

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-74655; File No. SR-C2-2015-005)

April 6, 2015

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the Fees Schedule

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that, on April 1, 2015 C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (“SEC” or “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 its Fees Schedule. The text of the proposed rule change is 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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 its Fees Schedule, effective April 1, 2015. First, the Exchange proposes to amend Taker fees for complex orders in all equity, multiply-listed index, ETF and ETN options classes (except Russell 2000 Index (“RUT”)). Currently, for such orders, the Exchange provides a rebate of \$0.35 per contract for Public Customers and assesses a fee of \$0.45 per contract to C2 Market-Makers as well as to orders from all other origins (Professional Customer, Firm, Broker/Dealer, non-C2 Market-Maker, JBO, etc.). The Exchange proposes to eliminate the rebate for Public Customers and establish a fee of \$0.47 per contract for Public Customer Orders. Additionally, the Exchange proposes to increase the Taker fee amounts for all other origins by \$0.03, resulting in a fee of \$0.48 per contract for all other origins, including C2 Market-Makers. The Exchange notes that the proposed Taker fee amounts are the same amounts currently assessed for simple, non-complex orders in equity, multiply-listed index, ETF and ETN options classes and are also in line with Taker fees assessed at other Exchanges.³

Currently, Section 1A of the Fees Schedule, which sets forth fees for simple, non-complex orders in all equity, multiply-listed index, ETF and ETN options classes (other than RUT), includes an asterisk attached to all Maker Rebates and denotes the following language: “Rebates do not apply to orders that trade with Public Customer complex orders. In such a circumstance there will be no rebate or fee.” The Exchange notes that it had adopted this

³ See, e.g., C2 Fees Schedule, Section 1A (Transaction Fees for Simple, Non-Complex Orders), and NYSE Arca Options Fee Schedule, which lists, for electronic executions in Penny Pilot issues, 1) Customer Taker fee of \$0.47, 2) Market Maker Taker fee of \$0.49, and 3) Firm and Broker Dealer Taker fee of \$0.49; and for electronic executions in non-Penny Pilot issues, 1) Customer Taker fee of \$0.85, 2) Market Maker Taker fee of \$0.87, and 3) Firm and Broker Taker fee of \$0.89.

language since Public Customer Taker complex orders also receive a rebate and thus, if the Exchange had offered the rebate when a Public Customer Maker simple order trades with another Public Customer complex order, the Exchange would be providing a rebate on both sides of the order (which would not have been economically feasible or viable it would result in a net negative for the Exchange). As such, no fee or rebate is applied in these circumstances. Similarly, the Exchange notes that Section 1B of the Fees Schedule, which sets forth fees for complex orders in all equity, multiply-listed index, ETF and ETN options classes (other than RUT), includes an asterisk attached to Public Customer Rebates and denotes the following language: “The rebate will only apply to Public Customer complex orders that trade with non-Public Customer complex orders. In other circumstances, there will be no Maker or Taker fee or rebate.” Again the Exchange notes that Public Customers are currently entitled to a rebate regardless of whether they were a Maker or a Taker for complex orders and thus, if the Exchange offered the rebate when a Public Customer complex order trades with another Public Customer complex order, the Exchange would be providing a rebate on both sides of the order. As noted above, it would not have been economically feasible or viable to provide a rebate on an order that is trading with an order that is not generating a fee and therefore, in these circumstances, no fee or rebate is applied. However, in light of the Exchange eliminating the Taker rebate for Public Customers complex orders and replacing it with a fee, the Exchange will no longer be providing a rebate on both sides of a transaction in instances in which a simple, non-complex Maker order trades with a Public Customer complex order or where a Public Customer Complex order trades with another Public Customer complex order. Consequently, as the Exchange will only be providing a rebate on one side of a transaction for these orders, the Exchange believes that this exception is no

longer necessary and proposes to eliminate the asterisk and asterisked language from the Fees Schedule.

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.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. The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁷ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes that the proposed increases to Taker fees for complex orders in all equity, multiply-listed index, ETF and ETN options classes (except RUT) are reasonable because

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(5).

⁶ Id.

