SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106371; File No. SR-MX2-2026-05]

Self-Regulatory Organizations; MX2 LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Adopt the Framework of the Exchange's Initial Fee Schedule and Establish an Options Regulatory Fee ("ORF")

September 15, 2026.

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 9, 2026, MX2 LLC ("MX2" or the "Exchange") filed with the Securities and Exchange Commission (the "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 is filing with the Commission a proposed rule change to adopt the framework of the Exchange's initial fee schedule applicable to Members[3] and Non-Members of the Exchange pursuant to Exchange Rules 15.1(a) and (c) and to establish an Options Regulatory Fee ("ORF"). The text of the proposed rule change is provided in Exhibit 5.

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

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

3 See Exchange Rule 1.5(p).

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

In preparation for the launch of the Exchange's options market ("MX2 Options")[4], the Exchange proposes to adopt the framework of the Exchange's initial fee schedule (the "Options Fee Schedule")[5] applicable to the use of the Exchange and establish an ORF in the amount of $0.0200 per contract side. The Exchange will commence operations as a national securities exchange on September 14, 2026, and thus, proposes the ORF to be effective on that date.

The amount of the proposed fee is based on historical industry volume, projected volumes on the Exchange, and projected Exchange regulatory costs. The Exchange's proposed ORF should balance the Exchange's regulatory revenue against the anticipated regulatory costs.

The Exchange will assess ORF for options transactions cleared by the Options Clearing Corporation ("OCC") in the "customer"[6] range by Exchange Members that occur on the

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4 On September 30, 2025, the Commission approved SR-MX2-2025-01, which proposed rules for the trading of options on the Exchange. See Securities Exchange Act Release No. 104152 (September 30, 2025), 90 FR 47867 (October 2, 2025) (SR-MX2-2025-01). The Exchange plans to launch MEMX Options in September of 2026.

5 Given that this is the first fee filing for MX2 Options, the Exchange wishes to establish the overall framework for the Options Fee Schedule applicable to Members and non-Members of MX2 Options by including headings for the other anticipated sections of the Fee Schedule, including Transaction Fees, Market Data Fees, and Other Fees. It is proposing to leave these sections blank, and it will file separately to adopt those specific fees at a later date.

6 The ORF is assessed by MX2 Options and collected via OCC on executions for the account of Public Customers, including Professionals, and Broker-Dealers including Foreign Broker-Dealers. These market participants clear in the "C" range at OCC. On the Exchange, a "Public Customer" means a person that is not a broker or dealer in securities and includes both Priority Customers and Professionals. A "Priority Customer" means a person or entity that is a Public Customer and is not a Professional. A "Professional" is any person or entity that (a) is not a broker or dealer in securities, and (b) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). Executions for the account of an OCC clearing member firm proprietary account, joint back office account clearing in the

Exchange ("On Exchange ORF"). Specifically, the ORF would be collected by OCC on behalf of the Exchange from Members and Non-Members for all customer transactions executed on MEMX Options. ORF would be assessed and collected on all ultimately cleared customer contracts, taking into account adjustments for Clearing Member Trade Assignment ("CMTA") that were provided to the Exchange on the same day as the trade. Further, the Exchange would bill ORF according to the clearing instructions provided on the execution. More specifically, the Exchange proposes to assess ORF based on the clearing instruction provided on the execution on the trade date and would not take into consideration CMTA changes or transfers that occur at OCC.[7]

The following scenarios reflect how the On Exchange ORF will be assessed and collected:

1. If a Member is the executing clearing firm on a transaction that occurred on the Exchange, the fee would be assessed to and collected from that Member by OCC on behalf of the Exchange.

2. If a Member is the executing clearing firm and the transaction is "given up" to a clearing give-up (the "clearing firm"), the On-Exchange ORF is assessed to the executing clearing firm, (the On-Exchange ORF remains the obligation of the executing clearing firm under the proposal), but the On-Exchange ORF will be collected from the clearing firm, regardless of whether that clearing firm is a Member of the Exchange.

The Exchange expects to provide Members sufficient information in connection with their invoice in order to reconcile charges associated with ORF. In addition, the proposed method

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Firm range, or account of a market maker clearing in the Market Maker range will not be charged an ORF.

