

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104271; File No. SR-NYSEARCA-2025-80]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the NYSE Arca Options Fee Schedule

November 25, 2025.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”),² and Rule 19b-4 thereunder,³ notice is hereby given that on November 24, 2025, NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. 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

The Exchange proposes to modify the NYSE Arca Options Fee Schedule (“Fee Schedule”) to amend certain pricing and incentives for Firm and Broker Dealer transactions and to exempt Floor Brokers from Routing Fees. The Exchange proposes to implement the fee change effective November 24, 2025.⁴ The proposed rule change is available on the Exchange’s website at www.nyse.com and at the principal office of the Exchange.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ The Exchange previously filed to amend the Fee Schedule on September 30, 2025 (SR-NYSEARCA-2025-76), for October 1, 2025 effectiveness, and withdrew such filing on November 24, 2025.

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 self-regulatory organization 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 those 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 parts of such statements.

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

1. Purpose

The purpose of this filing is to modify the Fee Schedule as relates to Firm and Broker Dealer transactions to (1) amend the per contract fees and credits for electronic executions for posting (or “liquidity adding” volume); (2) modify certain posting credit tiers for executions in Penny Issues; and (3) eliminate the Firm and Broker Incentive Program. In addition, the Exchange proposes to exempt Floor Brokers from Routing Fees.

Firm and Broker Dealer Credits and Fees for Electronic Executions

Currently, the Exchange assesses certain per-contract credits and fees for Firm and Broker Dealer electronic executions on Penny and non-Penny Issues, respectively that are liquidity-adding,⁵ which pricing the Exchange proposes to modify. First, the Exchange proposes to increase the current per-contract credit for such executions in Penny Issues for these participants from (\$0.10) to (\$0.28).

In terms of electronic executions by Firms and Broker Dealers in non-Penny Issues that

⁵ See Fee Schedule, NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR STANDARD OPTIONS, TRANSACTION FEE FOR MANUAL EXECUTIONS - PER CONTRACT.

are liquidity-adding, the Exchange proposes to decrease the current per-contract fee for such executions from \$0.50 to \$0.00. In other words, the Exchange proposes to no longer charge Firms and Broker Dealers for their liquidity-adding electronic executions in non-Penny Issues.

The Exchange believes these proposed changes, which increase per contract credits and eliminate per contract fees for Firm and Broker Dealer liquidity-adding electronic executions, will encourage these participants to increase executions in liquidity-adding volumes, in all Issues on the Exchange, which added liquidity benefits all market participants and makes the Exchange a more attractive venue.

Firm and Broker Dealer Penny Posting Credit Tiers

Currently, the Exchange offers certain increased per-contract credits for Firm and Broker Dealer electronic executions in Penny Issues that are liquidity-adding.⁶ The Exchange proposes to modify these Tiers as follows. First, the Exchange proposes to modify the “Base” credit from (\$0.10) and (\$0.28) to align with the proposed per contract increase to this credit as described above. Second, the Exchange proposes to eliminate Tier 1, which currently offers a per contract credit of (\$0.25) for Firm and Broker Dealer posted interest in Penny Issues of at least 0.15% of TCADV because it has been rendered obsolete given that it is lower than the proposed (increased) base rate of (\$0.28) for Firm and Broker Dealer liquidity adding volume. To conform with the deletion of existing Tier 1, the Exchange proposes to re-name current Tier 2 as Tier 1, which will add clarity, transparency, and internal consistency to the Fee Schedule.

Firm and Broker Dealer Incentive Program

The Exchange proposes to eliminate the Firm and Broker Incentive Program, which is set forth in the table below.

⁶ See Fee Schedule, FIRM AND BROKER DEALER PENNY POSTING CREDIT TIERS.

Firm and Broker Dealer Incentive Program ^{8,15}	
At least 0.30% ADV of U.S Equity Tape C Market Share Posted and Executed on NYSE Arca Tape C Equity Market	Additional \$0.03 Credit on Firm and Broker Dealer Penny Posting Credit
At least 0.85% of TCADV of posted interest in all issues across all account types, of which at least 0.60% TCADV is from Firm and Broker Dealer posted interest	Additional \$0.05 Credit on Firm and Broker Dealer Penny Posting Credit
<i>OTP Holders and OTP Firms that qualify for Tier 1 or Tier 2 Firm and Broker-Dealer Penny Posting Credit Tiers may earn the greater of the alternative additional credits listed above.</i>	

The Exchange is proposing to eliminate this Incentive Program because it believes that the proposed changes to the credits and fees for Firm and Broker Dealer liquidity-adding volume will act as sufficient incentive for these participants. The Exchange therefore propose to remove this Incentive Program as superfluous. In this regard, the Exchange believes that the elimination of this Incentive Program will streamline the Fee Schedule by reducing the number of additional credits (based on various volume thresholds) available on Firm and Broker posting volume, thus making the Fee Schedule easier to navigate and comprehend.