⁷ 15 U.S.C. 78f(b)(4).

the proposed fee amounts are equivalent to Taker fees for complex [sic] orders in all equity, multiply-listed index, ETF and ETN options classes (except RUT).⁸ The Exchange believes it is reasonable to eliminate the Public Customer rebate for Taker complex orders because Public Customer Taker simple orders also do not offer a rebate. Additionally, other exchanges also provide for a fee instead of a rebate for Public Customer Taker orders.⁹ The Exchange believes the proposed Public Customer Taker fee amount for complex orders is reasonable because the proposed amount is equivalent to the amount currently assessed for Public Customer Taker simple orders on C2, as well as the amount assessed on another exchange for Public Customer Taker orders.¹⁰

The Exchange believes that it is equitable and not unfairly discriminatory to assess lower fees to Public Customers as compared to other market participants because Public Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Specifically, Public Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Market-Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants. Additionally, the proposed fee change applying to Public Customers will be applied equally to all Public Customers.

The Exchange believes that the differences between the Maker rebates and fees and Taker fees for complex orders are reasonable, equitable and not unfairly discriminatory because

⁸ See C2 Fees Schedule, Section 1A (Transaction Fees for Simple, Non-Complex Orders)

⁹ See NYSE Arca Options Fee Schedule, which lists, for electronic executions in Penny Pilot issues a Customer Taker fee of \$0.47 in non-Penny Pilot issues a Customer Taker fee of \$0.85. See also, NOM Price List, which lists fees for Customer orders that remove liquidity in Penny Pilot options at \$0.48 per contract and non-Penny Pilot options at \$0.85 per contract.

¹⁰ See C2 Fees Schedule, Section 1A and NOM Price List.

they are intended to cover the costs associated with operating the Exchange's trading systems necessary to provide these trading opportunities.

The Exchange believes that amending the Fees Schedule so that Maker rebates will apply to all orders, including orders that trade with Public Customer complex orders is reasonable, equitable and not unfairly discriminatory because the Exchange no longer also provides a rebate for Public Customer complex Taker orders, and thus it is no longer the case that it is not economically feasible or viable to provide a rebate in these circumstances. Similarly, the Exchange believes that its proposal to remove the language that permitted the Exchange to not provide a rebate for Public Customer complex orders that trade with other Public Customer orders is reasonable, equitable and not unfairly discriminatory because the Exchange again no longer provides a rebate for Public Customer complex Taker orders, and thus it is no longer the case that it is not economically feasible or viable to provide a rebate in these circumstances. The Exchange also believes this proposed rule change is reasonable, equitable and not unfairly discriminatory because all market-participants entitled to receive a rebate when acting as a Maker in simple and complex orders when trading against non-Public Customers will also receive the rebate when trading with a Public Customer order.

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

C2 does not believe that the proposed rule changes will impose any burden on competition that are 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, while different fees and rebates are assessed to different market participants in some circumstances, these different market participants have different obligations and different

circumstances as discussed above. The Exchange believes this proposal will not cause an unnecessary burden on intermarket competition because the Taker fee amounts for complex orders in all equity, multiply-listed index, ETF and ETN options classes (except RUT) is similar to fees assessed at other exchanges.¹¹ To the extent that the proposed changes make C2 a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become C2 market participants.

Additionally, the Exchange does not believe amending the Fees Schedule so that all Maker rebates will apply to all orders (including orders that trade with Public Customer complex orders) will impose any burden on intramarket competition because all market-participants entitled to receive a rebate when acting as a Maker when trading against non-Public Customers will receive the rebate when trading with a Public Customer order. The Exchange does not believe amending the Fees Schedule so that all Maker rebates will apply to all orders (including orders that trade with Public Customer complex orders) will impose any burden on intermarket competition because it only applies to trading on the Exchange and because to the extent the availability of these rebates make C2 a more attractive marketplace for market participants at other exchanges, such market participants are welcome to become C2 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.

¹¹ See e.g., See NYSE Arca Options Fee Schedule, which lists, for electronic executions in Penny Pilot issues, 1) Customer Taker fee of \$0.47, 2) Market-Maker Taker fee of \$0.49, and 3) Firm and Broker Dealer Taker fee of \$0.49; and for electronic executions in non-Penny Pilot issues, 1) Customer Taker fee of \$0.85, 2) Market-Maker Taker fee of \$0.87, and 3) Firm and Broker Taker fee of \$0.89.

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 Act¹² and paragraph (f) of Rule 19b-4¹³ 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-C2-2015-005 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-C2-2015-005. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f).

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; 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-C2-2015-005 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.¹⁴

Brent J. Fields
Secretary

¹⁴ 17 CFR 200.30-3(a)(12).