



May 18, 2018

Via Electronic Mail (rule-comments@sec.gov)

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

Re: The Options Clearing Corporation; Suspension of and Order Instituting Proceedings to Determine Whether to Approve or Disapprove the Proposed Rule Change to Revise The Options Clearing Corporation's Schedule of Fees (the "Fee Proposal")
Release No. 34-82793; File No. SR-OCC-2018-004

Dear Mr. Fields:

Virtu Financial Inc. (together with its affiliates, "Virtu" or "we")¹ respectfully submits this summary letter to comment on the Securities and Exchange Commission's ("SEC" or the "Commission") Fee Proposal. We commend the Commission's efforts in reviewing the Fee Proposal in the context of the Capital Plan.² We further applaud the Commission for temporarily suspending the effectiveness of the Fee Proposal in order for it to consider whether the Fee Proposal *inter alia* provides for the "equitable allocation of reasonable dues, fees and other charges...."³ This is especially relevant and appropriate considering that the underlying Capital Plan remains under Commission evaluation following judicial review by the U.S. Court of Appeals for the District of Columbia Circuit.⁴

¹ Virtu is a leading technology-enabled market maker and liquidity provider to the global financial markets. Virtu operates as a market maker across numerous exchanges in the U.S. and is a member of all U.S. registered stock exchanges. Virtu provides liquidity in more than 25,000 instruments on more than 235 venues and marketplaces and seeks to provide liquidity on instruments traded on transparent electronic markets globally. As such, it broadly supports innovation and enhancements to transparency and fairness which enhance liquidity to the benefit of all marketplace participants.

² Terms used but not defined herein shall have the meanings ascribed to such terms in the Fee Proposal.

³ See Release No. 34-82793; File No. SR-OCC-2018-004.

⁴ *Susquehanna Int'l Group, LLP et al. v. SEC*, 866 F.3d 442 (D.C Circuit 2017)(The Court determined that the Commission effectively abdicated to the OCC the Commission's responsibility to make findings and determinations regarding the Capital Plan. The Court further determined that this did not represent the kind of reasoned decision making required by either the Exchange Act or the Administrative Procedure Act. The Court remanded the case to the Commission for further proceedings). Virtu is a petitioner in that proceeding.



Virtu concurs with the concerns expressed by Susquehanna International Group, Inc. (“SIG”) in its various filings in response to the Fee Proposal that:

- OCC has failed to meet its burden to establish that the proposed changes to the OCC’s Schedule of Fees are reasonable and in the public interest;
- OCC’s refusal to publicly share the core support for the changes does not enable the public to effectively comment on the proposal; and
- The SEC cannot approve the Fee Proposal in isolation as the OCC would suggest but instead must consider the proposed changes in coordination with the Commission’s judicially mandated review of the Capital Plan. Since the Fee Proposal emanates from the Capital Plan, which we have urged the Commission to disapprove, we submit that the Fee Proposal must meet the same fate.

In conclusion, Virtu asks that the Commission deny the Fee Proposal and the Capital Plan for the reasons detailed by petitioners in their submissions in opposition to the Capital Plan and in SIG’s filings challenging the Fee Proposal.

Sincerely yours,

A handwritten signature in blue ink, appearing to read "Thomas M. Merritt", is written over a faint, larger version of the signature.

Thomas M. Merritt
Deputy General Counsel