

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-79291; File No. SR-NYSEArca-2016-144)

November 10, 2016

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the NYSE Arca Options Fee Schedule Effective November 3, 2016

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on November 3, 2016, NYSE Arca, Inc. (the “Exchange” or “NYSE Arca”) 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 self-regulatory organization. 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 the Substance of the Proposed Rule Change

The Exchange proposes to amend the NYSE Arca Options Fee Schedule (“Fee Schedule”). The Exchange proposes to implement the fee change effective November 3, 2016. The proposed rule change is available on the Exchange’s website at www.nyse.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 Proposed Rule Change

In its filing with the Commission, the self-regulatory organization 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 those statements may be examined at the

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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 purpose of this filing is to amend the Fee Schedule effective November 3, 2016. Specifically, the Exchange proposes to (i) modify the qualification for Tier 6 of Customer and Professional Customer Monthly Posting Credit Tiers and Qualifications in Penny Pilot Issues (the "Posting Tiers"); and (ii) modify one aspect of the Customer and Professional Customer Incentive Program.

Currently, to qualify for Tier 6 of the Posting Tiers, OTP Holders and OTP Firms ("OTPs") must execute at least 0.50% of Total Industry Customer equity and ETF option ADV ("TCADV") from Customer and Professional Customer posted orders in all issues ("the options component"), plus executed ADV of 0.70% of U.S. equity market share posted and executed on NYSE Arca Equity Market ("the equity component"). OTPs that achieve Tier 6 are eligible to receive a \$0.48 credit applied to posted electronic Customer and Professional Customer executions in Penny Pilot Issues.

In addition, the Customer and Professional Customer Incentive Program ("the Incentive Program"), which provides OTPs six alternatives to earn additional posting credits ranging from \$0.01 to \$0.05, currently affords OTPs the ability to earn an additional \$0.03 credit on Customer and Professional Customer Posting Credits by meeting the same 0.70% minimum qualification of the equity component as set forth in Tier 6.

The Exchange is proposing to modify Tier 6 of the Posting Tiers by reducing the options component from 0.50% TCADV to 0.35% TCADV, while increasing the threshold of the equity

component from 0.70% to 0.80% of U.S. equity market share posted and executed on NYSE Arca Equity Market.

In addition, to maintain parity with the Incentive Program that likewise offers a credit when an OTP meets the same 0.70% minimum qualification of the equity component as set forth in current Tier 6, the Exchange similarly proposes to increase this qualification basis.

Specifically, the Exchange proposes to increase the equity threshold alternative from 0.70% to 0.80% of U.S. equity market share posted and executed on NYSE Arca Equity Market qualification in order for OTPs to qualify to earn an additional \$0.03 credit.

The Exchange believes that the proposal to modify Tier 6 of the Posting Tiers by reducing the option component, while increasing the equity component would encourage greater participation on both the options and equity exchanges. The Exchange likewise believes that the proposed change to the Incentive Program would operate to maintain parity with the similar, alternative incentives offered by the Exchange and would also encourage participation in the NYSE Arca Equity Market.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁴ in general, and furthers the objectives of Sections 6(b)(4) and (5) of the Act,⁵ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that the proposed to modifications to the qualifications for Tier 6 of the Posting Tiers, and the similar adjustment to the Incentive Program, are reasonable,

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(4) and (5).

equitable, and not unfairly discriminatory because the changes are designed to attract additional Customer and Professional Customer electronic equity and ETF option volume to the Exchange, which would benefit all participants by offering greater price discovery, increased transparency, and an increased opportunity to trade on the Exchange. The Exchange believes that adjusting the methods for achieving the credits available on the Exchange (i.e., by reducing the qualification basis for the options component, while increasing the qualification basis for the equity component) is reasonable, equitable and not unfairly discriminatory because it would encourage more OTPs to direct both options and equity volume to the Exchange in an effort to qualify for the credits.

For these reasons, the Exchange believes that the proposal is consistent with the Act.

B. Self-Regulatory Organization's Statement on Burden on Competition

In accordance with Section 6(b)(8) of the Act,⁶ 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. Instead, the Exchange believes that the proposed changes would continue to encourage competition, including by attracting additional liquidity to the Exchange, which would continue to make the Exchange a more competitive venue for, among other things, order execution and price discovery. The Exchange does not believe that the proposed change would impair the ability of any market participants or competing order execution venues to maintain their competitive standing in the financial markets.

The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and credits to remain competitive with other

⁶ 15 U.S.C. 78f(b)(8).

exchanges. Because competitors are free to modify their own fees and credits in response, and because market participants may readily adjust their order routing practices, the degree to which fee changes in this market may impose any burden on competition is extremely limited. For the reasons described above, the Exchange believes that the proposed rule change reflects this competitive environment.

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

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)⁷ of the Act and subparagraph (f)(2) of Rule 19b-4⁸ thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such 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 shall institute proceedings under Section 19(b)(2)(B)⁹ of the Act to determine whether the proposed rule change should be approved or disapproved.

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(2).

⁹ 15 U.S.C. 78s(b)(2)(B).

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-NYSEArca-2016-144 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-NYSEArca-2016-144. 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 such 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-NYSEArca-2016-144, 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.¹⁰

Brent J. Fields
Secretary

¹⁰ 17 CFR 200.30-3(a)(12).