

Additions underscored  
 Deletions [bracketed]

**NYSE AMEX OPTIONS FEE SCHEDULE \***

\*NYSE Amex Options is the options trading facility of NYSE MKT LLC

**Effective as of December [27]28, 2016**

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**C. NYSE Amex Options Market Maker Sliding Scale – Electronic.** Effective January 3, 2017, NYSE Amex Options Market Makers are eligible for reduced per contract rates for Electronic transactions in Standard Options as shown in the table below. The rates shown are applicable to monthly volume within a given tier such that the lower per contract rate applies to volume within that higher tier. In calculating Market Maker Electronic monthly volumes, the Exchange will exclude any volumes attributable to Mini Options, QCC trades, CUBE Auctions, or Strategy Execution Fee Caps as these transactions are subject to separate pricing described in Sections I.B., I.F., I.G. and I.J., respectively.

<b>Tier</b>	<b>Market Maker Electronic Monthly Volume as a % of Industry Customer Equity and Exchange Traded Fund (“ETF”) Option Volume</b>	<b>Rate per Contract</b>	<b>Rate per Contract if Monthly Volume from Posted Volume is more than .85% of Total Industry Customer Equity and ETF Option Volume or for any NYSE Amex Market Maker participating in a Prepayment Program pursuant to Section I.D.</b>
1	0.00% to [0.10%] <u>0.15%</u>	\$0.25	[\$0.20] <u>\$0.23</u>
2	[>0.10%] <u>&gt;0.15%</u> to 0.60%	\$0.22	[\$0.17] <u>\$0.18</u>
3	>0.60% to [1.25%] <u>1.10%</u>	[\$0.12] <u>\$0.14</u>	[\$0.07] <u>\$0.08</u>
4	[>1.25% to 1.40%] <u>&gt;1.10% to 1.45%</u>	\$0.10	\$0.05
5	[>1.40% to 1.75%] <u>&gt;1.45% to 1.80%</u>	\$0.07	[\$0.02] <u>\$0.04</u>
6	[>1.75%] <u>&gt;1.80%</u>	\$0.05	[\$0.00] <u>\$0.02</u>

**D. Prepayment Program.** Any NYSE Amex Options Market Maker is eligible for the rates described in the Market Maker Sliding Scale in Section I. C. A NYSE Amex Options Market Maker may prepay a portion of the fees it incurs under Section I.C., I.G. and III.A. In exchange for prepayment of a portion of their Section I.C., I.G., and III. A. fees, the NYSE Amex Options Market Maker qualifies for reduced fees under Section I.C. and qualifies its Affiliated OFF or its Appointed OFF to

earn enhanced credits under Section I.E. NYSE Amex Options Market Makers can commit to [either] a 1-year or 3- year term (“1 Year Prepayment Program” or “3 Year Prepayment Program”) or, can commit to prepay for the remainder of the calendar year, effective the following quarter (“Balance of the Year Program”). The choice of a 1 Year Prepayment Program, [or] 3 Year Prepayment Program, or Balance of the Year Program impacts the enhanced credits for which an Affiliated OFP or an Appointed OFP of a NYSE Amex Options Market Maker is eligible for under Section I.E.

The 1 Year Prepayment Program amount is [~~\$4~~]\$3 million, payable by January 31, 2017[30, 2015]. The 3 Year Prepayment Program amount is \$9 million, payable in 3 equal, annual installments of \$3 million, with the first payment due by January 30, 2015, the second payment due by January 29, 2016 and the final payment due by January 31, 2017. A NYSE Amex Options Market Maker that participates in the 1 Year Prepayment Program will receive a credit of [~~\$4~~]\$3 million toward fees it incurs under Section I.C., I.G., and III.A. A NYSE Amex Options Market Maker that committed to participate[s] in the 3 Year Prepayment Program will receive a credit of \$3 million toward fees it incurs under Section I.C., I.G., and III.A. for [each of the 3 years]2017. The prepayment amount and payment schedule for the Balance of the Year Program is based on the quarter in which the NYSE Amex Options Market Maker joins, as set forth below:

