OMB APPROVAL
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Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 27

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2017 - * 075
Amendment No. (req. for Amendments *)

Filing by Cboe Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

- Initial * ☑
- Amendment * ☐
- Withdrawal ☐
- Section 19(b)(2) * ☐
- Section 19(b)(3)(A) * ☑
- Section 19(b)(3)(B) * ☐
- Pilot ☐
- Extension of Time Period for Commission Action * ☐
- Date Expires *

Rule

- ☐ 19b-4(f)(1)
- ☑ 19b-4(f)(2)
- ☐ 19b-4(f)(3)
- ☐ 19b-4(f)(4)
- ☐ 19b-4(f)(5)
- ☐ 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

- Section 806(e)(1) * ☐
- Section 806(e)(2) * ☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

- Section 3C(b)(2) * ☐

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

The Exchange proposes a rule change related to fees.

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Kyle
Last Name * Edwards
Title * Counsel
E-mail * edwards@cboe.com
Telephone * (312) 786-7304
Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 12/01/2017

By Kyle Edwards

(Name *)

(Title *)

Counsel

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

edwards@cboe.com

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information * Add Remove View	The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.
Exhibit 1 - Notice of Proposed Rule Change * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO] -xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO] -xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications Add Remove View Exhibit Sent As Paper Document ☐	Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.
Exhibit 3 - Form, Report, or Questionnaire Add Remove View Exhibit Sent As Paper Document ☐	Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.
Exhibit 4 - Marked Copies Add Remove View	The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.
Exhibit 5 - Proposed Rule Text Add Remove View	The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.
Partial Amendment Add Remove View	If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Item 1. **Text of the Proposed Rule Change**

(a) Cboe Exchange, Inc. (the "Exchange" or "Cboe Options") proposes to amend its fees schedule and Rule 6.1A. The text of the proposed rule change is provided in Exhibits 5A and 5B.

(b) Not applicable.

(c) Not applicable.

Item 2. **Procedures of the Self-Regulatory Organization**

(a) The Exchange's President (or designee) pursuant to delegated authority approved the proposed rule change on November 28, 2017.

(b) Please refer questions and comments on the proposed rule change to Joanne Moffic-Silver, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7462, or Kyle Edwards, (312) 786-7304, Chicago Board Options Exchange, Incorporated, 400 South LaSalle, Chicago, Illinois 60605.

Item 3. **Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

(a) Purpose

Pursuant to Footnote 38 of the Fees Schedule, if a Lead Market-Maker ("LMM") in SPX options during extended trading hours ("ETH") (1) provides continuous electronic quotes in at least the lesser of 99% of the non-adjusted series or 100% of the non-adjusted series minus one call-put pair in an ETH allocated class (excluding intra-day add-on series on the day during which such series are added for trading) and (2) enters opening quotes within five minutes of the initiation of an opening rotation in any series that is not open due to the lack of a quote (see Rule 6.2B(d)(i)(A) or (ii)(A)), provided that the LMM will not be required to enter opening quotes in more than the same percentage of series set forth in clause (1) for at least 90% of the trading days during ETH in a month, the LMM will receive a rebate for that month and will receive a pro-rata share of a compensation pool equal to $15,000 times the number of LMMs in that class (or pro-rated amount if an appointment begins after the first trading day of the month or ends prior to the last trading day of the month).

The Exchange proposes to amend Footnote 38 to modify the standard an SPX LMM will need to satisfy in order to receive a rebate for its ETH activity, and increase the compensation pool for SPX LMMs to $30,000 per LMM.[1] In addition to providing continuous electronic quotes and entering opening quotes, as described above, in order for an LMM in SPX to receive the monthly rebate, it must satisfy the following time-weighted average quote widths and bid/ask sizes for each moneyness category during the month: A) out of the money options ("OTM") category, average quote width of $0.75 or less and average bid/ask size of 15 contracts or greater; B) at the money options ("ATM") category, average quote width of $3.00 or less and bid/ask size of 10 contracts or more; and C) in the money options ("ITM") category, average quote width of $10.00 or less and bid/ask size of 5 contracts or more. In other words, the LMM will need to satisfy the following nine criteria during a month to receive the payment described above for that month.

