

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-81979; File No. SR-C2-2017-028)

October 30, 2017

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Reflect in the Exchange's Governing Documents, Rulebook and Fees Schedules, a Non-Substantive Corporate Branding Change, Including Changes to the Company's Name, the Intermediate's Name, and the Exchange's Name

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 October 19, 2017, 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 filed a proposed rule change with respect to amendments of the Second Amended and Restated Certificate of Incorporation (the "Company's Certificate") and Third Amended and Restated Bylaws (the "Company's Bylaws") of its parent corporation, CBOE Holdings, Inc. ("CBOE Holdings" or the "Company") to change the name of the Company to Cboe Global Markets, Inc. The Exchange also proposes to amend its Fourth Amended and Restated Certificate of Incorporation (the "Exchange Certificate"), Eighth Amended and Restated Bylaws of C2 Options Exchange, Incorporated (the "Exchange Bylaws"), rulebook and fees schedules (collectively "operative documents") in connection with the name change of its parent Company and the Exchange.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is also available on the Exchange's website (<http://www.c2exchange.com/Legal/>), 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

Background

The purpose of this filing is to reflect in the Exchange's governing documents (and the governing documents of its parent company, CBOE Holdings) and the Exchange's rulebook and fees schedules, a non-substantive corporate branding change, including changes to the Company's name and the Exchange's name³. Particularly, references to Company's and Exchange's names will be deleted and revised to state the new names, as described more fully below. No other substantive changes are being proposed in this filing. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons is [sic] any

³ The Exchange initially filed the proposed rule changes on October 16, 2017 (SR-C2-2017-027). On October 19, 2017 the Exchange withdrew SR-C2-2017-027 and then subsequently submitted this filing (SR-C2-2017-028).

way. Accordingly, this filing is being submitted under Rule 19b-4(f)(3). In lieu of providing a copy of the marked name changes, the Exchange represents that it will make the necessary non-substantive revisions described below to the Exchange's corporate governance documents, rulebook, and fees schedules, and post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

The Company's Name Change

In connection with the corporate name change of its parent company, the Exchange is proposing to amend the Company's Certificate and Bylaws. Specifically, the Company is changing its name from "CBOE Holdings, Inc." to "Cboe Global Markets, Inc."

(a) Company's Certificate

The Exchange proposes to (i) delete the following language from Paragraph (1) of the introductory paragraph: "The name of the Corporation is CBOE Holdings, Inc." and (ii) amend Article First of the Company's Certificate to reflect the new name, "Cboe Global Markets, Inc.". The Exchange also proposes to add clarifying language and cite to the applicable provisions of the General Corporation Law of the State of Delaware in connection with the proposed name change. The Exchange notes that it is not amending the Company's name in the title or signature line as the name changes will not be effective until the Company, as currently named, files the proposed changes in Delaware. Thereafter, the Exchange will amend the Certificate to reflect the new name in the title and signature line. The Exchange also notes that although the name of "Chicago Board Options Exchange, Incorporated" is changing to "Cboe Exchange Inc.", it is not amending the name of Chicago Board Options Exchange, Incorporated ("CBOE") referenced in Article Fifth(a)(iii) at this time. Particularly, the Exchange notes that unlike the exception

applicable to proposed changes to the Company's name⁴, a vote of stockholders is required to adopt an amendment to the reference of CBOE's name. As such, the Exchange will submit a rule filing to amend the Certificate to reflect the new CBOE name at such time it is ready to obtain stockholder approval.

(b) Company's Bylaws

With respect to the Company's Bylaws, references to "CBOE Holdings, Inc." will be deleted and revised to state "Cboe Global Markets, Inc." The Exchange also proposes to eliminate the reference to "Chicago Board Options Exchange, Incorporated" in Article 10, Section 10.2. Particularly, Section 10.2 provides that "for so long as the Corporation shall control, directly or indirectly, any national securities exchange, including, but not limited to Chicago Board Options Exchange, Incorporated (a "Regulated Securities Exchange Subsidiary"), before any amendment, alteration or repeal of any provision of the Bylaws shall be effective, such amendment, alteration or repeal shall be submitted to the board of directors of each Regulated Securities Exchange Subsidiary, and if such amendment, alteration or repeal must be filed with or filed with and approved by the Securities and Exchange Commission, then such amendment, alteration or repeal shall not become effective until filed with or filed with and approved by the Securities and Exchange Commission, as the case may be." As the Company currently controls a number of Regulated Securities Exchange Subsidiaries, it does not believe it is necessary to explicitly reference only Chicago Board Option Exchange, Incorporated and therefore proposes to delete the following language: "including, but not limited to Chicago Board Options Exchange, Incorporated".

