

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-76588; File No. SR-C2-2015-034)

December 8, 2015

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the Certificate of Incorporation of its Parent Company

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that, on November 25, 2015, C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II 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 the certificate of incorporation of its parent Company, CBOE Holdings, Inc. (“CBOE Holdings”). The text of the proposed rule change is available on the Exchange’s website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

On May 21, 2015, CBOE Holdings' stockholders approved proposed amendments to the Certificate. On October 22[sic], 2015, in accordance with Article Eleventh of the Certificate, the Exchange submitted a rule filing proposing to make the approved amendments to the Certificate.³ The Exchange notes however, that it inadvertently omitted in its rule filing two changes to the Certificate in the Exhibit 5 that had been approved by CBOE Holdings' shareholders. In order to conform the current Certificate to the Certificate approved by CBOE Holdings' shareholders in May 2015, CBOE Holdings proposes to correct the omitted changes. First, in Article Third, the Exchange had omitted to eliminate the word "other" from the following language "The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any other lawful act or activity for which corporations may be organized under the GCL." The Exchange believes that the reference to "other" in this section is unnecessary and that the change is non-substantive and clarifying in nature. The Exchange notes that the proposed change does not affect the rights of shareholders.

Next, CBOE Holdings proposes to correct an error related to the ownership concentration limitation. Particularly, CBOE Holdings had proposed to remove references to the 10% ownership concentration limitation applicable before CBOE Holdings' initial public offering ("IPO") in 2010, as discussed in SR-C2-2015-026.⁴ This change did not change the current ownership concentration limitation, which is 20%. In Article Sixth, subparagraph (b)(iii), the

³ See Securities Exchange Act Release No. 76281 (October 27, 2015), 80 FR 211 [sic] (November 2, 2015) (SR-C2-2015-026).

⁴ Id.

Exchange inadvertently omitted references to both 10% and 20%. Specifically, the language “10% or 20% (as applicable at such time)” was eliminated in its entirety. CBOE Holdings notes that only “10% or” and “(as applicable at such time)” should have been eliminated (i.e., reference to 20% should have remained). Accordingly, CBOE Holdings proposes to add “20%”, the current ownership concentration limitation, back into Article Sixth, Subparagraph (b)(iii).

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁵ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁶ 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 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 the Section 6(b)(5)⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, CBOE Holdings believes the proposed amendments to its Certificate are non-substantive and clarifying in nature, alleviating potential confusion. Additionally, CBOE Holdings believes that conforming the current Certificate to the Certificate approved by CBOE

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

⁷ Id.

Holdings' shareholders on May 21, 2015, alleviates potential confusion. The alleviation of potential confusion removes impediments to and perfects the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest.

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

Because the proposed rule change relates to the governance of CBOE Holdings and not to the operations of the Exchange, 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.

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.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁸ and Rule 19b-4(f)(6) thereunder.⁹

In its filing, the Exchange requested that the Commission waive both the 5 business day prefiling requirement as well as the 30-day operative delay so that the Exchange can expeditiously obtain effectiveness, as required by CBOE Holdings' governing documents, for two changes approved by CBOE Holdings' shareholders to the Certificate of Incorporation of

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6).

CBOE Holdings that the Exchange failed to correctly mark in the recent filing it submitted to seek effectiveness of the overall package of shareholder-approved changes.

The Commission believes that waiving the 5 business day prefiling requirement and the 30-day operative delay is consistent with the protection of investors and the public interest, as it will allow two non-controversial proposed conforming edits to the CBOE Holdings Certificate of Incorporation to take effect without delay. The Commission notes the Exchange previously filed to amend the Certificate and that filing has since become effective. The Exchange represents that the change to Article Third is non-substantive and non-controversial. The change to Article Sixth corrects an obvious typographical error, as the language continued to reference the ownership concentration limit but failed to include the limit's numerical expression. That limit is contained elsewhere in Article Sixth (b), including in the opening paragraph. Accordingly, adding a reference to the long-standing "20%" back to paragraph (b)(iii) is a conforming edit to fill an obvious gap created by a rule text marking error in the Exchange's recent filing. The two proposed edits do not raise any new or novel issues, and allowing these edits to be made without further delay will allow the Exchange to promptly update the Certificate of Incorporation of CBOE Holdings. For this reason, the Commission designates the proposed rule change to be operative upon filing.¹⁰

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

¹⁰ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-C2-2015-034 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-C2-2015-034. This file number should be included on the subject line if e-mail 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 (<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, DC 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-C2-2015-034 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.¹¹

Brent J. Fields
Secretary

¹¹ 17 CFR 200.30-3(a)(12) and (59).