

Note: Proposed new language is underlined. Proposed deletions are enclosed in [brackets].

Rules of BATS Exchange, Inc.

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CHAPTER XI. TRADING RULES

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Rule 11.9. Orders and Modifiers

Users may enter into the System the types of orders listed in this Rule 11.9, subject to the limitations set forth in this Rule or elsewhere in these Rules.

(a) *General Order Types.*

(1) (No change.)

(2) BATS Market Order. An order to buy or sell a stated amount of a security that is to be executed at the NBBO when the order reaches the Exchange. BATS market orders shall not trade through Protected Quotations. A BATS market order that is designated as BATS Only with a time-in-force of Day will be cancelled if, when reaching the Exchange, it cannot be executed on the System in accordance with Rule 11.13(a)(1) unless the reason that such BATS market order cannot be executed is because it is entered into the System and the NBO (NBB) is greater (less) than the Upper (Lower) Price Band, in which case such order will be posted by the System to the BATS Book, displayed at the Upper (Lower) Price Band, and re-priced as set forth in Rule 11.18(e)(5)(B). A BATS market order to sell with a time-in-force of Day that is marked short that cannot be executed because of the existence of a Short Sale Circuit Breaker will be posted by the System to the BATS Book subject to the price sliding process as set forth in paragraph (g) below. A BATS market order will default to a time-in-force of Day unless otherwise specified by a User. A BATS market order that is designated as [“]BATS Only[”] with a time-in-force other than Day will be cancelled if, when reaching the Exchange, it cannot be executed on the System in accordance with Rule 11.13(a)(1). BATS market orders that are designated as BATS Post Only are rejected. BATS market orders that are not designated as [“]BATS Only[”] and that cannot be executed in accordance with Rule 11.13(a)(1) on the System when reaching the Exchange will be eligible for routing away pursuant to Rule 11.13(a)(2). Any portion of a BATS market order that would execute at a price more than \$0.50 or 5 percent worse than the NBBO at the time the order initially reaches the Exchange, whichever is greater, will be cancelled. BATS market orders are not eligible for execution during the Pre-Opening Session or the After Hours Trading Session.

(b)-(g) (No changes.)

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Rule 11.18. Trading Halts Due to Extraordinary Market Volatility

(No change.)

(a)-(d) (No change.)

(e) Limit Up-Limit Down Mechanism

(1)-(4) (No change.)

(5) (No change.)

(A) Market Orders, FOK Orders and IOC Orders. The System will only execute BATS market orders, FOK Orders or IOC Orders at or within the Price Bands. If a BATS market order with a time-in-force other than Day, FOK Order or IOC Order cannot be fully executed at or within the Price Bands, the System shall cancel any unexecuted portion of the order without posting such order to the Exchange's order book. A BATS market order to buy (sell) with a time-in-force of Day that is posted to the BATS Book and displayed at the Upper (Lower) Price Band will be re-priced and displayed at the Upper (Lower) Price Band if Price Bands move such that the price of the resting market order to buy (sell) would be above (below) the Upper (Lower) Price Band or if the Price Bands move such that the order is no longer posted and displayed at the most aggressive permissible price. The System shall re-price such displayed interest to the most aggressive permissible price until the order is executed in its entirety or cancelled.

(B)-(F) (No change.)

(6)-(8) (No change.)

(f)-(g) (No change.)

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