

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-76408; File No. SR-C2-2015-027)

November 10, 2015

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Qualification and Registration of Permit Holders

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 November 2, 2015, 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 Interpretation and Policy .07 to Rule 3.4 (Qualification and Registration) regarding the categories of registration and respective qualification examinations required for individual Permit Holder [sic] and associated persons of Permit Holders that engage in the securities activities of the Permit Holder on the Exchange. Specifically, the Exchange proposes to replace the Proprietary Trader registration category and the Series 56 Proprietary Trader registration qualification examination for Proprietary Traders with the Securities Trader category of registration and the Series 57 Securities Trader registration qualification examination for Securities Traders respectively. The text of the proposed rule change is available on the Exchange’s website

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

<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 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 amend Interpretation and Policy .07 to Rule 3.4 (Qualification and Registration) to replace the Proprietary Trader (PT) registration category and qualification examination (Series 56) with the Securities Trader (TD) registration category and qualification examination (Series 57). In addition, the Exchange proposes to replace the Proprietary Trader Principal (TP) registration category with a Securities Trader Principal (TP) registration category for individual TPHs or associated person [sic] who either: (i) supervise or monitor proprietary trading, market-making and/or brokerage activities for broker-dealers; (ii) supervise or train those engaged in proprietary trading, market-making and/or effecting transactions on behalf of a broker-dealer, with respect to those activities; and/or (iii) are officers, partners or directors of a Permit Holder, as described in paragraph (a)(2) of Interpretation and Policy .07 to Rule 3.4. The Exchange also proposes to replace the Proprietary Trader Compliance Officer (CT) registration category with the Securities Trader Compliance Officer (CT) registration category for Chief Compliance Officers (or individuals performing similar functions) of a TPH or TPH

organization. This filing is, in all material respects, based upon SR-FINRA-2015-017, which was recently approved by the Securities and Exchange Commission (“SEC” or “Commission”).³

Rule 3.4 sets forth various qualification and registration requirements that individual Permit Holders and associated persons must satisfy in order to transact business on the Exchange. Among the qualification and registration requirements set forth in Rule 3.4, Interpretation and Policy .07 provides that individual Permit Holders and associated persons that engage in proprietary trading, market-making, or effect transactions on behalf of a broker-dealer must register and qualify as a Proprietary Trader (TP) in WebCRD.⁴ To qualify as a Proprietary Trader, individual Permit Holders and associated persons must either pass the Series 56 Proprietary Trader qualification examination⁵ or Series 7 General Securities Representative

³ See Securities Exchange Act Release No. 75783 (August 28, 2015) (Order Approving a Proposed Rule Change to Establish the Securities Trader and Securities Trader Principal Registration Categories) (SR-FINRA-2015-017).

⁴ WebCRD is a secure registration and licensing system operated by FINRA and is the central licensing and registration system for the U.S. securities industry and its regulators. The system contains the registration records of more than 6,500 registered broker-dealers, and the qualification, employment and disclosure histories of more than 650,000 active registered individuals. In addition, Web CRD facilitates the processing and payment of FINRA registration-related fees such as form filings, fingerprint submissions, qualification exams and continuing education sessions.

⁵ The Series 56 Proprietary Trader Examination is a two hour and thirty minute exam, consisting of 100 scored multiple-choice questions. The Series 56 examination is administered by FINRA, but is not recognized by FINRA as an acceptable qualification examination for associated persons engaged in securities trading. Under FINRA rules, associated persons of FINRA members that engage in over-the-counter securities trading are required to pass the Series 55 Equity Trader Exam. Nevertheless, as FINRA has recognized, because the Series 55 and Series 56 are intended to test the core knowledge required of individuals engaged in trading activities as well as self-regulatory organization (“SRO”) rules, including trading rules that are common across all SROs, there is significant overlap in the content of the Series 55 and Series 56 qualification examinations. See Securities Exchange Act Release No. 75394 (July 8, 2015), 80 FR 41119 (Notice of Filing of a Proposed Rule Change to Establish the Securities Trader and Securities Trader Principal Registration Categories) (SR-FINRA-2015-017).

qualification examination.⁶ Several exchanges, including C2 currently use the Series 56 examination as a qualification standard.⁷

