

Form I Page 1 Execution Page

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Date filed (MM/DD/YY) OFFICIAL. USE

APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR, REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT

01/08/16

ONLY

to keep a	NG: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant	
would vi	iolate the federal securities laws and may result in disciplinary, administrative or criminal action,	SEC
	INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS	fail Processing Section
	☐ APPLICATION	JAN 12 2016
1.	State the name of the applicant BATS Exchange, Inc.	ÉBIIIngton DC
2.	Provide the applicant's primary street address (Do not use a P.O. Box): 8050 Marshall Dr., Suite 120	404
	Lenexa, Kansas 66214	
3.	Provide the applicant's mailing address (if different):	
	11	5018813
4.	Provide the business telephone and facsimile number	
	(913) 815-7000 (913) 815-7119 (Telephone) (Facsimile)	
	(Telephone) (Facsimile)	
5.	Provide the name, title and telephone number of a contact employee;	
	Eric Swanson General Counsel, BATS Exchange, Inc. (212) 378-8523	
	(Name) (Title) (Telephone Number)	
		1. 1.
6.	Provide the name and address of counsel for the applicant: Eric Swanson	
	14 Wall Street	
	New York, NY 10005	
		1.
7.	Provide the date that applicant's fiscal year ends: December 31	•
8.	Indicate legal status of the applicant: X Corporation Sole Partnership Partnership Limited Liability Company Other (specify):	
	If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed): (a) Date (MM/DD/YY): 1/01/07 (b) State/Country of formation: Delaware/United States of America (c) Statute under which applicant was organized: General Corporation Law of the State of Delaware	
Exchange telegram undersign of, said a exhibits,	TION: licant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and a Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The ned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority applicant. The undersigned and applicant represent that the information and statement contained herein, including schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part recurrent, true and complete.	
	Ol/08/16 (MMADD/Y) (Name of Applicant) Greg Steinberg, VP. Associate General Counsel (Signature) ed and sworn before me this Olivery (Month) (Wear) (Notary Public) (Month) (State of Kansa)	
ea's Com	This page must always be completed in full with original, manual signature and notarization.	
	·	
ı	Affix notary stamp or seal where applicable.	

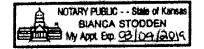


Exhibit C

Exhibit Request:

For each subsidiary or affiliate of the applicant, and for any entity with whom the applicant has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions on the exchange ("System"), provide the following information:

- 1. Name and address of organization.
- 2. Form of organization (e.g., association, corporation, partnership, etc.).
- 3. Name of state and statute citation under which organized. Date of incorporation in present form.
- 4. Brief description of nature and extent of affiliation.
- 5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System and/or execution, reporting, clearance, or settlement of transactions in connection with operation of the System.
- 6. A copy of the constitution.
- 7. A copy of the articles of incorporation or association including all amendments.
- 8. A copy of existing by-laws or corresponding rules or instruments.
- 9. The name and title of the presenfficers, governors, members of all standing committees or persons performing similar functions.
- 10. An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association.

Response: Please see below responses for the following entities:

A. BATS Global Markets, Inc.

- 1. Name: BATS Global Markets, Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on August 22, 2013.
- 4. Brief description of nature and extent of affiliation: BATS Global Markets, Inc. owns 100% of the outstanding common stock of BATS Global Markets Holdings, Inc., which is the Exchange's 100% owner.
- 5. Brief description of business or functions: BATS Global Markets, Inc. is the ultimate parent company through which the ultimate owners of the Exchange indirectly hold their ownership interest in the Exchange and its affiliates.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. Copy of existing by-laws: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Joe Ratterman
- Chris Concannon
- Michael Richter
- Alan Freudenstein
- John McCarthy
- Robert Jones
- Chris Mitchell
- Jamil Nazarali
- Frank Reardon

- Chris Concannon (President, CEO)
- Chris Isaacson (Executive Vice President, Global Chief Information Officer)
- Bryan Harkins (Executive Vice President, Head of U.S. Markets)
- Eric Swanson (Executive Vice President, General Counsel, Secretary)
- Mark Hemsley (Executive Vice President, Chief Executive Officer of BATS Europe)

BATS Exchange Form 1 Registration Statement: Exhibit C

- Brian N. Schell (Executive Vice President, Chief Financial Officer, Treasurer)
- Tami Schademann (Executive Vice President, Chief Compliance Officer)