OTM	ATM	ITM
1. Avg. Quote Width ≤ $0.75	4. Avg. Quote Width ≤ $3.00	7. Avg. Quote Width ≤ $10.00
2. Avg. Bid Size ≥ 15	5. Avg. Bid Size ≥ 10	8. Avg. Bid Size ≥ 5
3. Avg. Ask Size ≥ 15	6. Avg. Ask Size ≥ 10	9. Avg. Ask Size ≥ 5

1 The proposed rule change does not change the standard a VIX LMM will need to meet to receive a rebate.

The Exchange believes time-weighted averages are a good way to assess the overall quality of the market. The Exchange also believes having separate requirements per moneyness category will encourage tighter quote widths and larger sizes in each moneyness category.

The Exchange will determine an SPX LMM's monthly time-weighted average widths and sizes by capturing each of the LMM's quote submission's width, bid size, ask size, and receipt time during the month. Also, the percentage of series quoted will be weighted for the time the series is available for quoting during a month. For example, if a series is only listed for three days during a month, the performance in that series is only weighted for those three days. Additionally, the Exchange will exclude 5% of the total quote time for all SPX series during the month in which the LMM was disseminating its widest quotes and smallest bid/ask sizes. This will allow the LMM to widen its quotes and decrease its bid/ask sizes consistent with its risk model in response to market events during ETH while retaining the opportunity to meet the quoting standard for the month.

The below example demonstrates the manner in which the Exchange determines the time-weighted average quote widths.

- Assume Series A and B are the only OTM series in SPX during a month.
- If an LMM submits the below 6 quotes in Series A and B during the entire month, the resultant time-weighted average quote width in Series A for the month is as follows:

	Quote Width (difference between the bid-ask)	Time (amount of time a quote is resting - in microseconds)	Quote Time Weight (excludes 5% of the time during which the widest quotes were disseminated)	Time-Weighted Quote Width (Quote Width* Quote Time Weight)	Time-Weighted Average Quote Width (Time-Weighted Quote Width/ Quote Time Weight)
Quote 1 (in A)	0.10	13,200	13,200	1,320	
Quote 2 (in A)	0.10	3,600	3,600	360	
Quote 3 (in B)	0.50	9,000	9,000	4,500	
Quote 4 (in B)	0.90	14,400	14,400	12,960	
Quote 5 (in B)	6.00	3,600	1,467	8,802	
Quote 6 (in B)	8.75	60	0	0	
		43,860	41,667	27,942	0.67

The time-weighted average quote width in OTM series for the month is 0.67; thus, the LMM in this example has met the OTM time-weighted average quote width to be eligible for the monthly payment, because its time-weighted average quote width is less than 0.75 for the month.

The Exchange determines the time-weighted average bid size and ask size in a similar manner. For example:

- Assume Series A and B are the only OTM series in SPX during a month.
- If an LMM submits the below 6 quotes in Series A and B during the entire month, the resultant time-weighted average quote width in Series A for the month is as follows:

	Bid Size	Time (amount of time a quote is resting- in microseconds)	Quote Time Weight (excludes 5% of the time during which the smallest quotes were disseminated)	Time-Weighted Bid Size (Bid Size*Quote Time Weight)	Time-Weighted Average Bid Size (Time-Weighted Bid Size/Quote Time Weight)
Quote 1 (in A)	25	13,200	13,200	330,000	
Quote 2 (in A)	20	3,600	3,600	72,000	
Quote 3 (in B)	10	9,000	9,000	90,000	
Quote 4 (in B)	10	14,400	14,400	144,000	
Quote 5 (in B)	5	3,600	1,467	7,335	
Quote 6 (in B)	2	60	0	0	
		43,860	41,667	643,335	15.4

The time-weighted average quote bid size in OTM series for the month is 15.4; thus, the LMM in this example has met the OTM time-weighted average quote bid size to be eligible for the monthly payment because its time-weighted average quote bid size is greater than 15 contracts for the month. The LMM would also need to satisfy the OTM average quote ask size, as well as the time-weighted average width, bid size, and ask size criteria in the ATM and ITM categories, determined in the same manner as described in the above example, to receive the monthly payment.

