

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-105539; File No. SR-CboeEDGX-2026-035]

Self-Regulatory Organizations; Cboe EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend its Fee Schedule by Introducing a New RPI Add Tier and Amending its Fee Code Table Applicable to Securities Priced Below \$1.00

May 21, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on May 11, 2026, Cboe EDGX Exchange, Inc. (“Exchange” or “EDGX”) filed with the Securities and Exchange Commission (“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 EDGX Exchange, Inc. (the “Exchange” or “EDGX”) proposes to amend its Fee Schedule by introducing a new RPI Add Tier and amending its fee code table applicable to securities priced below \$1.00. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Commission’s website (<https://www.sec.gov/rules/sro.shtml>), the Exchange’s website (https://www.cboe.com/us/equities/regulation/rule_filings/bzx/), and at the principal office of the Exchange.

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 its Fee Schedule applicable to its equities trading platform (“EDGX Equities”) by introducing a new RPI Add Tier. The Exchange proposes to implement these changes effective May 1, 2026.³

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 17 registered equities exchanges, as well as a number of alternative trading systems and other off-exchange venues that do not have similar self-regulatory responsibilities under the Securities Exchange Act of 1934 (the “Act”), to which market participants may direct their order flow. Based on publicly available information,⁴ no single registered equities exchange has more than 14% of the market share. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order

³ The Exchange initially submitted the proposed rule change on May 1, 2026 (SR-CboeEDGX-2026-033). On May 11, 2026, the Exchange withdrew that filing and submitted this proposal.

⁴ See Cboe Global Markets, U.S. Equities Market Volume Summary, Month-to-Date (April 29, 2026), available at https://www.cboe.com/us/equities/market_statistics/.

flow. The Exchange in particular operates a “maker-taker” model whereby it pays rebates to members that add liquidity and assesses fees to those that remove liquidity.

The Exchange’s Fee Schedule sets forth the standard rebates and rates applied per share for orders that provide and remove liquidity, respectively. Currently, for orders in securities priced at or above \$1.00, the Exchange provides a standard rebate of \$0.00160 per share for orders that add liquidity and assesses a fee of \$0.0030 per share for orders that remove liquidity.⁵ For orders in securities priced below \$1.00, the Exchange provides a standard rebate of 0.00003 per share for orders that add liquidity and assesses a fee of 0.30% of the dollar value for orders that remove liquidity.⁶ The Exchange offers various fee codes applicable to orders that add or remove liquidity on EDGX.

On March 19, 2026, the Commission approved the Exchange’s proposed adoption of the EDGX RPI Program.⁷ The EDGX RPI Program launched on the Exchange on April 10, 2026. The EDGX RPI Program seeks to enable Members to offer price improvement to eligible Retail Orders through use of Retail Price Improvement Orders (“RPI Orders”)⁸ in securities priced at or above \$1.00. In anticipation of the EDGX RPI Program’s launch, the Exchange introduced fee

⁵ See EDGX Equities Fee Schedule, Standard Rates.

⁶ Id.

⁷ See Securities Exchange Act Release No. 105052 (March 19, 2026), 91 FR 14052 (March 24, 2026) (SR-CboeEDGX-2025-072).

⁸ See Rule 11.21(a)(3). A “Retail Price Improvement Order” or “RPI Order” consists of nondisplayed interest on the Exchange that is eligible to interact with incoming Retail Orders and that is identified by the Retail Liquidity Identifier described in Rule 11.21(e). To be executable, an RPI Order for a security priced at or above \$1.00 must be priced at least \$0.001 better than the Protected NBB or Protected NBO and may be priced in \$0.001 increments (e.g., \$10.001). An RPI Order may not be entered in securities priced below \$1.00. An RPI Order is ineligible to execute at prices equal to or inferior to the Protected NBB (for buy orders) or Protected NBO (for sell orders). An RPI Order that is ineligible to execute because it is priced equal to or inferior to the Protected NBB or Protected NBO will not be canceled and will become eligible to execute against incoming Retail Orders should the RPI Order become priced better than the Protected NBB (for buy orders) or Protected NBO (for sell orders) at a later time. An incoming RPI Order will not be eligible to interact with a resting Retail Order on the EDGX Book and upon entry will post to the EDGX Book to execute against later-arriving Retail Orders.

code ZP to its Fee Schedule on April 1, 2026.⁹ Rather than providing the standard rebate, fee code ZP assesses a fee of \$0.0002 to RPI Orders in securities priced at or above \$1.00 that add liquidity to the Exchange.¹⁰

The Exchange now proposes to introduce an RPI Add Tier under new footnote 6. The proposed RPI Add Tier would provide a reduced fee for orders yielding fee code ZP where a Member reaches certain criteria. The proposed criteria for the RPI Add Tier is as follows:

- RPI Add Tier 1 provides a reduced fee of \$0.00000 per share in securities priced at or above \$1.00 to qualifying orders (i.e., orders yielding fee code ZP) where a Member has an RPI Add ADV $\geq$ 2,000,000.