<u>Balance of the Year Program</u>	<u>2nd Quarter</u>	<u>3rd Quarter</u>	<u>4th Quarter</u>
<u>Prepayment Amount and Payment Schedule</u>	<u>\$2,475,000, due by April 28</u>	<u>\$1,800,000, due by July 31</u>	<u>\$975,000, due by October 31</u>

A NYSE Amex Options Market Maker that participates in the Balance of the Year Program will receive a credit equal to its prepayment amount (i.e., \$2,475,000; \$1,800,000; or \$975,000, respectively) toward fees it incurs under Section I.C., I.G., and III.A. Once the prepayment credit has been exhausted, the Exchange will invoice the NYSE Amex Options Market Maker at the applicable rates under Section I.C., I.G., and III.A. In the event that a NYSE Amex Options Market Maker does not conduct sufficient activity to exhaust the entirety of their prepayment credit within the calendar year, there will be no refunds issued for any unused portion of their prepayment credit.

To participate in the 1 Year [or 3 Year] Prepayment Program or the Balance of the Year Program, interested NYSE Amex Options Market Makers must notify the Exchange in writing [no later than January 15, 2015] by emailing [optionsbilling@nyse.com](mailto:optionsbilling@nyse.com), indicating to which prepayment term they are committing. The 3 Year Prepayment Program is closed to new participants, but has one year remaining for any NYSE Amex Options Market Maker that joined in 2015[will not be available after January 15, 2015, however,]. To participate in the 1 Year Prepayment Program, NYSE Amex Options Market Maker firms [may opt into the 1 Year Prepayment Program for 2016 or 2017 by sending]must send an email to the Exchange by December 30, 2016[the last business day in December of either 2015 or 2016, provided the Exchange continues

to offer the 1 Year Prepayment Program at that time]. To participate in the Balance of the Year Program, NYSE Amex Options Market Makers must send an email to the Exchange by the last business day before the start of the new (following) quarter. The email to enroll in the Prepayment Program must originate from an officer of the NYSE Amex Options Market Maker firm and, except as provided for below, represents a binding commitment for the 1 [or 3] year term, or the Balance of the Year Program to which the NYSE Amex Options Market Making firm commits, requiring payment according to the schedule described above.

Early termination, or “opt out” of the 3 Year Prepayment Program, thereby relieving a NYSE Market Maker of any remaining payment obligations, is permitted if:

1. NYSE Amex Options equity and ETF options market share over any consecutive 3-month period during 2015 falls below 7.5% of total equity options and ETF options volume; or
2. NYSE Amex Options equity and ETF options market share over any consecutive 3-month period during 2016 falls below 7.0% of total equity options and ETF options volume; or
3. the Exchange reduces the transaction fees in Tiers 1 through 6 in Section I.C. by 70% or more compared to the rates as of January 2, 2015; or
4. the Exchange reduces each and every fee in Section I.G. charged to NYSE Amex Options Market Makers by 70% or more compared to the rates as of January 2, 2015; or
5. as of [January 4, 2016 or]January 3, 2017 there are fewer than 4 participants in the 1 Year and 3 Year Prepayment Programs combined.

To opt out, an NYSE Amex Options Market Making firm must send an email to [optionsbilling@nyse.com](mailto:optionsbilling@nyse.com) requesting to opt out. The opt out request must be submitted by 4:00 p.m. ET at least five business days preceding the date(s) on which the payment is due for any year(s) in which the NYSE Amex Options Market Maker wishes to opt out. Specifically, [to opt out for 2016, the request must be submitted by 4:00 p.m. ET on January 22, 2016 and] to opt out for 2017, the request must be submitted by 4:00 pm ET on January 24, 2017. Anytime a NYSE Amex Options Market Making firm opts out, they will forfeit the ability to qualify for reduced fees under Section I.C and for an OFP Affiliate to earn the enhanced credit(s) under the ACE Program in Section I.E. of this Fee Schedule for the year for which they opted out, and any subsequent year(s). Once opted out of the 3 Year Prepayment Program, a Market Making firm cannot opt back into the 3

year Prepayment Program, but may opt into the 1 Year Prepayment Program by the last business day of December of 2015 or 2016, or commit to the Balance of the Year Program by the deadlines outlined above.

