

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-105324; File No. SR-BOX-2026-09]

Self-Regulatory Organizations; BOX Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fee Schedule for Trading on the BOX Options Market LLC Facility to Modify Certain Rebate Tiers for Qualified Contingent Cross Transactions

April 28, 2026.

Pursuant to Section 19(b)(1) under the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on April 14, 2026, BOX Exchange LLC (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 Exchange. The Exchange filed the proposed rule change pursuant to Section 19(b)(3)(A)(ii) of the Act,³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposal effective upon filing with the Commission. 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 the Substance of the Proposed Rule Change

The Exchange is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend the Fee Schedule on the BOX Options Market LLC (“BOX”) options facility. Specifically, the Exchange proposes to amend Section IV. (Electronic Transaction Fees) to modify certain rebate tiers for Qualified Contingent Cross (“QCC”) transactions. The text

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

of the proposed rule change is available from the principal office of the Exchange, and also on the Exchange's Internet website at <https://rules.boxexchange.com/rulefilings>.

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 update the Fee Schedule for trading on BOX to amend certain rebate tiers for Qualified Contingent Cross ("QCC") transactions.⁵ A QCC Order is defined as an originating order (Agency Order) to buy or sell at least 1,000 standard option contracts, or 10,000 mini-option contracts, that is identified as being part of a qualified contingent trade, coupled with a contra side order or orders totaling an equal number of contracts.⁶

Currently, BOX assesses \$0.20 per contract to Broker Dealers and Market Makers for both the Agency Order and contra order of a QCC transaction. Public Customers and Professional Customers are not assessed a QCC Transaction Fee. Further, rebates are applied to the Agency Order on all qualifying orders pursuant to Section IV.D.1. of the BOX Fee Schedule. Specifically, a QCC Rebate is paid to the Participant that entered the order into the

⁵ The Exchange initially filed the proposed change on April 1, 2026 (SR-BOX-2026-07). On April 14, 2026, the Exchange withdrew SR-BOX-2026-07 and replaced it with the instant filing.

⁶ See BOX Rule 7110(c)(6).

BOX System when at least one party to the QCC transaction is a Broker Dealer or Market Maker. The Participant receives a per contract rebate applied to the Agency Order of a QCC Transaction according to the tier achieved, as provided in the table below. Volume thresholds are calculated on a monthly basis by totaling the Participant’s QCC Agency Order volume on BOX. When only one side of the QCC transaction is a Broker Dealer or Market Maker, Rebate 1 applies. When both parties to the QCC transaction are a Broker Dealer or Market Maker, Rebate 2 applies. The Exchange notes that the QCC Rebate is intended to incentivize Participants to send QCC Orders to BOX.

The current QCC Rebate tier structure is as follows:

Tier	QCC Agency Order Volume on BOX (per month)	Rebate 1 (per contract)	Rebate 2 (per contract)
1	0 to 749,999 contracts	(\$0.14)	(\$0.22)
2	750,000 to 1,499,999 contracts	(\$0.16)	(\$0.25)
3	1,500,000+ contracts	(\$0.17)	(\$0.27)

The Exchange now proposes to amend the QCC Rebate tier structure in Section IV.D.1. of the BOX Fee Schedule. Specifically, the Exchange proposes to amend the volume thresholds in Tiers 1 and 2. For Tier 1, the Exchange proposes to amend the volume threshold from 0 to 749,999 contracts to 0 to 499,999 contracts. For Tier 2, the Exchange proposes to amend the volume threshold from 750,000 to 1,499,999 contracts to 500,000 to 1,499,999 contracts.

The proposed QCC Rebate tier structure will be as follows:

Tier	QCC Agency Order Volume on BOX (per month)	Rebate 1 (per contract)	Rebate 2 (per contract)
1	0 to 499,999 contracts	(\$0.14)	(\$0.22)

2	500,000 to 1,499,999 contracts	(\$0.16)	(\$0.25)
3	1,500,000+ contracts	(\$0.17)	(\$0.27)

As a result of the proposed change, Tier 2 will be easier to achieve thus affording Participants with additional rebate opportunities. The Exchange notes that achieving Tier 2 of the QCC Rebate is one of the qualifying criteria for the QCC Growth Rebate in Section IV.D.1.b., thus the QCC Growth Rebate will also be easier to achieve, assuming all criteria are met. The Exchange believes that the proposed changes will encourage Participants to send increased QCC order flow to BOX in order to achieve a higher rebate, which will result in increased liquidity on BOX to the benefit of all market participants.