[7] As noted previously, the Exchange will take into account CMTA transfers that were made the same day as the trade on MEMX Options.

for collecting On-Exchange ORF will only consider CMTAs reported to the Exchange and not those reported directly to OCC. The Exchange understands that a CMTA may be added at order entry, via post-trade edit on the Exchange, or post-trade at OCC. CMTA transfers that occur at OCC do not necessarily contain reliable information regarding the Exchange on which the original transaction occurred. Without specific information as to where the original transaction occurred, the Exchange would not be able to accurately account for CMTA transfers that occur at OCC. Therefore, the Exchange will only account for CMTAs that occur on the Exchange (which may be a non-Member) and exclude CMTAs occurring at OCC.

The ORF is designed to recover a material portion of the costs to the Exchange of the supervision and regulation of Members' customer options business, including performing routine surveillances and investigations, as well as policy, rulemaking, interpretive and enforcement activities. The Exchange believes that revenue generated from the ORF, when combined with all of the Exchange's other regulatory fees and fines, will cover a material portion, but not all, of the Exchange's regulatory costs. Regulatory costs include direct regulatory expenses and certain indirect expenses for work allocated in support of the regulatory function. The direct expenses include in-house and third- party service provider costs to support the day-to-day regulatory work such as surveillance, investigations and examinations. The indirect expenses include support from personnel in such areas as human resources, legal, information technology, facilities and accounting as well as shared costs necessary to operate the Exchange and to carry out its regulatory function, such as hardware, data center costs and connectivity. The Exchange acknowledges that these indirect expenses are also allocated towards other business operations, such as providing connectivity and market data services, for which the Exchange has also conducted a cost-based analysis. As such, when analyzing the indirect expenses associated with its regulatory program, the Exchange did not double-count any expenses, but instead, allocated a portion of the cost not already allocated to other fees imposed by the Exchange. Indirect expenses are anticipated to be approximately 20% of the total regulatory costs for 2026. Thus, direct expenses are anticipated to be approximately 80% of the total regulatory costs for 2026. The Exchange notes that its regulatory responsibilities with respect to Member compliance with options sales practice rules have been allocated to the Financial Industry Regulatory Authority ("FINRA") under a 17d-2 Agreement. The ORF is not designed to cover the cost of options sales practice regulation. Finally, the Exchange notes that it takes into account all regulatory sources of funding, including fines collected by the Exchange in connection with disciplinary matters, when determining the appropriate ORF rate.

The Exchange will monitor the amount of revenue collected from the ORF to ensure that it, in combination with its other regulatory fees and fines, does not exceed the Exchange's total regulatory costs. More specifically, the Exchange will ensure that revenue generated from ORF not exceed 75% of total annual regulatory costs. The Exchange will monitor regulatory costs and revenues at a minimum on a semi-annual basis. If the Exchange determines regulatory revenues exceed or are insufficient to cover a material portion of its regulatory costs, the Exchange will adjust the ORF by submitting a fee change filing to the Commission. Going forward, the Exchange will notify Members of adjustments to the ORF via Regulatory Notice at least 30 calendar days prior to the effective date of the change and is proposing to codify this practice in the Options Fee Schedule.

The Exchange notes that other exchanges currently impose an On Exchange ORF, and most of the options exchanges launched over the last 15 years have implemented an ORF on the day of launch or shortly thereafter in order to properly fund their regulatory programs.[8]

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8 MEMX Options - effective 9/27/23, launch same; MIAX Options – effective 1/2/13, launch 12/7/12; ISE Topaz – effective 8/5/13, launch same; MIAX Pearl – effective 2/6/17, launch same; MIAX Emerald –

The Exchange notified current and future Members via a Regulatory Circular of the proposed ORF prior to the proposed operative date, on August 18, 2026.[9] The Exchange believes that the prior notification to future market participants will ensure that the future market participants are prepared to configure their systems to properly account for the proposed ORF.

2. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act[10] in general, and furthers the objectives of Section 6(b)(4) of the Act[11] in particular, in that it is an equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities. The Exchange also believes the proposal furthers the objectives of Section 6(b)(5) of the Act[12] in that it is designed to promote just and equitable principles of trade, 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 and is not designed to permit unfair discrimination between customers, issuers, brokers and dealers.

The Exchange believes that establishing an ORF in the amount of $0.0200 is reasonable because the Exchange's collection of ORF needs to be balanced against the amount of projected regulatory costs incurred by the Exchange. The Exchange believes that the amount proposed herein will serve to balance the Exchange's regulatory revenue against the anticipated regulatory

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effective 3/1/19, launch same.

9 See MX2 Options Regulatory Notice 26-10, https://www.memxtrading.com/alerts-and-notices/regulatory-notice-26-10:-mx2-options-regulatory-fee.