Routing Change

The Exchange currently assesses market participants Routing Fees applied to orders routed and executed on another exchange. The Exchange proposes to modify the Fee Schedule to exempt Floor Brokers from Routing Fees that they might incur when required to route orders away from the Exchange to honor away market interest, in order to incentivize them to increase (or maintain) their activity in open outcry on the Exchange. To the extent that this incentive operates as intended it will increase liquidity on the Trading Floor, which benefits all market participants.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁷ in general, and furthers the objectives of Sections 6(b)(4) and (5) of the Act,⁸ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The proposed change is reasonable, equitable, and not unfairly discriminatory. As a threshold matter, the Exchange is subject to significant competitive forces in the market for options securities transaction services that constrain its pricing determinations in that market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”⁹

There are currently 18 registered options exchanges competing for order flow. Based on publicly-available information, and excluding index-based options, no single exchange has more than 16% of the market share of executed volume of multiply-listed equity and ETF options trades.¹⁰ Therefore, currently no exchange possesses significant pricing power in the execution of

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(4) and (5).

⁹ See Securities Exchange Act Release No. 51808 (June 9, 2005), [70 FR 37496](#), 37499 (June 29, 2005) (S7-10-04) (“Reg NMS Adopting Release”).

¹⁰ The OCC publishes options and futures volume in a variety of formats, including daily and monthly volume by exchange, available here: <https://www.theocc.com/Market-Data/Market-Data-Reports/Volume-and-Open-Interest/Monthly-Weekly-Volume-Statistics>.

multiply-listed equity and ETF options order flow. More specifically, in August 2025, the Exchange had 9.87% market share of executed volume of multiply-listed equity and ETF options trades.¹¹ In such a low-concentrated and highly competitive market, no single options exchange possesses significant pricing power in the execution of option order flow. Within this environment, market participants can freely and often do shift their order flow among the Exchange and competing venues in response to changes in their respective pricing schedules.

Firm and Broker Dealer Credits and Fees for Electronic Executions

The Exchange believes the proposed changes to fees/credits for Firm and Broker Dealer electronic executions are reasonable because the Exchange is increasing the per-contract contract credits for liquidity-adding executions in Penny Issues and reducing to zero the per-contract fees for liquidity-adding executions in non-Penny issues. The Exchange believes these proposed changes will encourage Firm and Broker Dealers to increase (or direct) their electronic executions in liquidity-adding volumes in all Issues on the Exchange, which added liquidity benefits all market participants and makes the Exchange a more attractive venue.

The Exchange believes the proposed rule change is an equitable allocation of its fees and is not unfairly discriminatory, as it applies equally to all similarly-situated market participants on an equal and non-discriminatory basis. The proposal is based on the type of business transacted on the Exchange, and Firm and Broker Dealers are not obligated to transact on the Exchange. Although the proposed change would result in higher credits for Firms and Broker Dealers' liquidity-adding executions, as compared to certain other categories of market participants, the Exchange believes that it would promote a more equitable allocation of fees and would not be

11 Based on a compilation of OCC data for monthly volume of equity-based options and monthly volume of ETF-based options, see id., the Exchange's market share in multiply-listed equity and ETF options decreased from 14.62% in August 2024 to 9.87% for the month of August 2025.

unfairly discriminatory because it would reduce the existing disparity among market participants with respect to such credits.

Firm and Broker Dealer Penny Posting Credit Tiers

The Exchange believes the proposed conforming changes to modify the “Base” credit from (\$0.10) and (\$0.28) to align with the proposed per-contract increase (as discussed above) -- as well as the proposed non-substantive change to rename existing Tier 2 to Tier 1 -- are reasonable, equitable, and not unfairly discriminatory because they add clarity, transparency, and internal consistency to the Fee Schedule. The Exchange also believes its proposal to eliminate Tier 1 and the associated per contract credit for Firm and Broker Dealer posted interest in Penny Issues is reasonable because Tier 1 has been rendered obsolete given that it is lower than the proposed (increased) base rate of (\$0.28) for Firm and Broker Dealer liquidity adding volume. The Exchange believes the proposed rule change is an equitable allocation of its fees and is not unfairly discriminatory, as it applies equally to all similarly-situated market participants on an equal and non-discriminatory basis.

Firm and Broker Dealer Incentive Program

The Exchange believes the proposal to eliminate this Incentive Program is reasonable, equitable, and not unfairly discriminatory because the Exchange believes this Incentive Program is unnecessary given the Exchange’s proposed enhancements to the credits and fees for Firm and Broker Dealer liquidity-adding volume. The Exchange believes these enhancements will act as sufficient incentive for these participants. The Exchange also notes that the elimination of this Incentive Program will streamline the Fee Schedule by reducing the number of additional credits (based on various volume thresholds) available on Firm and Broker posting volume, thus making the Fee Schedule easier to navigate and comprehend.