Whether a series is OTM, ATM, or ITM will depend on how far away the series' strike price is from the S&P 500 Index's previous day's closing value, measured as a percentage. The OTM, ATM and ITM moneyness percentages will vary by time to expiration based on the table below. Expirations 1-6 are the nearest term expirations and expirations 37-last are the farthest term expirations.

	OTM		ATM		ITM	
Expirations	Calls	Puts	Calls	Puts	Calls	Puts
Expiration 1 – 6	> 102%	< 98%	≤ 102% and ≥ 98%	≤ 102% and ≥ 98%	< 98%	> 102%
Expiration 7 – 12	> 103%	< 97%	≤ 103% and ≥ 97%	≤ 103% and ≥ 97%	< 97%	> 103%
Expiration 13 – 18	> 104%	< 96%	≤ 104% and ≥ 96%	≤ 104% and ≥ 96%	< 96%	> 104%
Expiration 19 – 24	> 105%	< 95%	≤ 105% and ≥ 95%	≤ 105% and ≥ 95%	< 95%	> 105%
Expiration 25 – 30	> 106%	< 94%	≤ 106% and ≥ 94%	≤ 106% and ≥ 94%	< 94%	> 106%
Expiration 31 – 36	> 107%	< 93%	≤ 107% and ≥ 93%	≤ 107% and ≥ 93%	< 93%	> 107%
Expiration 37 - last	> 108%	< 92%	≤ 108% and ≥ 92%	≤ 108% and ≥ 92%	< 92%	> 108%

For example, if the S&P 500 Index closes at 2200, all call options with a near-term expiration (i.e., Expiration 1 – 6) that have a strike price greater than 2244 are considered OTM calls because 102% of 2200 is 2244. Similarly, all put options with a near-term expiration that have a strike price of less than 2156 are considered OTM puts because 98% of 2200 is 2156. Which series are considered OTM, ATM, or ITM will be readjusted on a daily basis. For example, series A may be OTM on trading day 1-5 of the month, and the S&P 500 Index may appreciate to make series A an ATM series on day 6 and so on.

LMMs are not obligated to satisfy the heightened quoting standards described in the Fees Schedule or in Rule 8.15 during ETH. LMMs are be eligible to receive a rebate if they satisfy the heightened standards described in the Fees Schedule, which the Exchange believes will encourage LMMs to provide liquidity during ETH. Additionally, the Exchange notes that LMMs may have to undertake other expenses to be able to quote at the heightened standard during ETH, such as purchase additional bandwidth.

The Exchange also seeks to amend Footnote 38 of the Fees Schedule to clarify that the rebate described in Footnote 38 is the pro-rata share of the compensation pool. Footnote 38 provides, in relevant part that "…the LMM will receive a rebate for that month and will receive a pro-rata share of a compensation pool equal…" which could suggest there is a rebate and a payment from the compensation pool. However, the rebate is the payment from the compensation pool. The Exchange believes replacing “and will receive” with “in the amount of” will provide more clarity.

Lastly, the LMM rebate program is currently described in Rule 6.1A(e)(iii)(C) and the Fees Schedule. The Exchange believes consolidating information related to the LMM rebate program in the Fees Schedule, and deleting the language in that rule that is redundant of language in the Fees Schedule, will prevent potential confusion that arises from having the rebate program described in multiple places. Specifically, the Exchange proposes to remove subparagraph (e)(iii)(C) and move the following language from subparagraph (e)(iii)(C) to Footnote 38 of the Fees Schedule:

> Notwithstanding Rule 1.1(ccc), for purposes of Footnote 38, an LMM is deemed to have provided "continuous electronic quotes" if the LMM provides electronic two-sided quotes for 90% of the time during ETH in a given month. If a technical failure or limitation of a system of the Exchange prevents the LMM from maintaining, or prevents the LMM from communicating to the Exchange, timely and accurate electronic quotes in a class, the duration of such failure shall not be considered in determining whether the LMM has satisfied the 90% quoting standard with respect to that option class. The Exchange may consider other exceptions to this quoting standard based on demonstrated legal or regulatory requirements or other mitigating circumstances.