Interpretation and Policy .07 to Rule 3.4 further requires that individual Permit Holders and associated persons with supervisory responsibility over proprietary trading activities or who is [sic] an officer, partner, or director of a Permit Holder or Permit Holder organization qualify and register as a Proprietary Trader Principal. Specifically, under paragraph (a)(2) of Interpretation and Policy .07 to Rule 3.4, an individual Permit Holder or associated person who either: (i) supervises or monitors proprietary trading, market-making and/or brokerage activities for broker-dealers; (ii) supervises or trains those engaged in proprietary trading, market-making and/or effecting transactions on behalf of a broker-dealer, with respect to those activities; and/or (iii) is an officer, partner or director of a Permit Holder is required register and qualify as a Proprietary Trader Principal (TP) in WebCRD and satisfy prerequisite registration and qualification requirements, including, but not limited to passing the Series 24 General Securities Principal Examination or an acceptable alternative qualification examination.⁸ An individual Permit Holder or associated person who is a Chief Compliance Officer (or performs similar functions) for a Permit Holder that engages in proprietary trading, market-making, or effecting

⁶ See Interpretation and Policy .08 to Rule 3.6A.

⁷ See, e.g., BATS Exchange, Inc. (“BATS”) Interpretation and Policy .01 to Rule 2.5 (Proficiency Examinations); Miami International Securities Exchange, LLC (“MIAX”) Rule 1302 (Registration of Representatives). See also Interpretation and Policy .07 to Rule 3.4.

⁸ Under current Interpretation and Policy .07 to Rule 3.4, the Series 9/10 General Securities Sales Supervisor Examination and Series 23 General Securities Principal Exam – Sales Supervisor Module are acceptable alternative qualification examinations to the Series 24 General Securities Principal Examination. Because the Series 23 is not available in WebCRD, however, each applicant that chooses to take the Series 23 module as an alternative to the Series 24 qualification examination must provide documentation of a valid Series 23 license to the Registration Services Department upon request for proof of licensure.

transactions on behalf of a broker-dealer is also required to register and qualify as a Proprietary Trader Compliance Officer (CT) in WebCRD and satisfy the prerequisite registration and qualification requirements, including, but not limited to passing the Series 14 Compliance Official Examination.⁹

The Exchange proposes to replace the Series 56 qualification examination with the Series 57 qualification examination for those registration categories where the Series 56 is currently an acceptable qualification standard.¹⁰ Specifically, with respect to the Proprietary Trader registration categories identified in Interpretation and Policy .07 to Rule 3.4, the Exchange proposes to replace the Proprietary Trader (PT) registration category with the Securities Trader (TD) registration category as well as eliminate the current Series 56 Proprietary Trader Exam prerequisite and, instead, include a Series 57 Securities Trader qualification examination in its place.¹¹ The Proprietary Trader Principal (PT) and Proprietary Trader Compliance Officer (CT)

⁹ Under current Interpretation and Policy .07 to Rule 3.4, the Series 24 General Securities Principal Examination is considered an acceptable alternative qualification examination for the Series 14 Compliance Official Examination and registered General Securities Principals may register as Proprietary Trader Compliance Officers subject to applicable provisions under the Rules. See Interpretation and Policy .07(b) to Rule 3.4.

¹⁰ See Interpretation and Policy .07 to Rule 3.4.

¹¹ Neither the Exchange's current Rules nor the proposed rule would require that a Proprietary Trader or Securities Trader work at, or be associated with, a "proprietary trading firm." Rather, both the current Rules and the proposed rule would require that individual Permit Holders and associated persons that engage in proprietary trading, market-making, or effect transactions on behalf of a broker-dealer to [sic] qualify and register as a [sic] Proprietary Trader (or Securities Trader) in WebCRD. Whereas the current rule allows individual Permit Holders and associated persons to qualify and register as a [sic] Proprietary Trader by either passing the Series 56 Proprietary Trader qualification examination or Series 7 General Securities Representative qualification examination, the proposed rule would require individual Permit Holders and associated persons to pass the Series 57 Securities Trader qualification examination in order to qualify as a [sic] Securities Trader after the effective date of the proposed rule change.

registration categories would be replaced with the renamed registration categories of Securities Trader Principal (PT) and Securities Trader Compliance Officer respectively (CT).¹²

The Exchange will announce the effective date of the proposed rule change in a Regulatory Circular. Currently, the Exchange intends for the effective date to be January 4, 2016. Under the proposed rule, individual Permit Holders and associated persons who have passed the Proprietary Trader (Series 56) qualification examination and who have registered as Proprietary Trader [sic] (PT) in WebCRD on or before the effective date of the proposed rule change and individual Permit Holders and associated persons who have passed the General Securities Representative (Series 7) qualification examination and who have registered as Proprietary Traders (PT) in WebCRD on or before the effective date of the proposed rule change would be grandfathered as Securities Traders (TDs) without having to take any additional examinations and without having to take any other action, provided that the individual TPH's or associated person's registration has not been revoked by the Exchange as a disciplinary sanction and no more than two years have passed between the date that the individual Permit Holder or associated person last registered as a Proprietary Trader (PT) and the effective date. After the effective date, an individual Permit Holder or associated person would need to pass the new Series 57 Securities Trader qualification examination and register as a Securities Trader (TD).

