

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

Rules of BATS-Y Exchange, Inc.

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CHAPTER XI. TRADING RULES

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Rule 11.8 Obligations of Market Makers

(a)–(d) (No change.)

(e) [The Exchange will, upon request from a Market Maker received prior to 9:00 a.m. (Eastern Time) on a day in which the Exchange is open for business, enter on behalf of such Market Maker a two-sided limit order in each security to which the request applies. Such bids and offers will be entered at the Designated Percentage away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor. Upon reaching the Defined Limit, a bid or offer entered pursuant to this paragraph will be cancelled and re-entered at the Designated Percentage away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor. If a bid or offer entered pursuant to this paragraph moves a specified number of percentage points away from the Designated Percentage towards the then current NBB or NBO, which number of percentage points will be determined and published in a circular distributed to Members from time to time, such bid or offer will be cancelled and re-entered at the Designated Percentage away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor. If a bid or offer entered pursuant to this paragraph is executed, the Exchange will re-enter a new bid or offer at the Designated Percentage away from the then current NBB and NBO, or if no NBB or NBO, at the Designated Percentage away from the last reported sale from the responsible single plan processor. Bids and offers entered by the Exchange pursuant to this paragraph will be designated as BATS Only Orders pursuant to Rule 11.9(c)(4), will be in the amount of one normal unit of trading each, and will be posted in the BATS Book during Regular Trading Hours unless cancelled by the Market Maker. In the event a Market Maker cancels the quotations entered by the Exchange in accordance with this paragraph, such Market Maker remains responsible for compliance with the requirements of paragraph (d). For purposes of this paragraph (e), the Exchange will apply the Designated Percentage and Defined Limit as set forth in paragraphs (D) and (E) above, subject to the following exception. For all NMS stocks with a price less than \$1 per share that are not included in the S&P 500® Index, Russell 1000® Index, and a pilot list of Exchange Traded Products, the Exchange will use the Designated Percentage and Defined Limit applicable to NMS stocks equal to or greater than \$1 per share that are not included in the S&P 500® Index, Russell 1000® Index, and a pilot list of Exchange Traded Products.](Reserved.)

Interpretations and Policies

.01 The current primary listing market individual stock pause trigger percentage, Designated Percentage and Defined Limit described in paragraphs (d)(2)(D) and (d)(2)(E) of this Rule, respectively, are illustrated in the following table.

	Security Type	Pause Trigger Percentage	Designated Percentage	Defined Limit
Regular Trading Hours when stock pause triggers are in effect under the rules of the primary listing market (i.e., between 9:45 a.m. and 3:35 p.m. Eastern Time)	S&P 500® Index, Russell 1000® Index, and pilot list of Exchange Traded Products	10%	8%	9.5%
	Other NMS stocks, priced \$1 and above	30%	28%	29.5%
	Other NMS stocks, priced below \$1	50%	30%[*]	31.5%[*]
Regular Trading Hours when stock pause triggers are not in effect under the rules of the primary listing market (i.e., prior to 9:45 a.m. and after 3:35 p.m. Eastern Time)	S&P 500® Index, Russell 1000® Index, and pilot list of Exchange Traded Products	Not applicable	20%	21.5%
	Other NMS stocks, priced \$1 and above	Not applicable	28%	29.5%

	Other NMS stocks, priced below \$1	Not applicable	30%[*]	31.5%[*]
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[* The optional process set forth in Rule 11.8(e), through which the Exchange will enter two-sided quotations on behalf of a Market Maker, will apply a Designated Percentage of 28% and a Defined Limit of 29.5% for all other NMS stocks, including other NMS stocks priced below \$1.]

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