Compensation Committee

- Rob Jones
- Michael Richter
- Chris Mitchell

Audit Committee

- Michael Richter
- John Comerford
- Alan Freudenstein

Nominating and Corporate Governance Committee

- John McCarthy
- Alan Freudenstein

Technology Advisory Committee

- John McCarthy
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

B. BATS Global Markets Holdings, Inc.

- 1. Name: BATS Global Markets Holdings, Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on June 29, 2007.
- 4. Brief description of nature and extent of affiliation: BATS Global Markets Holdings, Inc. is the Exchange's 100% owner.
- 5. Brief description of business or functions: BATS Global Markets Holdings, Inc. is an intermediate holding company.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. Copy of existing by-laws: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

Chris Concannon

- Chris Concannon (President, CEO)
- Tami Schademann (Executive Vice President)
- Bryan Harkins (Executive Vice President, Head of U.S. Markets)
- Eric Swanson (Secretary)
- Brian N. Schell (Treasurer)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

C. <u>Direct Edge LLC</u>

- 1. Name: Direct Edge LLC (f/k/a Direct Edge, Inc.)
 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on December 31, 2014. Was converted from Direct Edge, Inc., a Delaware corporation, on December 31, 2014.
- 4. Brief description of nature and extent of affiliation: BATS Global Markets, Inc. owns 100% of the membership interests of Direct Edge LLC.
- 5. Brief description of business or functions: Direct Edge LLC is an intermediate holding company. Direct Edge LLC is the sole shareholder of EDGA Exchange, Inc. and EDGX Exchange, Inc.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. Copy of existing by-laws or corresponding rules or instruments: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

None

- Chris Concannon (President, CEO)
- Eric Swanson (Secretary)
- Brian N. Schell (Chief Financial Officer)
- Chris Isaacson (Chief Information Officer)
- Bryan Harkins (Executive Vice President, Head of U.S. Markets)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

D. BATS Y-Exchange, Inc.

- 1. Name: BATS Y-Exchange, Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on July 31, 2009.
- 4. Brief description of nature and extent of affiliation: BATS Y-Exchange, Inc. is wholly-owned by BATS Global Markets Holdings, Inc., which is also the Exchange's 100% owner.
- 5. Brief description of business or functions: BATS Y-Exchange, Inc. operates as a registered national securities exchange pursuant to Section 6 of the Act.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Chris Concannon
- Chris Isaacson
- Brett Redfearn
- Peter Wallison
- David Roscoe
- Sandy Kemper
- Scott Wagner
- Jill Sommers
- Adam Nunes
- Matt Billings
- Joseph Mecane

- Chris Concannon (President, CEO)
- Chris Isaacson (Executive Vice President, Global Chief Information Officer)
- Bryan Harkins (Executive Vice President, Head of U.S. Markets)
- Tami Schademann (Executive Vice President, Chief Regulatory Officer)
- Eric Swanson (Executive Vice President, General Counsel, Secretary)

- Brian N. Schell (Executive Vice President, Chief Financial Officer, Treasurer)
- Charles Randy Williams (Senior Vice President, Global Investor Relations & Communications)
- Tony Barchetto (Senior Vice President, Business Development)
- Bryan Christian (Senior Vice President, Head of U.S. Sales)
- Laura Morrison (Senior Vice President, Global Head of Exchange Products)
- Eric Crampton (Senior Vice President, Global Head of Software Engineering
- Troy Yeazel (Senior Vice President, Operations)
- Jeff Connell (Senior Vice President, Market Oversight)
- Derick Shupe (Vice President, Controller)
- Greg Steinberg (Vice President, Assistant Secretary and Associate General Counsel
- Aaron Weissenfluh (Vice President, Chief Information Security Officer)
- Rodney Burt (Vice President, Infrastructure)
- Kevin Carrai (Vice President, Connectivity, Data & Member Services)
- Stacie Fleming (Vice President, Communications)
- Anders Franzon (Senior Vice President, Associate General Counsel)
- Kapil Rathi (Vice President, Options Business Development)
- Thad Prososki (Vice President, Human Resources)
- Brett Johnson (Vice President, Software Engineering)