(b) <u>Statutory Basis</u>

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.[2] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[3] requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles

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2 15 U.S.C. 78f(b).

3 15 U.S.C. 78f(b)(5).

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)[4] 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 it is reasonable, equitable and not unfairly discriminatory to offer LMMs in SPX during ETH a rebate if they meet a certain heightened quoting standard (described above) to encourage LMMs in SPX to provide increased liquidity. More specifically, the Exchange believes the amount of the amended rebate ($30,000) is reasonable because it takes into consideration certain additional costs an LMM may incur and the Exchange believes the proposed amount is such that it will incentivize LMMs to meet the ETH quoting standards for SPX that are further heightened by this proposal. Additionally, if a LMM does not satisfy the heightened quoting standard, then it will not receive the rebate. The Exchange believes it is equitable and not unfairly discriminatory to only offer the rebate to LMMs because it benefits all market participants in ETH to encourage LMMs to satisfy the heightened quoting standards, which may increase liquidity during those hours and provide more trading opportunities and tighter spreads. Also, the Exchange believes consolidating information related to the LMM rebate program in the Fees Schedule will prevent potential confusion that arises from having the rebate program described in multiple places, which, in general, helps

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4 Id.

protect customers and the public interest. Finally, the Exchange believes clarifying language in the Fees Schedule will also prevent potential confusion, which, in general, helps protect customers and the public interest.

Item 4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

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 does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, because the amended rebate for ETH is intended to encourage market participants to bring liquidity in SPX during ETH (which benefits all market participants), while still covering Exchange costs (including those associated with the upgrading and maintenance of Exchange systems). Furthermore, the Exchange does not believe that the proposed rule changes will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because SPX is a proprietary product that will only be traded on Cboe Options. To the extent that the proposed changes make Cboe Options a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become Cboe Options market participants.

Item 5. <u>Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others</u>

The Exchange neither solicited nor received comments on the proposed rule change.

Item 6. <u>Extension of Time Period for Commission Action</u>

Not applicable.

Item 7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)**

(a) The proposed rule change is filed for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act[5] and Rule 19b-4(f)(2)[6] thereunder.

(b) The Exchange designates that the proposed rule change establishes or changes a due, fee, or other charge imposed by the Exchange, which renders the proposed rule change effective upon filing with the Securities and Exchange Commission (the "Commission"). At any time within 60 days of the filing of this 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.

(c) Not applicable.

(d) Not applicable.

Item 8. **Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission**

The proposed rule change is not based on a rule either of another self-regulatory organization or of the Commission.

Item 9. **Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act**

Not applicable.

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5 15 U.S.C. 78s(b)(3)(A).

6 17 CFR 240.19b-4(f)(2).

Item 10. **Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act**

Not applicable.

Item 11. **Exhibits**

Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.

Exhibit 5A and 5B. Proposed rule text.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34- ; File No. SR-CBOE-2017-075]

[Insert date]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to the Fees Schedule

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 [insert date], Chicago Board Options Exchange, Incorporated (the "Exchange" or "CBOE") 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 Exchanges seeks to amend the Fees Schedule. The text of the proposed rule change is available on the Exchange's website (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

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

2 17 CFR 240.19b-4.

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

Pursuant to Footnote 38 of the Fees Schedule, if a Lead Market-Maker ("LMM") in SPX options during extended trading hours ("ETH") (1) provides continuous electronic quotes in at least the lesser of 99% of the non-adjusted series or 100% of the non-adjusted series minus one call-put pair in an ETH allocated class (excluding intra-day add-on series on the day during which such series are added for trading) and (2) enters opening quotes within five minutes of the initiation of an opening rotation in any series that is not open due to the lack of a quote (see Rule 6.2B(d)(i)(A) or (ii)(A)), provided that the LMM will not be required to enter opening quotes in more than the same percentage of series set forth in clause (1) for at least 90% of the trading days during ETH in a month, the LMM will receive a rebate for that month and will receive a pro-rata share of a compensation pool equal to $15,000 times the number of LMMs in that class (or pro-rated amount if an appointment begins after the first trading day of the month or ends prior to the last trading day of the month).

