

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-70574; File No. SR-C2-2013-036)

September 30, 2013

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fees Schedule

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on September 25, 2013, C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. 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 Substance of the Proposed Rule Change

The Exchange proposes to amend its Fees Schedule. The text of the proposed rule change is available on the Exchange’s website (<http://www.c2exchange.com/Legal/>), at the Exchange’s Office of the Secretary, at the Commission’s Public Reference Room, and on the Commission’s website at <http://www.sec.gov>.

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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend its Fees Schedule. First, the Exchange proposes to remove the following language from Section 3 of its Fees Schedule:

Because C2 intends to cease listing of SPXPM following the closing of trading on Friday, February 15, 2013, for any Market-Maker Permit used in February 2013 solely to act as a Market-Maker in SPXPM, C2 will credit back to the Market-Maker a pro-rated amount (corresponding to the portion of the month during which SPXPM is not listed on C2) of the Market-Maker Permit cost.

This language is obsolete and no longer relevant, as the month of February 2013 has ended and SPXPM is no longer traded on the Exchange.

The Exchange also proposes to make another amendment to Section 3 of its Fees Schedule. Currently, Section 3 states that "Trading Permits will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by the 25th day of the prior month (or the preceding business day if the 25th is not a business day) to cancel the Trading Permit effective at or prior to the end of the applicable month." The Exchange proposes to amend this statement to give Trading Permit Holders ("TPHs") until 4 p.m. on the second-to-last business day of the prior month to cancel a Trading Permit. This will give TPHs more time to cancel Trading Permits before such permits renew.³

³ The proposed new language would read "Trading Permits will be renewed automatically for the next month unless the Trading Permit Holder submits written notification to the Registration Services Department by 4 p.m. on the second-to-last business day of the prior month to cancel the Trading Permit effective at or prior to the end of the applicable month."

Third, the Exchange proposes to adopt a one-time “Responsible Person” fee of \$500 to the list of Application-Related Fees. A “Responsible Person” is an individual designated by an organization that is the holder of a Trading Permit to represent the organization with respect to that Trading Permit in all matters relating to the Exchange. The Responsible Person must be a United States-based officer, director or management-level employee of the Permit Holder, who is responsible for the direct supervision and control of Associated Persons of that Permit Holder.⁴ Each organization that is the holder of a Trading Permit must designate an individual as the Responsible Person for the Permit Holder. The Responsible Person must be affiliated with the Permit Holder.⁵ The Exchange conducts an investigation and review of each person who the holder of a Trading Permit has identified as the holder’s Responsible Person. This investigation and review may include a fingerprint criminal background check and the individual’s consent to the Exchange’s jurisdiction over the individual. The Exchange proposes to assess this fee in order to cover the costs of this investigation and review. This fee will not be assessed for a Responsible Person who is also an Associated Person with the same Trading Permit Holder, as the same investigation and review is conducted for each Associated Person as is conducted for each Responsible Person. Since the investigation and review will not be conducted twice for a Responsible Person who is also an Associated Person, the Exchange does not propose to assess both fees in such a circumstance.

Effective April 1, 2012, the Exchange added a clause to the Fees Schedule that waived Renewal fees for six months.⁶ The Renewal fee is assessed to organizations and sole

⁴ See C2 Rule 1.1.

⁵ See C2 Rule 3.8.

⁶ See Securities Exchange Act Release No. 66651 (March 23, 2012) 77 FR 19041 (March 29, 2012) (SR-C2-2012-010).

proprietorships that were once C2 Trading Permit Holders but gave up their trading permits, and now want to return. The Exchange proposed waiving the Renewal fee for a six-month period beginning on April 1, 2012 in order to provide an incentive to former C2 Trading Permit Holders to return to C2. Because that six-month period ended on September 30, 2012, this language is now obsolete. The Exchange therefore proposes to delete the language stating “These fees are waived for a six-month period beginning April 1, 2012” that applies to the Renewal fees.

The Exchange also proposes to add the language “after three months, all fees as assessed by the Exchange are considered final by the Exchange” to the end of the Fees Schedule. This will serve to encourage Permit Holders to promptly review their Exchange invoices so that any disputed charges can be addressed in a timely manner while the information and data underlying those charges is still easily and readily available. Other exchanges include this language in their Fees Schedules.⁷

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁸ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁹ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to

⁷ See Chicago Board Options Exchange, Incorporated (“CBOE”) Fees Schedule, Footnote 7.

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,¹⁰ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes that the proposed changes to remove obsolete language from the Fees Schedule will alleviate any potential investor confusion, thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system, and, in general, protecting investors and the public interest.

The Exchange believes that the proposal to amend Section 3 of the Fees Schedule to give TPHs until 4 p.m. on the second-to-last business day of the prior month to cancel a Trading Permit is reasonable because it will give TPHs more time to determine whether to cancel a Trading Permit. The Exchange believes that the proposed change is equitable and not unfairly discriminatory because it will apply to all TPHs.

The Exchange believes the addition of the Responsible Person fee is reasonable because the amount of the fee is intended to cover the costs of the review and examination of Responsible Persons. The Exchange believes that this is equitable and not unfairly discriminatory because the fee will apply to all Responsible Person applicants (with the exception of those that are also Associated Person applicants.) The Exchange believes that it is equitable and not unfairly discriminatory to exempt Associated Person applicants with the same Permit Holder from the Responsible Person fee because the same investigation and review is conducted for each Associated Person as is conducted for each Responsible Person. Since the investigation and review

¹⁰ 15 U.S.C. 78f(b)(4).

will not be conducted twice for a Responsible Person who is also an Associated Person, the Exchange does not believe it would be equitable to assess both fees in such a circumstance.

The Exchange believes that the proposed addition of the language “after three months, all fees as assessed by the Exchange are considered final by the Exchange” to the end of the Fees Schedule is reasonable because this will serve to encourage Permit Holders to promptly review their Exchange invoices so that any disputed charges can be addressed in a timely manner while the information and data underlying those charges is still easily and readily available. The Exchange believes that this is equitable and not unfairly discriminatory because it will apply to all market participants. Further, other exchanges include this language in their Fees Schedules.¹¹

B. Self-Regulatory Organization’s Statement on Burden on Competition

C2 does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed changes apply to all qualifying market participants equally. C2 does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed changes are all specific to C2 operations, fees and the C2 Fees Schedule. To the extent that such changes may make C2 a more attractive market to market participants at other exchanges, such market participants may elect to become C2 market participants.

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

The Exchange neither solicited nor received comments on the proposed rule change.

¹¹ See CBOE Fees Schedule, Footnote 7.

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) of the Act¹² and paragraph (f) of Rule 19b-4¹³ thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change 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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-C2-2013-036 on the subject line.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-C2-2013-036. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f).

comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, D.C. 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer

to File Number SR-C2-2013-036 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁴

Kevin M. O'Neill
Deputy Secretary

¹⁴ 17 CFR 200.30-3(a)(12).