Standing Committees

Compensation Committee

- Peter Wallison
- Sandy Kemper

Audit Committee

- Jill Sommers
- David Roscoe
- Matt Billings

Regulatory Oversight Committee

- Scott Wagner
- Sandy Kemper
- Peter Wallison

Appeals Committee

- Brett Redfearn
- Joseph Mecane
- Scott Wagner

BATS Exchange Form 1 Registration Statement: Exhibit C

Executive Committee

- Chris Concannon
- Sandy Kemper
- David Roscoe
- Adam Nunes
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

E. EDGA Exchange, Inc.

1. Name: EDGA Exchange, Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214

- 2. Form of organization: Corporation
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under the General Corporation Law of the State of Delaware on March 9, 2009.
- 4. Brief description of nature and extent of affiliation: EDGA Exchange, Inc. is an indirect wholly-owned subsidiary of BATS Global Markets, Inc., the Exchange's ultimate parent.
- 5. Brief description of business or functions: EDGA Exchange, Inc. operates a registered national securities exchange pursuant to Section 6 of the Act.
- 6. Copy of constitution: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Chris Concannon
- Chris Isaacson
- Brett Redfearn
- Peter Wallison
- David Roscoe
- Sandy Kemper
- Scott Wagner
- Jill Sommers
- Adam Nunes
- Matt Billings
- Joseph Mecane

- Chris Concannon (President, CEO)
- Chris Isaacson (Executive Vice President, Global Chief Information Officer)
- Bryan Harkins (Executive Vice President, Head of U.S. Markets)
- Tami Schademann (Executive Vice President, Chief Regulatory Officer)
- Eric Swanson (Executive Vice President, General Counsel, Secretary)

BATS Exchange Form 1 Registration Statement: Exhibit C

- Brian N. Schell (Executive Vice President, Chief Financial Officer, Treasurer)
- Charles Randy Williams (Senior Vice President, Global Investor Relations & Communications)
- Tony Barchetto (Senior Vice President, Business Development)
- Bryan Christian (Senior Vice President, Head of U.S. Sales)
- Laura Morrison (Senior Vice President, Global Head of Exchange Products)
- Eric Crampton (Senior Vice President, Global Head of Software Engineering
- Troy Yeazel (Senior Vice President, Operations)
- Jeff Connell (Senior Vice President, Market Oversight)
- Derick Shupe (Vice President, Controller)
- Greg Steinberg (Vice President, Assistant Secretary and Associate General Counsel
- Aaron Weissenfluh (Vice President, Chief Information Security Officer)
- Rodney Burt (Vice President, Infrastructure)
- Kevin Carrai (Vice President, Connectivity, Data & Member Services)
- Stacie Fleming (Vice President, Communications)
- Anders Franzon (Senior Vice President, Associate General Counsel)
- Kapil Rathi (Vice President, Options Business Development)
- Thad Prososki (Vice President, Human Resources)
- Brett Johnson (Vice President, Software Engineering)

Standing Committees

Compensation Committee

- Peter Wallison
- Sandy Kemper

Audit Committee

- Jill Sommers
- David Roscoe
- Matt Billings

Regulatory Oversight Committee

- Scott Wagner
- Sandy Kemper
- Peter Wallison

Appeals Committee

- Brett Redfearn
- Joseph Mecane
- Scott Wagner

BATS Exchange Form 1 Registration Statement: Exhibit C

Executive Committee

- Chris Concannon
- Sandy Kemper
- David Roscoe
- Adam Nunes
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

F. EDGX Exchange, Inc.

1. Name: EDGX Exchange, Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214

- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under the General Corporation Law of the State of Delaware on March 9, 2009.
- 4. Brief description of nature and extent of affiliation: EDGX Exchange, Inc. is an indirect wholly-owned subsidiary of BATS Global Markets, Inc., the Exchange's ultimate parent.
- 5. Brief description of business or functions: EDGX Exchange, Inc. operates a registered national securities exchange pursuant to Section 6 of the Act.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Chris Concannon
- Chris Isaacson
- Brett Redfearn
- Peter Wallison
- David Roscoe
- Sandy Kemper
- Scott Wagner
- Jill Sommers
- Adam Nunes
- Matt Billings
- Joseph Mecane

- Chris Concannon (President, CEO)
- Chris Isaacson (Executive Vice President, Global Chief Information Officer)
- Bryan Harkins (Executive Vice President, Head of U.S. Markets)
- Tami Schademann (Executive Vice President, Chief Regulatory Officer)
- Eric Swanson (Executive Vice President, General Counsel, Secretary)