The Exchange proposes to amend Footnote 38 to modify the standard an SPX LMM will need to satisfy in order to receive a rebate for its ETH activity, and increase the compensation pool for SPX LMMs to $30,000 per LMM.[3] In addition to providing continuous electronic quotes and entering opening quotes, as described above, in order for an LMM in SPX to receive the monthly rebate, it must satisfy the following time-

[3] The proposed rule change does not change the standard a VIX LMM will need to meet to receive a rebate.

weighted average quote widths and bid/ask sizes for each moneyness category during the month: A) out of the money options ("OTM") category, average quote width of $0.75 or less and average bid/ask size of 15 contracts or greater; B) at the money options ("ATM") category, average quote width of $3.00 or less and bid/ask size of 10 contracts or more; and C) in the money options ("ITM") category, average quote width of $10.00 or less and bid/ask size of 5 contracts or more. In other words, the LMM will need to satisfy the following nine criteria during a month to receive the payment described above for that month.

OTM	ATM	ITM
1. Avg. Quote Width ≤ $0.75	4. Avg. Quote Width ≤ $3.00	7. Avg. Quote Width ≤ $10.00
2. Avg. Bid Size ≥ 15	5. Avg. Bid Size ≥ 10	8. Avg. Bid Size ≥ 5
3. Avg. Ask Size ≥ 15	6. Avg. Ask Size ≥ 10	9. Avg. Ask Size ≥ 5

The Exchange believes time-weighted averages are a good way to assess the overall quality of the market. The Exchange also believes having separate requirements per moneyness category will encourage tighter quote widths and larger sizes in each moneyness category.

The Exchange will determine an SPX LMM's monthly time-weighted average widths and sizes by capturing each of the LMM's quote submission's width, bid size, ask size, and receipt time during the month. Also, the percentage of series quoted will be weighted for the time the series is available for quoting during a month. For example, if a series is only listed for three days during a month, the performance in that series is only weighted for those three days. Additionally, the Exchange will exclude 5% of the total quote time for all SPX series during the month in which the LMM was disseminating its widest quotes and smallest bid/ask sizes. This will allow the LMM to widen its quotes and decrease its bid/ask sizes consistent with its risk model in response to market events during ETH while retaining the opportunity to meet the quoting standard for the month.

The below example demonstrates the manner in which the Exchange determines the time-weighted average quote widths.

- Assume Series A and B are the only OTM series in SPX during a month.
- If an LMM submits the below 6 quotes in Series A and B during the entire month, the resultant time-weighted average quote width in Series A for the month is as follows:

	Quote Width (difference between the bid-ask)	Time (amount of time a quote is resting - in microseconds)	Quote Time Weight (excludes 5% of the time during which the widest quotes were disseminated)	Time-Weighted Quote Width (Quote Width* Quote Time Weight)	Time-Weighted Average Quote Width (Time-Weighted Quote Width/ Quote Time Weight)
Quote 1 (in A)	0.10	13,200	13,200	1,320	
Quote 2 (in A)	0.10	3,600	3,600	360	
Quote 3 (in B)	0.50	9,000	9,000	4,500	
Quote 4 (in B)	0.90	14,400	14,400	12,960	
Quote 5 (in B)	6.00	3,600	1,467	8,802	
Quote 6 (in B)	8.75	60	0	0	
		43,860	41,667	27,942	0.67

The time-weighted average quote width in OTM series for the month is 0.67; thus, the LMM in this example has met the OTM time-weighted average quote width to be eligible for the monthly payment, because its time-weighted average quote width is less than 0.75 for the month.