In addition, individual Permit Holders and associated persons who have either passed the Proprietary Trader (PT) qualification examination or the General Securities Representative (Series 7) qualification examination and who have registered as Proprietary Traders (PT) in WebCRD on or before the effective date of the proposed rule change and who have also passed

¹² As is the case under the current Rules, under the proposed rule, only individuals qualified and registered as a [sic] Proprietary Trader Principal (TP) (Securities Trader Principal TP)) would be permitted to supervise a Proprietary Trader (PT) (Securities Trader (TD)).

the General Securities Principal (Series 24) qualification examination (or have completed any of the alternative acceptable qualifications requirements as defined in current Interpretation and Policy .07(b) to Rule 3.4) and who have also registered as Proprietary Trader Principals (TP) in WebCRD on or before the effective date of the proposed rule change would be eligible to register as Securities Trader Principals (TPs), provided that the individual Permit Holders or associated person's registration has not been revoked by the Exchange as a disciplinary sanction and no more than two years have passed between the date that the individual Permit Holder or associated person last registered as a Proprietary Trader Principal (TP) and the date they [sic] register as a Securities Trader Principal (TP).¹³ After the effective date, a Securities Trader Principal (TP) would need to pass the Securities Trader (Series 57) qualification examination and the General Securities Principal (Series 24) qualification examination (or have completed any of the alternative acceptable qualifications as defined in current Interpretation and Policy .07(b) to Rule 3.4) and be registered as such in order to register as a Securities Trader Principal (TP).¹⁴

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.¹⁵ Specifically, the Exchange believes the proposed rule change is

¹³ See Rule 3.4(e) (Requirement for Examination on Lapse of Registration).

¹⁴ The Exchange also proposes to add text to Interpretation and Policy .07(b) to Rule 3.4 regarding the supervisory responsibilities of the Securities Trader Principals, which would limit Securities Trader Principals' supervisory responsibilities to supervision of the securities trading functions of Permit Holders as described in paragraph (a)(2) of Interpretation and Policy .07 to Rule 3.4, and the activities of officers, partners, and directors of Permit Holders.

¹⁵ 15 U.S.C. 78f(b).

consistent with the Section 6(b)(5)¹⁶ 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)¹⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that adoption of the Securities Trader registration category and Series 57 Securities Trader qualification examination registration requirement is consistent with the Act. FINRA has indicated that the Series 57 qualification examination is being developed in an effort to adopt a more tailored examination. The Exchange believes that a more tailored qualification examination for individual Permit Holders and associated persons engaged in trading activities is a measure designed to help ensure professionalism among market participants, prevent fraudulent and manipulative practices, and promote just and equitable principles of trade. The Exchange also believes that it is in the interests of investors and the general public to develop a more tailored qualification examination for proprietary traders and that a more uniform qualification standard may help ensure fair and orderly markets. Furthermore, the Exchange believes that it is in the interests of all market participants to provide consistent qualification and registration requirements across markets. The Exchange believes

¹⁶ 15 U.S.C. 78f(b)(5).

¹⁷ Id.

that harmonizing the Exchange's qualification and registration requirements with those of FINRA and the other national securities exchanges would further such interests.

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 believes that the proposed rule change relating to Securities Traders, which is, in all material respects, based upon and substantially similar to, recent rule changes adopted by FINRA and which is being filed in conjunction with similar filings by the other national securities exchanges, will reduce the regulatory burden placed on market participants engaged in trading activities across different markets. The Exchange believes that the harmonization of these registration requirements across the various markets will reduce burdens on competition by removing impediments to participation in the national market system and promoting competition among participants across the multiple national securities exchanges.

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 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:

- 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 Act¹⁸ and Rule 19b-4(f)(6)¹⁹ 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-C2-2015-027 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-C2-2015-027. 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

¹⁸ 15 U.S.C. 78s(b)(3)(A).

¹⁹ 17 CFR 240.19b-4(f)(6).

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-C2-2015-027 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.²⁰

Robert W. Errett
Deputy Secretary

²⁰ 17 CFR 200.30-3(a)(12).