

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-74295; File No. SR-EDGA-2015-11)

February 18, 2015

Self-Regulatory Organizations; EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Rule 8.15 Entitled “Imposition of Fines for Minor Violation(s) of Rules”

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on February 5, 2015, EDGA Exchange, Inc. (the “Exchange” or “EDGA”) 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 Exchange has designated this proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A) of the Act<sup>3</sup> and Rule 19b-4(f)(6)(iii) thereunder,<sup>4</sup> which renders it 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 Substance of the Proposed Rule Change

The Exchange filed a proposal to amend Rule 8.15 entitled “Imposition of Fines for Minor Violation(s) of Rules.” The text of the proposed rule change is available at the Exchange’s website at [www.batstrading.com](http://www.batstrading.com), at the principal office of the Exchange, and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>4</sup> 17 CFR 240.19b-4(f)(6)(iii).

## 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 parts 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 amend Rule 8.15 in order to make it substantively identical to the corresponding rules on BATS Exchange, Inc. ("BATS") and BATS Y-Exchange, Inc. ("BYX"), as further described below. Last year, the Exchange and its affiliate EDGX Exchange, Inc. ("EDGX") received approval to effect a merger (the "Merger") of the Exchange's parent company, Direct Edge Holdings LLC, with BATS Global Markets, Inc., the parent of BATS and BYX (together with BATS, BYX, EDGX and EDGA, the "BGM Affiliated Exchanges").<sup>5</sup> In the context of the Merger, the BGM Affiliated Exchanges are working to align certain rules, retaining only intended differences between the BGM Affiliated Exchanges. Thus, the proposal set forth below is intended to amend Rule 8.15 in order to make it substantively identical to corresponding rules on BATS, BYX, and EDGX.<sup>6</sup>

Currently, paragraph (d) of Interpretation and Policy to Rule 8.15 includes Rule 2.5 Interpretation .04: Firm Element of Continuing Education Requirement (the "CE Rule") under

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<sup>5</sup> See Securities Exchange Act Release No. 71449 (January 30, 2014), 79 FR 6961 (February 5, 2014) (SR-EDGX-2013-43; SR-EDGA-2013-34).

<sup>6</sup> The Exchange understands that BATS, BYX, and EDGX intend to file proposed rule changes with the Commission to adopt substantively identical rules.

the list of Exchange rule violations and recommended fine schedule pursuant to Rule 8.15 related to the imposition of fines for minor violations of rules (the “MRVP”). The Exchange, however, has no specific reference to the firm element of the continuing education requirements under the CE Rule. Further, BATS and BYX are proposing to adopt rules that are substantively identical to the Exchange’s MRVP, except that BATS and BYX are not proposing to add a provision covering the CE Rule.<sup>7</sup> As such, the Exchange is proposing to eliminate paragraph (d) of Interpretation and Policy .01 to Rule 8.15.

The Exchange is also proposing to amend Rule 8.15(a). Currently, Rule 8.15(a) provides that, for the purposes of imposing fines pursuant to Interpretation .02 of Rule 4.2, the Exchange may aggregate individual violations of particular rules and treat such violations as a single offense, provided that such aggregation is based upon a comprehensive automated surveillance program. The Exchange has never aggregated violations under this provision and does not anticipate doing so in the future due to the content of Interpretation .02 of Rule 4.2, which could not, because of its nature, be based on a comprehensive automated surveillance program. Interpretation and Policy .02 of Rule 4.2 is related to the requirement to furnish Exchange-related order, market and transaction data. As the Exchange does not currently require Members to provide such information and because compliance with a requirement to provide data would not likely be reviewed based on an automated surveillance (though surveillance would likely be performed on such data), the Exchange believes the reference to this provision in Rule 8.15 is no longer necessary. Based on the foregoing, and in order to conform rules across each of the BGM Affiliated Exchanges, the Exchange is proposing to remove this provision from Rule

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<sup>7</sup> The Exchange notes that BATS and BYX do not currently and are not going to propose to include a provision to cover the CE Rule currently included in the Exchange’s MRVP.

8.15(a).

Finally, the Exchange is proposing to make several non-substantive changes to Rule 8.15. Specifically, in coordination with the elimination of paragraph (d) of Interpretation and Policy .01 to Rule 8.15, the Exchange is proposing to make several corresponding and non-substantive changes to the numbering of the rule.

## 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act<sup>8</sup> and furthers the objectives of Section 6(b)(5) of the Act,<sup>9</sup> in that it is designed promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and, in general, protect investors and the public interest. Specifically, the Exchange believes that the proposed changes to Rule 8.15(a) and the deletion of paragraph (d) of Interpretation and Policy .01 to Rule 8.15 contribute to the protection of investors and the public interest by removing unnecessary language from Exchange Rules and correcting certain cross-references therein. The Exchange believes that these changes will help to make Exchange Rules clearer and avoid confusion for all participants on the Exchange.

Further, as mentioned above, the proposed rule changes, combined with the planned filings for BATS, BYX, and EDGX,<sup>10</sup> would allow the BGM Affiliated Exchanges to provide a consistent set of rules as it relates to the imposition of fines for minor violations of rules across each of the exchanges. Consistent rules, in turn, will simplify the application of the Exchange's

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<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).

<sup>10</sup> See supra notes 6 and 7.

regulatory program for Members of the Exchange that are also participants on BATS, BYX, and/or EDGX. The proposed rule change would provide greater harmonization between rules of similar purpose on the BGM Affiliated Exchanges, resulting in greater uniformity and less burdensome and more efficient regulatory compliance. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system.

Finally, the Exchange believes that the non-substantive changes described above will contribute to the protection of investors and the public interest by helping to avoid confusion with respect to Exchange rules by creating a consistent numbering system in its 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 not necessary or appropriate in furtherance of the purposes of the act. To the contrary, allowing the Exchange to implement substantively identical rules related to the imposition of fines for minor violations of rules across each of the BGM Affiliated Exchanges does not present any competitive issues, but rather is designed to provide greater harmonization among Exchange, BATS, BYX, and EDGX rules of similar purpose, resulting in less burdensome and more efficient regulatory compliance for common members of the BGM Affiliated Exchanges and an enhanced ability of the BGM Affiliated Exchanges to fairly and efficiently regulate members, which will further enhance competition.

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

The Exchange has neither solicited nor received written 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: (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, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>11</sup> and paragraph of Rule 19b-4(f)(6) thereunder.<sup>12</sup>

The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Exchange stated that waiver of this requirement is consistent with the protection of investors and the public interest because it will allow the Exchange to have consistent rules related to minor violations across each of the BGM Affiliated Exchanges, which it believes will both more consistently and effectively regulate members of the BGM Affiliated Exchanges as well as reduce the regulatory burden on Members of the Exchange that are also members of EDGX, BYX and/or BZX. The Commission believes that the proposed rule change presents no novel issues and that waiver of the 30-day operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission designates the proposed rule change to be operative upon filing.<sup>13</sup>

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

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<sup>11</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>12</sup> 17 C.F.R. 240.19b-4.

<sup>13</sup> 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).

otherwise in furtherance of the purposes of the Act.

#### IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal 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](mailto:rule-comments@sec.gov). Please include File No. SR-EDGA-2015-11 on the subject line.

##### Paper Comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File No. SR-EDGA-2015-11. 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 am and 3:00 pm. Copies of such filing will also 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 No. SR-EDGA-2015-11 and should be submitted on or before [21 days from publication in the Federal Register].

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

Brent J. Fields  
Secretary

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<sup>14</sup> 17 CFR 200.30-3(a)(12).