- Brian N. Schell (Executive Vice President, Chief Financial Officer, Treasurer)
- Charles Randy Williams (Senior Vice President, Global Investor Relations & Communications)
- Tony Barchetto (Senior Vice President, Business Development)
- Bryan Christian (Senior Vice President, Head of U.S. Sales)
- Laura Morrison (Senior Vice President, Global Head of Exchange Products)
- Eric Crampton (Senior Vice President, Global Head of Software Engineering
- Troy Yeazel (Senior Vice President, Operations)
- Jeff Connell (Senior Vice President, Market Oversight)
- Derick Shupe (Vice President, Controller)
- Greg Steinberg (Vice President, Assistant Secretary and Associate General Counsel
- Aaron Weissenfluh (Vice President, Chief Information Security Officer)
- Rodney Burt (Vice President, Infrastructure)
- Kevin Carrai (Vice President, Connectivity, Data & Member Services)
- Stacie Fleming (Vice President, Communications)
- Anders Franzon (Senior Vice President, Associate General Counsel)
- Kapil Rathi (Vice President, Options Business Development)
- Thad Prososki (Vice President, Human Resources)
- Brett Johnson (Vice President, Software Engineering)

Standing Committees

Compensation Committee

- Peter Wallison
- Sandy Kemper

Audit Committee

- Jill Sommers
- David Roscoe
- Matt Billings

Regulatory Oversight Committee

- Scott Wagner
- Sandy Kemper
- Peter Wallison

Appeals Committee

- Brett Redfearn
- Joseph Mecane
- Scott Wagner

BATS Exchange Form 1 Registration Statement: Exhibit C

Executive Committee

- Chris Concannon
- Sandy Kemper
- David Roscoe
- Adam Nunes
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

G. BATS Trading, Inc.

1. Name: BATS Trading, Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214

- 2. *Form of organization*: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on June 16, 2005.
- 4. Brief description of nature and extent of affiliation: BATS Trading, Inc. is wholly-owned by BATS Global Markets Holdings, Inc., which is also the Exchange's 100% owner.
- 5. Brief description of business or functions: BATS Trading, Inc. is a broker-dealer registered as such with the Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority and other self-regulatory organizations. BATS Trading, Inc. provides routing of orders from the Exchange BATS Y-Exchange, Inc., EDGA Exchange, Inc. and EDGX Exchange, Inc. to other securities exchanges, facilities of securities exchanges, automated trading systems, electronic communication networks or other broker-dealers.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Chris Isaacson
- Tami Schademann
- Chris Concannon
- Brian N. Schell

- Chris Isaacson (President)
- Tami Schademann (Secretary)
- Bryan Upp (Chief Compliance Officer)
- Derick Shupe (FINOP, Treasurer)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

H. Omicron Acquisition Corp.

- 1. Name: Omicron Acquisition Corp.

 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on February 7, 2011.
- 4. Brief description of nature and extent of affiliation: Omicron Acquisition Corp. is wholly-owned by Omicron Holdings Corp., which is an affiliate of the Exchange.
- 5. Brief description of business or functions: Omicron Acquisition Corp. is a Delaware corporation established to acquire and potentially operate the assets of existing operating companies.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Chris Concannon
- Mark Hemsley

- Mark Hemsley (President and Treasurer)
- Eric Swanson (Vice President, Secretary)
- 10. *Indication of whether such business or organization ceased to be associated with the applicant during previous year*: Not applicable.

I. BATS Hotspot Holdings LLC

- 1. Name: BATS Hotspot Holdings LLC (f/k/a Hotspot FX Holdings, LLC) Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company.
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on May 15, 2000. Name was amended from Hotspot FX Holdings, LLC, a Delaware LLC, on March 11, 2015.
- 4. Brief description of nature and extent of affiliation: BATS Hotspot Holdings LLC is wholly-owned by BATS Global Markets Holdings, Inc., which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Hotspot Holdings LLC is an intermediate holding company of BATS Hotspot LLC and BATS Hotspot Services LLC.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

None

- Chris Concannon (President)
- William Goodbody, Jr. (SVP, Head of FX)
- Brian N. Schell (Treasurer)
- Eric Swanson (Secretary)
- Barry Calder (Head Of Liquidity & Client Services)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