The Exchange notes that in addition to introducing RPI Add Tier 1 it also proposes to introduce language that will specify that for May 2026, RPI Add Tier 1 will utilize quoting and trading activity from May 2026 for its volume calculations and the tier payment would not begin until June 2026 for those Members that satisfy the criteria during May 2026. The Exchange believes it is necessary to include this language as the General Notes section of the Fee Schedule currently states: “[I]n compliance with Regulation NMS Rule 610(d), effective February 2, 2026, unless otherwise indicated, all volume figures will be derived from quoting or trading activity in the prior month.” By introducing the proposed language described above, the Exchange is providing notice to Members that the proposed RPI Add Tier 1 is utilizing quoting and trading activity from May 2026 so that Members may begin to attempt to satisfy the proposed criteria ahead of the first month that the tier would become payable, which would be June 2026. Given that the EDGX RPI Program did not launch until April 10, 2026, the Exchange believes it is

⁹ See Securities Exchange Act Release No. 105321 (April 28, 2026), SR-CboeEDGX-2026-026.

¹⁰ See Rule 11.21(a)(3). Securities with executions priced below \$1.00 are not eligible to be appended with fee code ZP, as an RPI Order may not be entered in securities priced below \$1.00.

appropriate to provide Members the full month of May 2026 to qualify for RPI Add Tier 1 before the tier becomes payable in June 2026.

The proposed RPI Add Tier 1 is intended to provide an opportunity to incentivize Members to receive a reduced fee in qualifying orders. Increased liquidity in RPI Orders may contribute to a deeper, more liquid market and provide increased execution opportunities to the benefit of retail market participants. Incentivizing an increase in RPI Orders encourages Retail Member Organizations to increase transactions and take execution opportunities provided by such increased liquidity, providing for enhanced price improvement opportunities on the Exchange. As such, increased overall order flow benefits all Members by contributing towards a robust and well-balanced market ecosystem.

Fee Codes

The Exchange currently offers various fee codes applicable to orders on the Exchange. The table denoting the fees applicable to each fee code is currently divided into rates for securities priced at or above \$1.00 and rates for securities priced below \$1.00.¹¹ For securities priced below \$1.00, a rate of 0.00000 is shown for each fee code that does not assess a fee or provide a rebate to orders appended with the relevant fee code. However, for securities priced at or above \$1.00 the table reflects “Free” for any fee code where the Exchange does not assess a fee or provide a rebate. The Exchange now proposes to replace 0.00000 with the word “Free” to match the structure of the table for securities priced at or above \$1.00.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of

¹¹ See EDGX Equities Fee Schedule, Fee Codes and Associated Fees.

Section 6(b) of the Act.¹² Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹³ 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)¹⁴ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers as well as Section 6(b)(4)¹⁵ as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

As described above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The Exchange believes that its proposal to introduce RPI Add Tier 1 reflects a competitive pricing structure designed to incentivize market participants to direct their order flow to the Exchange, which the Exchange believes would enhance market quality to the benefit of all Members. Specifically, the Exchange's proposed RPI Add Tier 1 is not a significant departure from existing criteria, is reasonably correlated to the reduced fee offered by the Exchange and other competing

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(5).

¹⁴ Id.

¹⁵ 15 U.S.C. 78f(b)(4)

exchanges,¹⁶ and will continue to incentivize Members to submit order flow to the Exchange. Additionally, the Exchange notes that relative volume-based incentives and discounts have been widely adopted by exchanges,¹⁷ including the Exchange,¹⁸ and are reasonable, equitable and non-discriminatory because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to (i) the value to an exchange's market quality and (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns. Competing equity exchanges offer similar tiered pricing structures, including schedules or rebates and fees that apply based upon members achieving certain volume and/or growth thresholds, as well as assess similar fees or rebates for similar types of orders, to that of the Exchange.

In particular, the Exchange believes its proposed RPI Add Tier 1 is reasonable because the proposed tier will be available to all Members and provide all Members with an opportunity to be assessed a reduced fee. The Exchange further believes its proposed RPI Add Tier 1 will provide a reasonable means to encourage liquidity adding RPI Orders in Members' order flow to the Exchange and to incentivize Members to continue to provide liquidity adding volume to the Exchange by offering them an opportunity to receive a reduced fee on qualifying orders. An overall increase in activity would deepen the Exchange's liquidity pool, offer additional cost

¹⁶ See NYSE Arca Equities Fees and Charges, Retail Tiers, available at: https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE_Arca_Marketplace_Fees.pdf. While the retail tiers offered by NYSE Arca offer discounted fees to removers of retail liquidity as opposed to the Exchange's proposed discounted fees for liquidity adders, the Exchange believes the comparison is useful in that it shows that exchanges, including the Exchange, seek to provide pricing incentives to encourage growth in retail liquidity generally.

¹⁷ See e.g., BZX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

¹⁸ See e.g., EDGX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

savings, offer additional price improvement for Retail Orders, and improve market quality, for all investors.