⁴ See Section 242(b) of the General Corporation Law of the State of Delaware.

The Exchange's Name Change

For purposes of consistency, certain of the Parent's subsidiaries have also undertaken to change their legal names. As a result, the Exchange also proposes to change its name from "C2 Options Exchange, Incorporated" to "Cboe C2 Exchange, Inc." throughout its rules, fees schedules and corporate documents. Additionally the Exchange notes that the Chicago Board Options Exchange, Incorporated is filing a similar rule filing to change its name to "Cboe Exchange, Inc." and change references to "CBOE" to "Cboe Options", with the exception that references to "CBOE Command", "CBOE Application Server" and "CBOE Market Interface" will be deleted and revised to state "Cboe Command", "Cboe Application Server", and "Cboe Market Interface", respectively. The Exchange therefore also proposes to replace any of these references throughout the C2 operative documents accordingly. Lastly, the Exchange is changing the name of "Market Data Express, LLC" to "Cboe Data Services, LLC" and consequently also changing references to "MDX" to "CDS". Therefore, the Exchange proposes to amend its: (i) Fourth Amended and Restated Certificate of Incorporation of C2 Options Exchange, Incorporated (ii) Eighth Amended and Restated Bylaws of C2 Options Exchange, Incorporated, (iii) Rulebook, (iv) Fees Schedule and (v) Market Data Express, LLC Fees Schedule (collectively, the "Operative Documents") to reflect the name changes.

(a) Exchange's Certificate

The Exchange proposes to (i) delete the following language from the introductory paragraph: "The name of the Corporation is C2 Options Exchange, Incorporated" and (ii) amend Article First of the Exchange's Certificate to reflect the new name, "Cboe C2 Exchange, Inc.". The Exchange also proposes to change references to its parent company, "CBOE Holdings, Inc." to "Cboe Global Markets, Inc.". The Exchange notes that it is not amending the Exchange's

name in the title, introductory paragraph or signature line as the name changes will not be effective until the Exchange, as currently named, files the proposed changes in Delaware. Thereafter, the Exchange will amend the Certificate to reflect the new name in the title, introductory paragraph and signature line.

(b) Exchange's Bylaws

For the Exchange's Bylaws, all references to "C2 Options Exchange, Incorporated" will be deleted and revised to state "Cboe C2 Exchange, Inc."

(c) Exchange's Rulebook

For the Rules of C2 Options Exchange, Incorporated, all references to "C2 Options Exchange, Incorporated" will be deleted and revised to state "Cboe C2 Exchange, Inc." Additionally, all references to "Chicago Board Options Exchange, Incorporated" will be deleted and revised to state "Cboe Exchange, Inc." and all references to "CBOE" will be deleted and revised to state "Cboe Options", with the exception that any references to "CBOE Command", "CBOE Application Server" and "CBOE Market Interface" will change to "Cboe Command, "Cboe Application Server", and "Cboe Market Interface", respectively.

(d) Exchange's Fees Schedule

For the C2 Options Exchange, Incorporated Fees Schedule, any reference to "C2 Options Exchange, Incorporated" will be deleted and revised to state "Cboe C2 Exchange, Inc." Additionally, all references to "CBOE" will be deleted and revised to state "Cboe Options".

(e) Market Data Express, LLC Fees Schedule

For the Market Data Express, LLC Fees Schedule, all references to "Market Data Express, LLC" will be deleted and revised to state "Cboe Data Services, LLC" and references to

“CBOE Streaming Markets” will be deleted in its entirety. Additionally references to “MDX” will be deleted and revised to state “CDS”.

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.

In particular, the proposed change is a non-substantive change and does not impact the governance, ownership or operations of the Exchange. The Exchange believes that by ensuring that its parent company’s governance documents and the Exchanges operative documents accurately reflect the new legal names, the proposed rule change would reduce potential investor or market participant confusion.

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 proposed rule change is not intended to address competitive issues but rather is concerned solely

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

with updating the Company's and Exchange's governance and operative documents to reflect the abovementioned name change

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 Act⁷ and paragraph (f) of Rule 19b-4⁸ 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-C2-2017-028 on the subject line.

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f).

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 Number SR-C2-2017-028. 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-C2-2017-028 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.⁹

Eduardo A. Aleman
Assistant Secretary

⁹ 17 CFR 200.30-3(a)(12).