J. BATS Hotspot LLC

- 1. Name: BATS Hotspot LLC (f/k/a KCG Hotspot FX LLC) Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. *Form of organization*: Limited Liability Company.
- 3. Name of state, statute under which organized and date of incorporation: Formed in New Jersey under Section 42 of the Limited Liability Company Act of the State of New Jersey on August 7, 2001. Name was amended from KCG Hotspot FX LLC, a Delaware LLC, on March 12, 2015.
- 4. Brief description of nature and extent of affiliation: BATS Hotspot LLC is wholly-owned by BATS Hotspot Holdings LLC, which is wholly-owned by BATS Global Markets Holdings, Inc., which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Hotspot LLC operates an institutional spot foreign exchange market.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

None

- Chris Concannon (President)
- William Goodbody, Jr. (SVP, Head of FX)
- Brian N. Schell (Treasurer)
- Eric Swanson (Secretary)
- Barry Calder (Head Of Liquidity & Client Services)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

K. BATS Hotspot Services LLC

- 1. Name: BATS Hotspot Services LLC (f/k/a Hotspot FXr, L.L.C.) Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company.
- 3. Name of state, statute under which organized and date of incorporation: Formed in New Jersey under Section 42 of the Limited Liability Company Act of the State of New Jersey on November 22, 2004. Name was amended from KCG Hotspot FX LLC, a Delaware LLC, on March 12, 2015.
- 4. Brief description of nature and extent of affiliation: BATS Hotspot Services LLC is wholly-owned by BATS Hotspot Holdings LLC, which is wholly-owned by BATS Global Markets Holdings, Inc., which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Hotspot Services LLC operates an institutional spot foreign exchange market.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: See attached.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

None

- Chris Concannon (President)
- William Goodbody, Jr. (SVP, Head of FX)
- Brian N. Schell (Treasurer)
- Eric Swanson (Secretary)
- Barry Calder (Head of Liquidity & Client Securities)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

L. BATS Hotspot SEF LLC

- 1. Name: BATS Hotspot SEF LLC
 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company.
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on May 1, 2015.
- 4. Brief description of nature and extent of affiliation: BATS Hotspot SEF LLC is wholly-owned by BATS Hotspot Holdings LLC, which is wholly-owned by BATS Global Markets Holdings, Inc., which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Hotspot SEF LLC currently has no operations, but anticipates registering with the CFTC as a swap execution facility.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. Copy of existing by-laws: Pending.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

None

- None
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

M. BATS International Holdings Limited

- 1. *Name*: BATS International Holdings Limited *Address*: 10 Lower Thames Street, 6th Floor, London, UK EC3R 6AF
- 2. Form of organization: Private Company Limited by Shares.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in England and Wales under the Companies Act 1985 on February 5, 2015.
- 4. Brief description of nature and extent of affiliation: BATS International Holdings Limited is wholly-owned by Omicron Acquisition Corp. which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS International Holdings Limited is a holding company of BATS Hotspot Europe Limited and BATS Hotspot Asia Pte. Ltd.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. Copy of existing by-laws: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Mark Hemsley
- Chris Concannon

- Antonio Amelia (Secretary)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

N. BATS Hotspot Europe Limited

- 1. Name: BATS Hotspot Europe Limited
 Address: 10 Lower Thames Street, 6th Floor, London, UK EC3R 6AF
- 2. Form of organization: Private Company Limited by Shares.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in England and Wales under the Companies Act 1985 on February 5, 2015.
- 4. Brief description of nature and extent of affiliation: BATS Hotspot Europe Limited is wholly-owned by BATS International Holdings Limited which is wholly-owned by Omicron Acquisition Corp. which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Hotspot Europe Limited operates an institutional spot foreign exchange market.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Mark Hemsley
- Chris Concannon

- Antonio Amelia (Secretary)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

O. BATS Hotspot Asia Pte. Ltd.

- 1. Name: BATS Hotspot Asia Pte. Ltd.
 Address: 16 Collyer Quay, #2104, Sixteen Collyer Quay, Singapore (049318)
- 2. Form of organization: Private Company Limited by Shares.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Singapore under the Companies Act (Cap. 50) on February 23, 2015.
- 4. Brief description of nature and extent of affiliation: BATS Hotspot Asia Pte. Ltd. is wholly-owned by BATS International Holdings Limited which is wholly-owned by Omicron Acquisition Corp. which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Hotspot Asia Pte. Ltd. operates an institutional spot foreign exchange market.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Chris Concannon
- Ng Lip Chih

- Chew Pei Tsing (Secretary)
- Lai Jek Ping (Secretary)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