The Exchange believes that its proposed RPI Add Tier 1 is reasonable as the proposed criteria does not represent a significant departure from the criteria currently offered in the Fee Schedule. The Exchange also believes that the proposal represents an equitable allocation of fees and rebates and is not unfairly discriminatory because all Members will be eligible for proposed RPI Add Tier 1 and have the opportunity to meet the tier's criteria and receive the corresponding reduced fee if such criteria is met. Without having a view of activity on other markets and off-exchange venues, the Exchange has no way of knowing whether this proposed rule change would definitely result in any Members qualifying for proposed RPI Add Tier 1. While the Exchange has no way of predicting with certainty how the proposed changes will impact Member activity, based on the prior month's volume, the Exchange anticipates that no Member will be able to satisfy the proposed RPI Add Tier. The Exchange also notes that proposed changes will not adversely impact any Member's ability to qualify for reduced fees offered under other tiers. Should a Member not meet the proposed new criteria, the Member will merely not receive that corresponding reduced fee.

Additionally, the Exchange believes the text accompanying RPI Add Tier 1 promotes just and equitable principles of trade and is not unfairly discriminatory because it applies to all Members equally, in that any Member seeking to achieve the criteria of proposed RPI Add Tier 1 will be utilizing quoting and trading activity from May 2026 and shall not receive payment for the proposed RPI Add Tier 1 until June 2026. Providing this additional clarity on the Exchange's Fee Schedule ensures that all market participants have information regarding the quoting and trading activity being utilized to determine qualification for the proposed RPI Add Tier 1.

Lastly, the Exchange believes that amending the fee code table to reflect a rate of “Free” as opposed to 0.00000 for securities priced below \$1.00 promotes just and equitable principles of trade and is not unfairly discriminatory because it applies to all Members equally, in that all Members will be aware that the rate applicable to the relevant fee code is “Free.” Providing this additional clarity on the Exchange’s Fee Schedule ensures that all market participants have accurate information regarding the rate applicable to each fee code in both securities priced at or above \$1.00 and securities priced below \$1.00.

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 of the Act. Rather, as discussed above, the Exchange believes that the proposed changes will encourage the submission of additional order flow to a public exchange, thereby promoting market depth, execution incentives and enhanced execution opportunities, as well as price discovery and transparency for all Members. As a result, the Exchange believes that the proposed changes further the Commission’s goal in adopting Regulation NMS of fostering competition among orders, which promotes “more efficient pricing of individual stocks for all types of orders, large and small.”

The Exchange believes the proposed rule change does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed introduction of RPI Add Tier 1 does not impose an unnecessary burden as all Members will be eligible to achieve the reduced fee under the proposed tier. The Exchange does not believe the proposed introduction of the RPI Add Tier 1 burdens competition, but rather, enhances competition as it is intended to increase the competitiveness of EDGX by amending existing pricing incentives to attract order flow and incentivize participants to increase

their participation on the Exchange. Greater overall order flow, trading opportunities, and pricing transparency benefits all market participants on the Exchange by enhancing market quality and continuing to encourage Members to send orders, thereby contributing towards a robust and well-balanced market ecosystem.

Additionally, the Exchange does not believe that the change to the fee code section of the Fee Schedule imposes any burden on intramarket competition that is not necessary or appropriate in furtherance of the Act because the change is not being made for competitive reasons, but rather to align the text of the table applicable to securities priced below \$1.00 with that of the table applicable to securities priced at or above \$1.00.

Next, the Exchange believes the proposed rule changes do not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As previously discussed, the Exchange operates in a highly competitive market. Members have numerous alternative venues that they may participate on and direct their order flow, including other equities exchanges, off-exchange venues, and alternative trading systems. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information, no single equities exchange has more than 14% of the market share.¹⁹ Therefore, no exchange possesses significant pricing power in the execution of order flow. Indeed, participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining

¹⁹ Supra note 2.

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.”²⁰ The fact that this market is competitive has also long been recognized by the courts. In *NetCoalition v. Securities and Exchange Commission*, the D.C. Circuit stated as follows: “[n]o one disputes that competition for order flow is ‘fierce.’ ... As the SEC explained, ‘[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution’; [and] ‘no exchange can afford to take its market share percentages for granted’ because ‘no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers’”²¹ Accordingly, the Exchange does not believe its proposed fee changes impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act²² and paragraph (f) of Rule 19b-4²³ thereunder. At any time within 60 days of the filing of the 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,

²⁰ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

²¹ *NetCoalition v. SEC*, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

²² 15 U.S.C. 78s(b)(3)(A).

²³ 17 CFR 240.19b-4(f).

for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings 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:

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-CboeEDGX-2026-035 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-CboeEDGX-2026-035. 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-CboeEDGX-2026-035 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.²⁴

Sherry R. Haywood,

Assistant Secretary.

²⁴ 17 CFR 200.30-3(a)(12).