The Exchange determines the time-weighted average bid size and ask size in a similar manner. For example:

- Assume Series A and B are the only OTM series in SPX during a month.
- If an LMM submits the below 6 quotes in Series A and B during the entire month, the resultant time-weighted average quote width in Series A for the month is as follows:

	Bid Size	Time (amount of time a quote is resting- in microseconds)	Quote Time Weight (excludes 5% of the time during which the smallest quotes were disseminated)	Time-Weighted Bid Size (Bid Size*Quote Time Weight)	Time-Weighted Average Bid Size (Time-Weighted Bid Size/Quote Time Weight)
Quote 1 (in A)	25	13,200	13,200	330,000	
Quote 2 (in A)	20	3,600	3,600	72,000	
Quote 3 (in B)	10	9,000	9,000	90,000	
Quote 4 (in B)	10	14,400	14,400	144,000	
Quote 5 (in B)	5	3,600	1,467	7,335	
Quote 6 (in B)	2	60	0	0	
		43,860	41,667	643,335	15.4

The time-weighted average quote bid size in OTM series for the month is 15.4; thus, the LMM in this example has met the OTM time-weighted average quote bid size to be eligible for the monthly payment because its time-weighted average quote bid size is greater than 15 contracts for the month. The LMM would also need to satisfy the OTM average quote ask size, as well as the time-weighted average width, bid size, and ask size criteria in the ATM and ITM categories, determined in the same manner as described in the above example, to receive the monthly payment.

Whether a series is OTM, ATM, or ITM will depend on how far away the series' strike price is from the S&P 500 Index's previous day's closing value, measured as a percentage. The OTM, ATM and ITM moneyness percentages will vary by time to expiration based on the table below. Expirations 1-6 are the nearest term expirations and expirations 37-last are the farthest term expirations.

	OTM		**ATM**		**ITM**	
Expirations	Calls	Puts	Calls	Puts	Calls	Puts
Expiration 1 – 6	> 102%	< 98%	≤ 102% and ≥ 98%	≤ 102% and ≥ 98%	< 98%	> 102%
Expiration 7 – 12	> 103%	< 97%	≤ 103% and ≥ 97%	≤ 103% and ≥ 97%	< 97%	> 103%
Expiration 13 – 18	> 104%	< 96%	≤ 104% and ≥ 96%	≤ 104% and ≥ 96%	< 96%	> 104%
Expiration 19 – 24	> 105%	< 95%	≤ 105% and ≥ 95%	≤ 105% and ≥ 95%	< 95%	> 105%
Expiration 25 – 30	> 106%	< 94%	≤ 106% and ≥ 94%	≤ 106% and ≥ 94%	< 94%	> 106%
Expiration 31 – 36	> 107%	< 93%	≤ 107% and ≥ 93%	≤ 107% and ≥ 93%	< 93%	> 107%
Expiration 37 - last	> 108%	< 92%	≤ 108% and ≥ 92%	≤ 108% and ≥ 92%	< 92%	> 108%

For example, if the S&P 500 Index closes at 2200, all call options with a near-term expiration (i.e., Expiration 1 – 6) that have a strike price greater than 2244 are considered OTM calls because 102% of 2200 is 2244. Similarly, all put options with a near-term expiration that have a strike price of less than 2156 are considered OTM puts because 98% of 2200 is 2156. Which series are considered OTM, ATM, or ITM will be readjusted on a daily basis. For example, series A may be OTM on trading day 1-5 of the month, and the S&P 500 Index may appreciate to make series A an ATM series on day 6 and so on.

LMMs are not obligated to satisfy the heightened quoting standards described in the Fees Schedule or in Rule 8.15 during ETH. LMMs are be eligible to receive a rebate if they satisfy the heightened standards described in the Fees Schedule, which the Exchange believes will encourage LMMs to provide liquidity during ETH. Additionally, the Exchange notes that LMMs may have to undertake other expenses to be able to quote at the heightened standard during ETH, such as purchase additional bandwidth.

The Exchange also seeks to amend Footnote 38 of the Fees Schedule to clarify that the rebate described in Footnote 38 is the pro-rata share of the compensation pool. Footnote 38 provides, in relevant part that "…the LMM will receive a rebate for that month and will receive a pro-rata share of a compensation pool equal…" which could suggest there is a rebate <u>and </u>a payment from the compensation pool. However, the rebate is the payment from the compensation pool. The Exchange believes replacing “and will receive” with “in the amount of” will provide more clarity.

