

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-92574; File No. SR-C2-2021-011)

August 5, 2021

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Enhance and Clarify its Price Adjust Process and Modify the Bulk Message Fat Finger Check

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 July 28, 2021, Cboe C2 Exchange, Inc. (“Exchange” or “C2”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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

Cboe C2 Exchange, Inc. (the “Exchange” or “C2 Options”) proposes to enhance and clarify its Price Adjust process and modify the bulk message fat finger check. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website (http://markets.cboe.com/us/options/regulation/rule_filings/ctwo/), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

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 enhance its Price Adjust (as defined below) process for certain Market-Maker interest – specifically Book Only⁵ orders and bulk messages⁶ submitted through bulk ports⁷ – and clarify other parts of that process, as well as modify the bulk message fat finger check.

Rule 5.32(b) describes the Price Adjust process, which applies to an order unless a user enters instructions for the order to not be subject to the Price Adjust process. The System ranks and displays a buy (sell) order that at the time of entry would lock or cross a Protected Quotation of the

⁵ Rule 5.6(c) defines a “Book Only” order as an order the System ranks and executes pursuant to Rule 5.32, subjects to the Price Adjust process pursuant to Rule 5.32, or cancels, as applicable (in accordance with User instructions), without routing away to another exchange. Users may designate bulk messages as Book Only as set forth in Rule 5.5(c).

⁶ The term “bulk message” means a bid or offer included in a single electronic message a User submits with an M Capacity to the Exchange in which the User may enter, modify, or cancel up to an Exchange-specified number of bids and offers. A User may submit a bulk message through a bulk port as set forth in Rule 5.5(c)(3). The System handles a bulk message in the same manner as it handles an order or quote, unless the Rules specify otherwise. See Rule 1.1.

⁷ A “bulk port” is a dedicated logical port that provides Users with the ability to submit bulk messages, single orders, and auction responses, each subject to certain restrictions. See Rule 5.5(c)(3).

Exchange or another exchange at one minimum price increment below (above) the current national best offer (“NBO”) (national best bid (“NBB”)) (“Price Adjust”).

This Price Adjust process applies to Book Only orders and bulk messages submitted that are designated as Price Adjust (and not designated as Cancel Back). Separately, a Book Only order or bulk message bid or offer (or unexecuted portion) is rejected if submitted by a Market-Maker with an appointment in the class through a bulk port if it would execute against a resting offer or bid, respectively with a capacity of M. Therefore, if a Book Only bulk message bid of an appointed Market-Maker does not execute upon entry and would rest at the same price as an offer not represented by a capacity of M, that bid price would be adjusted and rest on the book at one minimum price variation below the offer. However, if the offer was represented by a capacity of M, the System would reject the bid since it may not execute against that resting offer.

The proposed rule change amends the Price Adjust process so that an appointed Market-Maker’s Book Only bids and offers submitted through a bulk port may have the opportunity to rest on the book if they are submitted at the same price as the opposite side of the market when represented by Market-Maker interest. Specifically, the proposed rule change adds subparagraph (1)(B) to Rule 5.32(b),⁸ which states if the bid (offer) of a Book Only order or bulk message⁹ submitted through a bulk port at the time of entry would lock or cross (1) a protected offer (bid) of another options exchange¹⁰ or a resting offer (bid) with a Capacity of M, the System ranks and displays the order at one minimum price variation below (above) the better of the current away best

⁸ To accommodate this change, the proposed rule change numbers the current introductory paragraph to Rule 5.32(b) as subparagraph (1) (some of which becomes subparagraph (A)) and makes nonsubstantive changes to reflect two subparagraphs to new subparagraph (1).

⁹ The Exchange notes that pursuant to Rule 5.5(c)(3)(A), only appointed Market-Makers may submit such orders and bulk messages through a bulk port.

¹⁰ This is how these orders and messages are currently handled pursuant to Rule 5.32(b).

offer (“ABO”) (away best bid (“ABB”)) or resting M-Capacity offer (bid).¹¹ This will permit appointed Market-Maker orders and quotes submitted through bulk ports (the primary purpose of which is to provide liquidity to the Book) that are subject to the Price Adjust process (indicating the submitting Market-Makers prefer a price adjustment to rejection) so their quotes may rest in the Book if they would otherwise lock interest against which they could not execute.

