) Replace first paragraph in the section entitled “National Market System”

beginning on page 34 of 241 with the following:

National Market System

The EDGX Options Exchange will operate as a full and equal participant in the national market system for options trading established under Section 11A of the Exchange Act, just as its equities market participates today. The EDGX Options Exchange will become a member of OPRA, the Options Regulatory Surveillance Authority (“ORSA”), and the Options Listing Procedures Plan (“OLPP”). In addition, the Exchange is a participant in the Plan for the Selection and Reservation of Securities Symbols. The Exchange notes, as set forth above, that it will also join OCC prior to the launch of EDGX Options.

The Exchange proposes to make the same change beginning on page 84 of 241 in the Exhibit 1.

Request for Accelerated Approval

The Exchange requests that the Commission approve this proposed rule change on an accelerated basis pursuant to Section 19(b)(2) of the Act. The Exchange believes that there is good cause for the Commission to accelerate effectiveness because it would modify the date of the expiration of the Penny Pilot Program to coincide with the date currently in place on other options exchanges and to make slight modification to the section of the Filing related to National Market System plans (“NMS Plans”) that the Exchange is party to and intends to join. The change will therefore result in rules that are more similar to the approved rules of other options exchanges and a Filing that is more complete with respect to applicable NMS Plans. The Exchange further believes that the

proposed rule change would not impose a burden on competition for the reasons set forth in the Filing. The Exchange believes that accelerated effectiveness of the Filing, as amended, will permit the Exchange to compete with other exchanges without delay, and that such acceleration is appropriate because there has been ample time for review and comment on the proposal. As a result, the Exchange believes good reasons exists for the Commission to accelerate effectiveness of the proposed rule change, as amended.

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Page 1 of * <input type="text" value="3"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="18"/> Amendment No. (req. for Amendments *) <input type="text" value="3"/>
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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"/>
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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.

EDGX Exchange, Inc. (the “Exchange” or “EDGX”) is filing this Partial Amendment No. 3 to SR-EDGX-2015-18 (the “Filing”), which was originally submitted on April 30, 2015. EDGX filed Amendment No. 1 on August 3, 2015, to modify certain details around the proposed program for Directed Orders, particularly with respect to small size orders. EDGX filed Amendment No. 2 on August 6, 2015, to modify the date of expiration of the Penny Pilot Program to coincide with the date currently in place on other options exchanges and to make slight modification to the section of the Filing related to National Market System plans that the Exchange is party to and intends to join.

The purpose of this Amendment No. 3 is to correct typographical errors in Amendment No. 1 and Amendment No. 2 to “BATS Exchange, Inc.” and “BATS”, which should have been to “EDGX Exchange, Inc.” and “EDGX”, respectively. The Exchange does not propose any other changes through this amendment.

Request for Accelerated Approval

The Exchange requests that the Commission approve this proposed rule change on an accelerated basis pursuant to Section 19(b)(2) of the Act. The Exchange believes that there is good cause for the Commission to accelerate effectiveness because it does not propose any substantive changes to the filing but would instead correct typographical errors. The Exchange further believes that the proposed rule change would not impose a burden on competition for the reasons set forth in the Filing. The Exchange believes that accelerated effectiveness of the Filing, as amended, will permit the Exchange to compete with other exchanges without delay, and that such acceleration is appropriate because there has been ample time for review and comment on the proposal. As a result, the Exchange believes good reasons exists for the Commission to accelerate effectiveness of the proposed rule change, as amended.