The Exchange is also proposing to add language to Section IV.D.1.a. to make it clear that the QCC Rebate is applied to the Agency Order on qualifying QCC Transactions. Specifically, a Participant will receive a per contract rebate that is applied to the Agency Order on QCC Transactions according to the tier achieved, as provided in Section IV.D.1.a. With this new language, the Exchange is not proposing to make any changes to the way the QCC Rebate is currently applied, but merely seeks to provide greater clarity within the Fee Schedule relating to the application of the existing rebate.

2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act, in general, and Section 6(b)(4) and 6(b)(5) of the Act,⁷ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other charges among BOX

⁷ 15 U.S.C. 78f(b)(4) and (5).

Participants and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes the proposed changes to the QCC Rebate structure are reasonable because the proposed changes provide opportunities for Participants to receive higher rebates for their QCC Order volume on BOX. Further, the Exchange believes the proposed changes to the QCC rebate structure are equitable and not unfairly discriminatory as the proposed rebates will apply uniformly to the Participants that reach the applicable tiers.

The Exchange continues to believe that the proposed rebate structure and rebate amounts are reasonable as it provides an incremental incentive for Participants to strive for the higher tier levels, which provide increasingly higher rebates for incrementally more QCC volume achieved, which the Exchange believes is a reasonably designed incentive for Participants to grow their QCC order flow to receive rebates. The Exchange also believes that continuing to have two alternative rebates (depending on the capacity of the parties to the transaction) is reasonable and appropriate as this is how the Exchange assesses the rebates for QCC transactions today.⁸ The Exchange believes further that it is equitable and not unfairly discriminatory to continue to only offer the QCC Rebate to the Participant that entered the order into the BOX System when at least one party to the QCC transaction is a Broker Dealer or Market Maker and not when both Parties are Public Customers or Professional Customers because only Broker Dealers and Market Makers are assessed a fee for QCC transactions. Public Customers and Professional Customers are not assessed a fee for QCC transactions.

⁸ The Exchange notes that Rebate 1 provides lower rebates than rebates in Rebate 2 because when only one side of the QCC transaction is a Broker Dealer or Market Maker then only one side of the QCC transaction is assessed a fee, therefore the total fees assessed are lower and the corresponding rebate is also lower.

The Exchange believes adding language to make it clear that the QCC Rebate is applied to the Agency Order on qualifying QCC Transactions is reasonable and not unfairly discriminatory because it is not proposing to make any changes to the way the QCC Rebate is currently applied, but merely seeks to provide greater clarity within the Fee Schedule relating to the existing rebate.

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 not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange believes the proposal does not impose an undue burden on inter-market competition because the proposed changes to the QCC Rebate tier volume thresholds will promote competition for QCC transactions. Specifically, the volume threshold required to qualify for the Tier 2 rebates will be reduced, which may allow Participants access to higher rebates. The Exchange believes further its proposal remains competitive with other options markets and will offer market participants with another choice of where to transact its business. The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees and rebates to remain competitive with other exchanges. Because competitors are free to modify their own fees and rebates in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

The proposed changes do not impose an undue burden on intra-market competition. The Exchange does not believe that its proposal will place any category of market participant at a

competitive disadvantage. The Exchange believes that the proposed changes will encourage market participants to send their QCC orders to BOX for execution in order to obtain greater rebates and lower their costs. The Exchange believes further that it is equitable and not unfairly discriminatory to continue to only offer the QCC Rebate to the Participant that entered the order into the BOX System when at least one party to the QCC transaction is a Broker Dealer or Market Maker and not when both Parties are Public Customers or Professional Customers because only Broker Dealers and Market Makers are assessed a fee for QCC transactions. Public Customers and Professional Customers are not assessed a fee for QCC transactions.

Lastly, the proposed change to add language to make it clear that the QCC Rebate is applied to the Agency Order on qualifying QCC Transactions is not intended to address competitive issues and instead is being proposed in an effort to reduce the potential for any investor confusion relating to the existing QCC Rebate and add transparency to the Fee Schedule.

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

No written comments were either solicited or received.

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)(ii) of the Exchange Act⁹ and Rule 19b-4(f)(2) thereunder,¹⁰ because it establishes or changes a due, or fee.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend the rule change if it appears to the Commission that the action is necessary or appropriate in the public interest, for the protection of investors, or would

⁹ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁰ 17 CFR 240.19b-4(f)(2).

otherwise further the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule 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-BOX-2026-09 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-BOX-2026-09. 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-BOX-2026-09 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.¹¹

Vanessa A. Countryman,
Secretary.

¹¹ 17 CFR 200.30-3(a)(12).