Lastly, the LMM rebate program is currently described in Rule 6.1A(e)(iii)(C) and the Fees Schedule. The Exchange believes consolidating information related to the LMM rebate program in the Fees Schedule, and deleting the language in that rule that is redundant of language in the Fees Schedule, will prevent potential confusion that arises from having the rebate program described in multiple places. Specifically, the Exchange proposes to remove subparagraph (e)(iii)(C) and move the following language from subparagraph (e)(iii)(C) to Footnote 38 of the Fees Schedule:

Notwithstanding Rule 1.1(ccc), for purposes of Footnote 38, an LMM is deemed to have provided "continuous electronic quotes" if the LMM provides electronic two-sided quotes for 90% of the time during ETH in a given month. If a technical failure or limitation of a system of the Exchange prevents the LMM from maintaining, or prevents the LMM from communicating to the Exchange, timely and accurate electronic quotes in a class, the duration of such failure shall not be considered in determining whether the LMM has satisfied the 90% quoting standard with respect to that option class. The Exchange may consider other exceptions to this quoting standard based on demonstrated legal or regulatory requirements or other mitigating circumstances.

2. <u>Statutory Basis</u>

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.[4] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[5] 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)[6] 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 it is reasonable, equitable and not unfairly discriminatory to offer LMMs in SPX during ETH a rebate if they meet a certain heightened quoting standard (described above) to encourage LMMs in SPX to provide increased liquidity. More specifically, the Exchange believes the amount of the amended rebate ($30,000) is reasonable because it takes into consideration certain additional costs an LMM may incur and the Exchange believes the proposed amount is such that it will incentivize LMMs to meet the ETH quoting standards for SPX that are further heightened by this proposal. Additionally, if a LMM does not satisfy the heightened quoting standard, then it will not receive the rebate. The Exchange believes it is equitable and not unfairly discriminatory to only offer the rebate to LMMs because it benefits all market

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

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

6 Id.

participants in ETH to encourage LMMs to satisfy the heightened quoting standards, which may increase liquidity during those hours and provide more trading opportunities and tighter spreads. Also, the Exchange believes consolidating information related to the LMM rebate program in the Fees Schedule will prevent potential confusion that arises from having the rebate program described in multiple places, which, in general, helps protect customers and the public interest. Finally, the Exchange believes clarifying language in the Fees Schedule will also prevent potential confusion, which, in general, helps protect customers and the public interest.

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 does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, because the amended rebate for ETH is intended to encourage market participants to bring liquidity in SPX during ETH (which benefits all market participants), while still covering Exchange costs (including those associated with the upgrading and maintenance of Exchange systems). Furthermore, the Exchange does not believe that the proposed rule changes will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because SPX is a proprietary product that will only be traded on Cboe Options. To the extent that the proposed changes make Cboe Options a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become Cboe Options market participants.

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[7] and paragraph (f) of Rule 19b-4[8] 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-CBOE-2017-075 on the subject line.

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7 15 U.S.C. 78s(b)(3)(A).

8 17 CFR 240.19b-4(f).

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-CBOE-2017-075. 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, 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-CBOE-2017-075 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]

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[9] 17 CFR 200.30-3(a)(12).

Secretary

EXHIBIT 5A

(additions are <u>underlined</u>; deletions are [bracketed])

* * * * *

Cboe Exchange, Inc.
Rules

* * * * *

Rule 6.1A. Extended Trading Hours
(a) – (d) No change.

(e) *Market-Makers*

(i) – (ii) No Change.

(iii) *Lead Market-Makers*

(A) – (B) No change.