P. BATS Trading Limited

- 1. Name: BATS Trading Limited
 Address: 10 Lower Thames Street, 6th Floor, London, UK EC3R 6AF
- 2. Form of organization: Private Company Limited by Shares.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in England and Wales under the Companies Act 1985 on March 28, 2008.
- 4. Brief description of nature and extent of affiliation: BATS Trading Limited is wholly-owned by Omicron Acquisition Corp. which is an affiliate of the Exchange.
- 5. Brief description of business or functions: BATS Trading Limited is recognized as a Recognised Investment Exchange in the United Kingdom under the Financial Services and Markets Act 2000 ("FSMA"). It operates a platform for trading of European equity securities.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Mark Hemsley
- Adam Eades
- John Woodman
- Anthony Whalley
- William Eldridge
- Virginie Saade
- Rebecca Fuller
- Paul Hilgers
- Julian Corner

- Mark Hemsley (CEO)
- Antonio Amelia (Secretary)
- Jill Griebenow (CFO)
- Adam Eades (Chief Legal and Regulatory Officer)
- Jerry Avenell (Co-Head Sales)
- Alex Dalley (Co-Head Sales)
- Guy Simpkin (Head of Business Development)

• David Howson (COO)

Standing Committees

Audit, Risk and Compliance Committee

- William Eldridge
- Anthony Whalley
- Rebecca Fuller

Remuneration Committee

- John Woodman
- Anthony Whalley
- Rebecca Fuller
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

Q. Chi-X Europe Limited

- 1. *Name*: Chi-X Europe Limited *Address*: 10 Lower Thames Street, 6th Floor, London, UK EC3R 6AF
- 2. Form of organization: Private Company Limited by Shares.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in England and Wales. It changed its name to Chi-X Europe Limited on July 2, 2007.
- 4. Brief description of nature and extent of affiliation: Chi-X Europe Limited is wholly-owned by BATS Trading Limited which, in turn, is indirectly wholly owned by BATS Global Markets, Inc.
- 5. Brief description of business or functions: Chi-X Europe Limited is authorised in the United Kingdom under the Financial Services and Markets Act 2000 ("FSMA"), as an investment firm. Between April 30, 2012 and May 20, 2013 it was a dormant company. Since May 20, 2013, Chi-X Europe Limited operates the smart order router that is needed for the routing strategies deployed by BATS Trading Limited
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: See attached.
- 8. *Copy of existing by-laws*: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions:

Current Directors

- Mark Hemsley
- Adam Eades
- John Woodman

- Mark Hemsley (CEO)
- Antonio Amelia (Secretary)
- Jill Griebenow (CFO)
- Adam Eades (Chief Legal and Regulatory Officer)
- Jerry Avenell (Co-Head Sales)
- Alex Dalley (Co-Head Sales)
- Guy Simpkin (Head of Business Development)
- David Howson (COO)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

R. Blue Merger Sub Inc.

- 1. Name: Blue Merger Sub Inc. Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on August 22, 2013.
- 4. Brief description of nature and extent of affiliation: As of January 31, 2014, Blue Merger Sub Inc. ceased to exist.
- 5. *Brief description of business or functions:* Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: Not applicable.
- 8. Copy of existing by-laws or corresponding rules or instruments: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: On January 31, 2014, Blue Merger Sub, Inc. was merged with and into BATS Global Markets Holdings, Inc. (f/k/a BATS Global Markets, Inc.), with BATS Global Markets Holdings, Inc. surviving, resulting in Blue Merger Sub, Inc. ceasing to exist.

S. <u>Delta Merger Sub LLC</u>

- 1. Name: Delta Merger Sub LLC
 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on August 22, 2013.
- 4. *Brief description of nature and extent of affiliation*: As of January 31, 2014, Delta Merger Sub LLC ceased to exist.
- 5. Brief description of business or functions: Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: Not applicable.
- 8. Copy of existing by-laws or corresponding rules or instruments: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: On January 31, 2014, Delta Merger Sub LLC was merged with and into Direct Edge Holdings LLC, with Direct Edge Holdings LLC surviving, resulting in Delta Merger Sub LLC ceasing to exist.

T. BATS FX, Inc.

- 1. Name: BATS FX, Inc.
 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on September 17, 2012.
- 4. *Brief description of nature and extent of affiliation*: As of December 31, 2015, BATS FX, Inc. ceased to exist.
- 5. Brief description of business or functions: Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. *Copy of articles of incorporation or association and amendments*: Not applicable.
- 8. *Copy of existing by-laws*: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: As of December 31, 2015, BATS FX, Inc. ceased to exist.