The proposed rule change makes nonsubstantive changes to current Rule 5.32(b) to set forth to which orders and bulk messages the functionality in each subparagraph will apply; the proposed rule change has no impact on how the Price Adjust process applies to orders and bulk messages other than Book Only orders and bulk messages submitted through a bulk port that would otherwise execute against resting M-Capacity interest. Similarly, the proposed rule change updates Rule 5.32(c)(6) to indicate that provision will only apply to Cancel Back¹² Book Only orders and bulk messages submitted through bulk ports. Book Only orders and bulk messages submitted through a bulk port may either be Price Adjust or Cancel Back. As Price Adjust Book Only orders and bulk messages submitted through a bulk port will be handled as described above if they would execute against resting M-Capacity interest, this provision will now only apply to Cancel Back Book Only bulk messages and orders submitted through bulk ports.¹³

¹¹ This is how these orders and messages are currently handled pursuant to Rule 5.32(b).

¹² Rule 5.6(c) defines a Cancel Back order as an order (including a bulk message) a user designates to not be subject to the Price Adjust process that the System cancels or rejects if displaying the order on the book would create a violation of the linkage rules or if the order cannot otherwise be executed or displayed in the book at its limit price. The System executes a Book Only – Cancel Back order against resting orders, and cancels or rejects a Post Only – Cancel Back order, that locks or crosses the opposite side of the BBO.

¹³ The proposed rule change also clarifies in Rule 5.32(c)(6) that it applies if the incoming order or bulk message would execute against or lock resting M-Capacity interest. It is possible a Cancel Back Book Only order or bulk message may otherwise not execute against resting M-Capacity interest but would instead lock that interest if it rested in the book, so the System would reject that order or bulk message to prevent the dissemination

The proposed rule change also clarifies in proposed Rule 5.32(b)(1) that the Price Adjust process applies to an order or remaining portion that does not execute upon entry. This is consistent with current functionality, as Price Adjust orders may execute upon entry against resting interest – the price adjustment applies only to permit any remaining interest from an incoming order to rest at a price that would not lock or cross opposite side interest in accordance with the linkage plan.

Additionally, current Rule 5.32(b)(1) (which the proposed rule change renumbers as subparagraph (2) provides that if the NBBO changes so that an order subject to Price Adjust would not lock or cross a Protection Quotation,¹⁴ the System gives the Price Adjust order a new timestamp. Currently, the rule states the System displays the order at a price that at the price that locked the Protected Quotation at the time of entry. Pursuant to current subparagraph (3), the ranked and displayed price of an order subject to Price Adjust may be adjusted once or multiple times depending upon the instructions of a User and changes to the prevailing NBBO. The proposed rule change deletes current subparagraph (2) and moves the concept of single or multiple price adjust to proposed subparagraph (2).¹⁵ The proposed rule change clarifies how each of single price adjust and multiple price adjust currently function. Specifically, if a User designated an order as eligible for single price adjust, the System ranks and displays the order at the price of the Protected Quotation that was present in the Book at the time of order entry. That is the price at which the Price Adjust order would have entered the Book but for the presence of that Protected Quotation.

of a locked market.

¹⁴ The Exchange notes that a change in the NBBO would include a change in M-Capacity interest resting at the top of the Book that caused a Book Only bulk message or order to have its price adjusted.

¹⁵ The proposed rule change also moves the latter part of current subparagraph (2) regarding the priority of re-ranked and re-displayed Price Adjust orders to proposed subparagraph (3). The proposed rule change also renumbers current subparagraph (3) to be subparagraph (4).

Additionally, the proposed rule change clarifies that bulk message bids and offers are only subject to single price adjust. The Exchange understands that Market-Makers' automated quote streaming systems review their resting interest when the markets change and update as appropriate in accordance with their business and risk models. Therefore, the Exchange does not believe it is necessary for it also to review resting Market-Maker interest continuously and reprice as the market changes. The proposed rule change amends proposed subparagraph (2)(B) to indicate it applies to orders designated as multiple price adjust, and specifies the repricing described in that paragraph may occur multiple times as the opposite side of the NBBO changes (up to the order's limit price). The proposed rule change has no impact on how the System handles order and bulk messages subject to single or multiple price adjust; it rather more accurately describes this process. The proposed rule change also amends this provision to reflect that a Price Adjust bulk message may be re-priced upon entry due to the presence of opposite side M Capacity interest (rather than rejected in accordance with current functionality).

With respect to multiple price adjust functionality, the proposed rule change clarifies that the price at which the System reprices an order is the ranked and displayed price (rather than or), which is consistent with the remainder of paragraph (b). Price Adjust orders are always ranked and displayed at the same price. Additionally, the proposed rule change deletes the concept of the new price locking a new Protected Quotation, as the new price will always be one minimum price variation away to be consistent with linkage rules.