[(C) If an LMM (1) provides continuous electronic quotes in at least the lesser of 99% of the non-adjusted series or 100% of the non-adjusted series minus one call-put pair in an Extended Trading Hours allocated class (excluding intra-day add-on series on the day during which such series are added for trading) and (2) enters opening quotes within five minutes of the initiation of an opening rotation in any series that is not open due to the lack of a quote (see Rule 6.2B(d)(i)(A) or (ii)(A)), provided that the LMM will not be required to enter opening quotes in more than the same percentage of series set forth in clause (1) for at least 90% of the trading days during Extended Trading Hours in a month, then the LMM receives a rebate for that month in an amount set forth in the Fees Schedule. Notwithstanding Rule 1.1(ccc), for purposes of this subparagraph (C), an LMM is deemed to have provided "continuous electronic quotes" if the LMM provides electronic two-sided quotes for 90% of the time during Extended Trading Hours in a given month. If a technical failure or limitation of a system of the Exchange prevents the LMM from maintaining, or prevents the LMM from communicating to the Exchange, timely and accurate electronic quotes in a class, the duration of such failure shall not be considered in determining whether the LMM has satisfied the 90% quoting standard with respect to that option class. The Exchange may consider other exceptions to this quoting standard based on demonstrated legal or regulatory requirements or other mitigating circumstances.]

(iv) No Change.

(f) – (k) No change.

(Changes are indicated by underlining additions and [bracketing deletions].

Cboe Exchange, Inc.

Fees Schedule - [November 17] December 1 , 2017

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Footnotes (Continued):

Footnote Number	Description
	* * * * *
38	For [SPX and] VIX, if an LMM (1) provides continuous electronic quotes in at least the lesser of 99% of the non-adjusted series or 100% of the non-adjusted series minus one call-put pair in an ETH allocated class (excluding intra-day add-on series on the day during which such series are added for trading) during ETH in a given month and (2) enters opening quotes within five minutes of the initiation of an opening rotation in any series that is not open due to the lack of a quote, provided that the LMM will not be required to enter opening quotes in more than the same percentage of series set forth in clause (1) for at least 90% of the trading days during ETH in a given month, the LMM will receive a rebate for that month [and will receive] in the amount of a pro-rata share of a compensation pool equal to $15,000 times the number of LMMs in that class (or pro-rated amount if an appointment begins after the first trading day of the month or ends prior to the last trading day of the month). For example, if three LMMs are appointed in VIX [SPX], a compensation pool will be established each month (assume appointment began at the beginning of the month for purposes of this example) totaling $45,000. If each LMM meets the heightened continuous quoting standard in VIX [SPX] during a month, each will receive $15,000. If two LMMs meet the heightened continuous quoting standard in VIX [SPX] during a month, those two LMMs would each receive $22,500 and the third LMM would receive nothing. If only one LMM meets the heightened continuous quoting standard in VIX [SPX] during a month, that LMM would receive $45,000 and the other two would receive nothing. For SPX, an LMM will receive a rebate for that month in the amount of a pro-rata share of a compensation pool equal to $30,000 times the number of LMMs in that class (or pro-rated amount if an appointment begins after the first trading day of the month or ends prior to the last trading day of the month) if the LMM: (1) provides continuous electronic quotes in at least the lesser of 99% of the non-adjusted series or 100% of the non-adjusted series minus one call-put pair in an ETH allocated class (excluding intra-day add-on series on the day during which such series are added for trading) during ETH in a given month; (2) enters opening quotes within five minutes of the initiation of an opening rotation in any series that is not open due to the lack of a quote, provided that the LMM will not be required to enter opening quotes in more than the same percentage of series set forth in clause (1) for at least 90% of the trading days during ETH in a given month; and (3) satisfies the following time-weighted average quote widths and bid/ask sizes for each moneyness category: (A) out of the money options ("OTM"), average quote width of $0.75 or less and average bid/ask size of 15 contracts or greater; (B) at the money options ("ATM"), average quote width of $3.00 or less and bid/ask size of 10 contracts or greater; and C) in the money options ("ITM"), average quote width of $10.00 or less and bid/ask size of 5 contracts or greater. Notwithstanding Rule 1.1(ccc), for purposes of Footnote 38, an LMM is deemed to have provided "continuous electronic quotes" if the LMM provides electronic two-sided quotes for 90% of the time during ETH in a given month. If a technical failure or limitation of a system of the Exchange prevents the LMM from maintaining, or prevents the LMM from communicating to the Exchange, timely and accurate electronic quotes in a class, the duration of such failure shall not be considered in determining whether the LMM has satisfied the 90% quoting standard with respect to that option class. The Exchange may consider other exceptions to this quoting standard based on demonstrated legal or regulatory requirements or other mitigating circumstances.

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