U. <u>Direct Edge ECN LLC (d/b/a DE Route)</u>

- 1. Name: Direct Edge ECN LLC (d/b/a DE Route)
 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on April 19, 2005.
- 4. Brief description of nature and extent of affiliation: As of December 31, 2015, Direct Edge ECN LLC ceased to exist.
- 5. Brief description of business or functions: Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: Not applicable.
- 8. Copy of existing by-laws or corresponding rules or instruments: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: As of December 31, 2015, Direct Edge ECN LLC ceased to exist.

V. <u>Direct Edge Holdings LLC</u>

- 1. Name: Direct Edge Holdings LLC Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Limited Liability Company
- 3. Name of state, statute under which organized and date of incorporation: Formed in Delaware under Section 201 of the Limited Liability Company Act of the State of Delaware on June 5, 2007.
- 4. *Brief description of nature and extent of affiliation*: As of December 31, 2015 Direct Edge Holdings LLC ceased to exist.
- 5. Brief description of business or functions: Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: Not applicable.
- 8. Copy of existing by-laws or corresponding rules or instruments: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: As of December 31, 2015 Direct Edge Holdings LLC ceased to exist.

W. Omicron Holdings Corp.

- 1. Name: Omicron Holdings Corp.

 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on February 7, 2011.
- 4. Brief description of nature and extent of affiliation: As of December 31, 2015, Omicron Holdings Corp. ceased to exist.
- 5. Brief description of business or functions: Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. *Copy of articles of incorporation or association and amendments*: Not applicable.
- 8. Copy of existing by-laws: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: As of December 31, 2015, Omicron Holdings Corp. ceased to exist.

X. Omicron Intermediate Holdings Corp.

- 1. Name: Omicron Intermediate Holdings Corp.

 Address: 8050 Marshall Dr., Ste. 120, Lenexa, KS 66214
- 2. Form of organization: Corporation.
- 3. Name of state, statute under which organized and date of incorporation: Incorporated in Delaware under Section 101 of the General Corporation Law of the State of Delaware on February 7, 2011.
- 4. Brief description of nature and extent of affiliation: As of December 31, 2015, Omicron Intermediate Holdings Corp. ceased to exist.
- 5. Brief description of business or functions: Not applicable.
- 6. *Copy of constitution*: Not applicable.
- 7. Copy of articles of incorporation or association and amendments: Not applicable.
- 8. Copy of existing by-laws: Not applicable.
- 9. Name and title of present officers, governors, members of standing committees and persons performing similar functions: None.
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: As of December 31, 2015, Omicron Intermediate Holdings Corp. ceased to exist.

Exhibit J

Exhibit Request:

A list of the officers, governors, members of all standing committees, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:

- 1. Name.
- 2. Title.
- 3. Dates of commencement and termination of term of office or position.
- 4. Type of business in which each is primarily engaged (e.g., floor broker, specialist, odd lot dealer, etc.)

Response:

1. Officers

Pursuant to the Certificate of Incorporation and Bylaws of the Exchange, the Exchange's Board of Directors has appointed the individuals listed below as Officers of the Exchange. Officers shall be appointed by the Board on an annual basis. These individuals will serve in these positions until their successors are appointed in accordance with the Certificate of Incorporation and Bylaws. Officers of the Exchange will serve at the pleasure of the Board of Directors.

		Officers		
Name:	Title:	Appointment Date:	Termination/ Change Position Date:	Anticipated re-appointment:
Chris Concannon	President	02/10/15		February, 2016
Chris Concannon	Chief Executive Officer	03/31/15		February, 2016
Chris Isaacson	Executive Vice President, Global Chief Information Officer	02/10/15		February, 2016
Bryan Harkins	Executive Vice President, Head of U.S. Markets	02/10/15		February, 2016