Finally, the proposed rule change enhances the bulk message fat finger check set forth in Rule 5.34(a)(5). In accordance with the fat finger check, the System cancels or rejects any bulk message bid (offer) above (below) the NBO (NBB) by more than a specified amount determined

by the Exchange.¹⁶ The proposed rule change indicates that the Exchange may also determine a minimum and maximum dollar value for the bulk message fat finger check.¹⁷ The Exchange believes Market-Makers may be willing to accept an execution at a price beyond the NBBO at the time of order entry, but not too far away. The purpose of the fat finger check is intended to reject bulk message bids and offers that on their face are likely to be entered at erroneous prices and thus prevent potentially erroneous executions. The proposed rule change to permit the Exchange to set a minimum and maximum value will provide the Exchange with the opportunity to set a meaningful buffer that is not “too close” to the NBBO (in other words, a de minimis buffer) but not “too far” from the NBBO (in other words, a buffer that is more likely to accept erroneously priced bulk messages). The proposed rule change also permits the Exchange to set the relevant amounts for the bulk message fat finger check on a class-by-class basis. Option classes have different characteristics and trading models, and the proposed flexibility will permit the Exchange to apply different parameters to address those differences.

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.¹⁸ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁹ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and

¹⁶ This check does not apply to bulk messages submitted prior to the conclusion of the opening process or when no NBBO is available.

¹⁷ The proposed rule change also makes a nonsubstantive change to say the System cancels or rejects any bulk message bid (offer) more than a buffer amount above (below) the NBO (NBB) to align the language with other rules.

¹⁸ 15 U.S.C. 78f(b).

¹⁹ 15 U.S.C. 78f(b)(5).

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)²⁰ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the proposed rule change to enhance the Price Adjust process to adjust the price of Book Only orders and bulk messages submitted by Market-Makers through bulk ports will remove impediments to and perfect the mechanism of a free and open market. Market-Makers that have elected to have their bulk port interest subject to the Price Adjust process have indicated their desire to have the prices of that interest adjusted rather than have the System reject that interest. The proposed rule change is consistent with that election and will cause such interest to be repriced rather than rejected in a situation – when it would otherwise execute or lock against other M-Capacity interest – in addition to locking an away market. Therefore, the proposed rule change will permit additional Market-Maker interest to enter the book rather than be rejected. This additional liquidity may increase execution opportunities and tighten spreads, which ultimately benefits all investors.

The Exchange also believes the proposed rule change to codify that bulk message bids and offers may only be subject to single price adjust will benefit investors by adding transparency to the Rules. The Exchange understands that Market-Makers' automated quote streaming systems review their resting interest when the markets change and update as

²⁰

Id.

appropriate in accordance with their business and risk models. Therefore, the Exchange does not believe it is necessary for it also to review resting Market-Maker interest continuously and reprice as the market changes.

In addition, the Exchange believes the proposed change to the bulk message fat finger check will protect investors and the public interest as the check will continue to mitigate potential risks associated with Market-Makers submitting bulk message bids and offers at unintended prices, and risks associated with orders and quotes trading at prices that are extreme and potentially erroneous, which may likely have resulted from human or operational error. The proposed enhancement that the Exchange will apply a minimum and maximum to the fat finger check will permit the Exchange to apply the fat finger check to bulk messages in a more meaningful way. The Exchange believes class flexibility is appropriate to permit the Exchange to apply reasonable buffers to classes, which may exhibit different trading characteristics and have different market models. The Exchange has other price checks and risk controls that permit it to set a minimum and maximum, as well as apply parameters on a class basis.²¹

The proposed nonsubstantive and clarifying changes will protect investors by adding transparency to the Rules.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe the proposed rule change will impose any burden on intramarket competition, as the proposed changes will apply in the same manner to all Book Only orders and bulk messages submitted through a bulk port. The proposed rule change to codify that bulk

²¹ See, e.g., Rule 5.34(a)(2) (market order NBBO width protection).

messages will only be subject to single price adjust is appropriate given that Market-Makers' automated quote streaming systems review their resting interest when the markets change and update as appropriate in accordance with their business and risk models. Therefore, the Exchange does not believe it is necessary for it also to review resting Market-Maker interest continuously and reprice as the market changes. The Exchange does not believe the proposed rule change will impose any burden on intermarket competition, as the proposed rule change applies to functionality that applies to incoming interest that may only rest or execute on the Exchange's book.

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 foregoing proposed rule change does not:

- A. significantly affect the protection of investors or the public interest;
- B. impose any significant burden on competition; and
- C. become operative for 30 days from the date on which it was filed, or such shorter

time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act²² and Rule 19b-4(f)(6)²³ 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

²² 15 U.S.C. 78s(b)(3)(A).

²³ 17 CFR 240.19b-4(f)(6).

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-C2-2021-011 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-C2-2021-011. 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-C2-2021-011 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.²⁴

Jill M. Peterson
Assistant Secretary

²⁴ 17 CFR 200.30–3(a)(12).