10 15 U.S.C. 78f(b).

11 15 U.S.C. 78f(b)(4).

12 15 U.S.C. 78f(b)(5).

costs. Moreover, the proposed amount is lower than the amount of ORF assessed on other exchanges.[13]

The Exchange believes the proposed ORF is equitable and not unfairly discriminatory because it is objectively allocated to Members in that it is charged to all Members on all their transactions on MX2 Options that clear as customer at the OCC. Moreover, the Exchange believes the ORF ensures fairness by assessing fees to those Members that are directly based on the amount of customer options business they conduct. Regulating customer trading activity is much more labor intensive and requires greater expenditure of human and technical resources than regulating non-customer trading activity, which tends to be more automated and less labor-intensive. As a result, the costs associated with administering the customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non- customer component (e.g., Member proprietary transactions) of its regulatory program.

The ORF is designed to recover a material portion of the costs of supervising and regulating Members' customer options business including performing routine surveillances and investigations, as well as policy, rulemaking, interpretive, and enforcement activities. The Exchange will monitor the amount of revenue collected from the ORF to ensure that it, in combination with its other regulatory fees and fines, does not exceed the Exchange's total regulatory costs. The Exchange has designed the ORF to generate revenues that, when combined with all of the Exchange's other regulatory fees, will be less than 75% of the Exchange's

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13 See, e.g., the BOX Options Fee Schedule Section II(C), which provides an ORF rate of $0.0220 per contract. See also the MIAX Pearl Fee Schedule, Section 2(b), which provides an ORF rate of $0.0240 per contract, the MIAX Emerald Fee Schedule, Section 2(b), which provides an ORF rate of $0.0220 per contract, and the MIAX Sapphire Fee Schedule, Section 2(b), which provides an ORF rate of $0.0220 per contract.

regulatory costs, which is consistent with the Exchange's by-laws that state in Section 17.4(b): "[a]ny Regulatory Funds shall not be used for non-regulatory purposes or distributed, advanced or allocated to any Company Member, but rather, shall be applied to fund regulatory operations of the Company (including surveillance and enforcement activities)…"[14]. In this regard, the Exchange believes that the amount of the fee is reasonable.

The Exchange believes that the proposal to provide at least 30 days advance notice to any change in the ORF is reasonable because it will give participants certainty on the timing of changes, if any, and better enable them to properly account for ORF charges among their customers.

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. This proposal will not create an unnecessary or inappropriate intra-market burden on competition because the ORF will apply to all customer activity on the Exchange, and is designed to enable the Exchange to recover a material portion of the Exchange's cost related to its regulatory activities. This proposal will not create an unnecessary or inappropriate inter-market burden on competition because it will be a regulatory fee that supports regulation and customer protection in furtherance of the purposes of the Act. The Exchange is obligated to ensure that the amount of regulatory revenue collected from the ORF, in combination with its other regulatory fees and fines, does not exceed regulatory costs. Unilateral action by the Exchange in establishing fees for services provided to its Members and others using its facilities will not have an impact on competition. The Exchange's proposed ORF, as described herein, is lower than or comparable to fees charged by

14 See MX2 LLC – LLC Agreement at https://info.memxtrading.com/regulation/governance/.

other options exchanges.

The Exchange notes that while it does not believe that its proposed ORF will impose any burden on inter-market competition, the Exchange not charging an ORF or being precluded from charging an ORF would, in-fact, represent a significant burden on competition. As noted above, the Exchange is a new entrant in the highly competitive environment for equity options trading. As also noted above, all seventeen (17) [sic] registered options exchanges currently impose ORF on their members, and, similar to the Exchange, the majority of the options exchanges launched over the last decade have implemented an ORF on the day of launch or shortly thereafter.[15] The Exchange believes that in order to compete with these existing options exchanges, it must, in fact, impose an ORF on its Members, and that the inability to do so would result in an unfair competitive disadvantage to the Exchange.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act[16] and paragraph (f) of Rule 19b-4[17] 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

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15 See supra, note 8.

16 15 U.S.C. 78s(b)(3)(A).

17 17 CFR 240.19b-4(f).

Commission takes such action, the Commission shall 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 (https://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include file number SR-MX2-2026-05 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-MX2-2026-05. This file number should be included on the subject line if email 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 (https://www.sec.gov/rules/sro.shtml). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection.

All submissions should refer to file number SR-MX2-2026-05 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[18]

Sherry R. Haywood,

Assistant Secretary.

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[18] 17 CFR 200.30-3(a)(12).