**E. Amex Customer Engagement (“ACE”) Program – Standard Options.** The per contract credits in the table below apply to Electronic transactions in Standard Options. The credits are payable to the OFP that submits, as agent, orders to the Exchange, and is payable only on Customer volume.

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The credits shown under the “1 Year Enhanced/Balance of the Year Program Customer Volume Credits” and the “3 Year Enhanced Customer Volume Credits” are only available to those OFPs who have an Affiliated NYSE Amex Options Market Making firm or an Appointed MM that has committed to [either] the 1 Year Prepayment Program, Balance of the Year Program, or the 3 Year Prepayment Program, respectively, as described in Section I.D. As noted in Section I.D., if a NYSE Amex Options Market Making firm that has committed to the 3 Year Prepayment Program opts out, the 3 Year Enhanced Customer Volume Credits will no longer be payable for any remaining year(s) of the 3 Year Prepayment Program. For example, opting out before the 2<sup>nd</sup> payment is due on January 15, 2016 means that the OFP Affiliated with that NYSE Amex Options Market Maker or Appointed OFP (as applicable) will be ineligible to earn the 3 Year Enhanced Customer Volume Credits shown in the table below for their activity during any part of calendar years 2016 or 2017. If, however, the same firm were to subsequently opt into a 1 Year Prepayment Program or the Balance of the Year Program, their OFP Affiliate or Appointed OFP (as applicable) would be eligible to earn the 1 Year Enhanced/Balance of the Year Program Customer Volume Credits for the calendar year in which the firm opted in.

*Designating an Appointed OFP/Appointed MM:* An NYSE Amex Options Market Maker appoints an OFP and an OFP appoints an NYSE Amex Options Market Maker, for the purposes of the Fee Schedule, by each sending an email to [optionsbilling@nyse.com](mailto:optionsbilling@nyse.com). These corresponding emails will be viewed as acceptance of the appointment. The Exchange will recognize one such designation for each party. A party may make a designation not more than once every 12-months, which designation shall remain in effect unless or until the Exchange receives an email from either party indicating that the appointment has been terminated.

ACE Program – Standard Options			Credits Payable On Customer Volume Only			
Tier	Customer Electronic ADV as a % of Industry Customer Equity and ETF Options ADV	OR	Total Electronic ADV (of which 20% or greater of the minimum qualifying volume for each Tier must be Customer) as a % of Industry Customer Equity and	Customer Volume Credits	1 Year <u>/Balance of the Year Program</u> Enhanced	3 Year Enhanced Customer Volume Credits

		<b>ETF Options ADV</b>		<b>Customer Volume Credits</b>	
Base	0.00% to 0.75%	N/A	\$0.00	\$0.00	\$0.00
1	≥ 0.20% over October 2015 volumes	N/A	(\$0.14)	(\$0.14)	(\$0.14)
2	> 0.75% to 1.00% or ≥ 0.35% over October 2015 volumes <sup>1</sup>	N/A	(\$0.18)	(\$0.18)	(\$0.18)
3	>1.00% to 1.25%	1.50% to 2.50% of which 20% or greater of 1.50% must be Customer	(\$0.19)	(\$0.20)	(\$0.21)
4	> 1.25 to 1.75%	> 2.50% to 3.50% of which 20% or greater of 2.50% must be Customer	(\$0.20)	(\$0.21)	(\$0.22)
5	>1.75%	>3.50% of which 20% or greater of 3.5% must be Customer	(\$0.22)	(\$0.23)	(\$0.24)

<sup>1.</sup> An OFP that achieves Tier 2 will receive a \$0.19 credit on electronic Customer Complex Orders.

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