The Exchange believes the proposed rule change is an equitable allocation of its fees and is not unfairly discriminatory, as it applies equally to all similarly-situated market participants on an equal and non-discriminatory basis. The proposal is based on the type of business transacted on the Exchange, and Firm and Broker Deales are not obligated to transact on the Exchange.

Routing Change

The Exchange believes the proposal to exempt Floor Brokers from Routing Fees is reasonable, equitable, and not unfairly discriminatory because the Exchange believes that this change will incentivize Floor Brokers to increase (or maintain) their activity in open outcry. The proposed change would exempt Floor Brokers from fees that they otherwise would incur when required to route orders away from the Exchange to honor away market interest, thereby encouraging them to continue to participate in open outcry trading without having to account for such fees. To the extent that this incentive operates as intended it will increase liquidity on the Trading Floor, which benefits all market participants.

The Exchange believes the proposed rule change is an equitable allocation of its fees and is not unfairly discriminatory, as it applies equally to all similarly-situated market participants on an equal and non-discriminatory basis. The Exchange notes that Floor Brokers play a unique and important role in ensuring liquidity is executed on the Trading Floor, which the Exchange believes justifies exempting them from fees assessed to other market participants.

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

In accordance with Section 6(b)(8) of the Act, the Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering

integrated competition among orders, which promotes “more efficient pricing of individual stocks for all types of orders, large and small.”¹²

Intramarket Competition. The proposed change to increase the credits and decrease the fees on Firm and Broker Dealer electronic executions in liquidity-adding volume are designed to continue to promote the use of the Exchange as a primary trading venue, and, specifically, to encourage liquidity-adding order flow. To the extent that this purpose is achieved and Firms and Broker Dealers direct more liquidity-adding volume to the Exchange, all the Exchange’s market participants should benefit from the continued market liquidity. Enhanced market quality and increased transaction volume that results from the increase in order flow directed to the Exchange will benefit all market participants and improve competition on the Exchange. Although Firms and Broker Dealers’ liquidity-adding executions would receive higher credits as compared to some other market participants, as proposed, the Exchange believes that the proposed change would not impose any burden on competition not necessary or appropriate in that it would more closely align the credit amounts for which market participants are eligible for such executions.

The Exchange believes the proposed elimination of certain incentives for Firm and Broker Dealer posting volume, as described herein, would not unduly impact intramarket competition because the proposed changes apply equally to all similarly-situated market participants on an equal and non-discriminatory basis and are based on the type of business transacted on the Exchange, and Firm and Broker Dealers are not obligated to transact on the Exchange.

¹² See Reg NMS Adopting Release, supra note 10, at 37499.

The Exchange believes the proposal to exempt Floor Brokers from Routing Fees would not unduly impact intramarket because the change applies equally to all similarly-situated market participants on an equal and non-discriminatory basis. The Exchange notes that Floor Brokers play a unique and important role in ensuring liquidity is executed on the Trading Floor, which the Exchange believes justifies exempting Floor Brokers from fees assessed to other market participants.

Intermarket Competition. The Exchange operates in a highly competitive market in which market participants can readily favor one of the 17 other competing option exchanges if they deem fee levels at a particular venue to be excessive.

Based on publicly-available information, and excluding index-based options, no single exchange has more than 16% of the market share of executed volume of multiply-listed equity and ETF options trades.¹³ Therefore, currently no exchange possesses significant pricing power in the execution of multiply-listed equity and ETF options order flow. More specifically, in August 2025, the Exchange had 9.87% market share of executed volume of multiply-listed equity and ETF options trades.¹⁴ As noted above, the proposed changes are intended to incentivize Firms and Broker Dealers to direct additional liquidity-adding executions to the Exchange and encourage Floor Brokers to engage in open outcry trading on the Exchange. The Exchange believes the proposed change could promote competition between the Exchange and other execution venues, to the extent the proposed change achieves its intended purpose in

¹³ The OCC publishes options and futures volume in a variety of formats, including daily and monthly volume by exchange, available here: <https://www.theocc.com/Market-Data/Market-Data-Reports/Volume-and-Open-Interest/Monthly-Weekly-Volume-Statistics>.

¹⁴ Based on a compilation of OCC data for monthly volume of equity-based options and monthly volume of ETF-based options, *see id.*, the Exchange's market share in multiply-listed equity and ETF options decreased from 14.62% in August 2024 to 9.87% for the month of August 2025.

encouraging increased order flow to the Exchange, and all market participants should benefit from increased market quality on the Exchange.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)¹⁵ of the Act and subparagraph (f)(2) of Rule 19b-4¹⁶ thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)¹⁷ of the Act to determine whether the proposed rule change should be approved or 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:

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f)(2).

¹⁷ 15 U.S.C. 78s(b)(2)(B).

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NYSEARCA-2025-80 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-NYSEARCA-2025-80. This file number should be included on the subject line if email 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 (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection.

All submissions should refer to file number SR-NYSEARCA-2025-80 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸

Sherry R. Haywood,

Assistant Secretary.

¹⁸ 17 CFR 200.30-3(a)(12).