

Additions underscored

Deletions [bracketed]

**NYSE AMEX OPTIONS FEE SCHEDULE \***

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

**Effective as of [May 31]June 9, 2017**

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**Preface**

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## KEY TERMS and DEFINITIONS

The following definitions and terms apply to the Exchange's Fee Schedule.

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An "ATP" or "ATP Holder" is a registered Broker-Dealer who is a permit holder on the Exchange, per Rule 900.2NY(4),(5).

The "BOLD Mechanism" refers to the Exchange's automated order handling for eligible orders in designated classes, pursuant to Rule 994NY.

A "BOLD Initiating Order" is an order submitted to be executed via the BOLD Mechanism.

A "BOLD Responding Order" is an order that trades with the BOLD Initiating Order.

A "Broker-Dealer" is an entity registered pursuant to Section 15 of the Exchange Act, per Rule 990NY(3).

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### Section I. Options Transaction Fees and Credits

**A. Rates for Standard Options transactions.**<sup>5</sup> The following transaction fees apply to executions in Standard Option contracts.

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<sup>3.</sup> NYSE Amex Options Market Makers who are counterparties to an Electronic trade with a Customer are liable for Marketing Charges, except as provided in Section I.M. The pool of monies resulting from the collection of Marketing Charges on Electronic non-Directed Orders will be controlled by the Specialist or the e-Specialist with superior volume performance over the previous quarter, unless otherwise designated by the ATP Holder that submits an Electronic non-Directed Order as described below, for distribution by the Exchange at the direction of such Specialist or e-Specialist to eligible payment accepting firms. An ATP Holder that submits an Electronic non-Directed Order to the Exchange may designate an NYSE Amex Options Market Maker to control to pool of monies resulting from the collection of Marketing

Charges, which shall be distributed by the Exchange at the direction of such NYSE Amex Options Market Maker to payment accepting firms.

The pool of monies resulting from collection of Marketing Charges on Electronic Directed Orders will be controlled by the NYSE Amex Options Market Maker to which the order was directed and distributed by the Exchange at the direction of such NYSE Amex Options Market Maker to payment accepting firms.

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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, including those executed via the BOLD Mechanism, 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.

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**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., I.M., and III. A. fees, the NYSE Amex Options Market Maker qualifies for reduced fees under Section I.C. and qualifies its Affiliated OFP or its Appointed OFP to earn enhanced credits under Section I.E. NYSE Amex Options Market Makers can commit to 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, 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 \$3 million, payable by January 31, 2017. 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 \$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 in the 3 Year

Prepayment Program will receive a credit of \$3 million toward fees it incurs under Section I.C., I.G., I.M., and III. A. for 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:

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

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., I.M., 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.

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**E. Amex Customer Engagement (“ACE”) Program – Standard Options.** The per contract credits in the table below apply to Electronic transactions in Standard Options, including those executed via the BOLD Mechanism. 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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Volume resulting from CUBE Auction executions will be included in an OFP’s Electronic volume calculation for purposes of the ACE Program, but is ineligible for credits shown in the table below because there are separate credits paid for certain CUBE Auction volumes in Section I. G. Volume resulting from executions via the BOLD Mechanism will be included in an OFP’s Electronic volume calculation for purposes of the ACE Program.

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<sup>1</sup>. An OFP that achieves Tier 2 will receive a \$0.19 credit on Electronic Customer Complex Orders. The credit will be provided regardless of whether the Complex Order trades against interest in the Complex Order Book or with individual orders and quotes in the Consolidated Book.

2. An OFP that achieves Tier 4 or Tier 5, and executes more than 0.50% of Industry Customer Equity and ETF Options ADV in Initiating CUBE Orders in a calendar month, will receive a credit of \$0.25 per contract, per leg on Electronic Customer Complex Order transactions. The credit will be provided regardless of whether the Complex Order trades against interest in the Complex Order Book or with individual orders and quotes in the Consolidated Book.

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**M. BOLD Mechanism Fees & Credits.** The following transaction fees and credits apply to orders executed via the BOLD Mechanism.<sup>1</sup>

<b><u>Participant</u></b>	<b><u>Initiating BOLD Orders</u></b>	<b><u>Responding BOLD Orders</u></b>
<u>Customer</u>	<u>Better of (\$0.12) or qualified credit available via the ACE Program, per Section I.E.<sup>2</sup></u>	<u>\$0.00</u>
<u>Non-Customer and Professional Customer</u>	<u>Standard Transaction Fees based on Participant type and Penny/Non-Penny category, Section I.A.</u>	<u>Standard Transaction Fees based on Participant type and Penny/Non-Penny category, Section I.A.</u>

1. NYSE Amex Options Market Makers will not be assessed Marketing Charges for transactions resulting from the BOLD Mechanism.
2. Executions in ByRDs will not be eligible for this credit.

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