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Tami Schademann	Executive Vice President, Chief Regulatory Officer	02/10/15	February, 2016
Eric Swanson	Executive Vice President, General Counsel, Secretary	02/10/15	February, 2016
Brian N. Schell	Executive Vice President, Chief Financial Officer, Treasurer	02/10/15	February, 2016
Charles Randy Williams	Senior Vice President, Global Investor Relations & Communications	02/10/15	February, 2016
Tony Barchetto	Senior Vice President, Business Development	02/10/15	February, 2016
Bryan Christian	Senior Vice President, Head of U.S. Sales	02/10/15	February, 2016
Eric Crampton	Senior Vice President Global Head of Software Engineering	05/12/15	February, 2016
Laura Morrison	Senior Vice President, Global Head of Exchange Products	05/12/15	February, 2016
Anders Franzon	Senior Vice President, Associate General Counsel	11/02/15	February, 2016
Troy Yeazel	Senior Vice President, Operations	11/02/15	February, 2016
Jeff Connell	Senior Vice President, Market Oversight	11/02/15	February, 2016
Derick Shupe	Vice President, Controller	02/10/15	February, 2016
Greg Steinberg	Vice President, Assistant Secretary & Associate General Counsel	02/10/15	February, 2016
Aaron Weissenfluh	Vice President, Chief Information Security Officer	02/10/15	February, 2016

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Rodney Burt	Vice President, Infrastructure	02/10/15		February, 2016
Kevin Carrai	Vice President, Connectivity, Data & Member Services	02/10/15		February, 2016
Stacie Fleming	Vice President, Communication	02/10/15		February, 2016
Kapil Rathi	Vice President, Options Business Development	05/12/15		February, 2016
Thad Prososki	Vice President, Human Resources	05/12/15		February, 2016
Brett Johnson	Vice President,	09/09/15		February,
	Software Engineering			2016
	Forme	r Officers		
Name:	Title:	Appointment Date:	Termination/ Change Position Date:	
Joe Ratterman	President	2/12/13	1/31/14	
	President	07/21/14	02/10/15	
Joe Ratterman	Chief Executive Officer	02/10/15	03/31/15	
Chris Isaacson	Chief Operating Officer	2/12/13	1/31/14	
Ken Conklin	Senior Vice President, Business Development and Marketing	2/11/14	4/30/14	
William O'Brien	President	1/31/14	7/21/14	
Phillip Ratterman	Vice President, Core Software Engineer	2/10/14	2/10/15	
Jim Gorman	Vice President, Communications	2/10/14	2/10/15	
Jeromee Johnson	Vice President, Options Market Development	02/10/15	6/30/15	

Joe Bracco

Senior Vice President,

02/10/15

10/30/15

Head of Institutional and Strategic

Relations

2. Directors

The following directors were appointed in accordance with Article III of the Bylaws of the Exchange. Directors will serve staggered, three-year terms. The current directors of the Exchange are the persons listed below:

Set Land Discovering		Directors		
Name	Classification(s)	Appointment Date:	Termination Date:	Class (Anticipated Expiration) ¹
Chris Concannon	Chairman/Industry	03/31/15		N/A
Christopher Isaacson	Industry	10/26/15		Class I (Fall 2015)
Brett	Industry	10/17/14		Class III
Redfearn				(Fall 2017)
Peter Wallison	Non- Industry/Independent	10/17/14		Class III
	, ,			(Fall 2017)
David	Non-	10/13/10		Class II
Roscoe	Industry/Independent			(Fall 2016)
Sandy	Non-	10/26/15		Class I
Kemper	Industry/Independent	:		(Fall 2015)
Scott	Non-	10/13/10	,	Class II
Wagner	Industry/Independent			(Fall 2016)

¹ Pursuant to the Exchange's Bylaws, directors in Class I will serve until the second annual election, directors in Class II will serve until the third annual election and directors in Class III will serve until the third annual election. The annual election is likely to occur each year in the Fall, though a date certain is not required under the Exchange's Bylaws. New directors elected from each Class will serve three-year terms.

Jill	Non-Industry/Non-	10/26/15	Class I
Sommers	Independent		(Fall 2015)
Adam	Member Representative	10/17/14	Class III
Nunes	Director/Industry		(Fall 2017)
Matt	Member Representative	02/13/15	Class II
Billings	Director/Industry	.*	(Fall 2016)
Joseph	Member Representative	10/27/15	Class I
Mecane	Director/Industry		(Fall 2015)

	Fo	rmer Directors		
Name:	Title:	Appointment Date:	Termination/Chang Position Date:	ge
Chris Concannon	Member Representative/Industry	03/12/12	11/04/14	N/A
Joe Ratterman	Chairman/Industry	10/20/08	03/31/15	N/A
Harry Temkin	Non- Industry/Independent	10/17/14	07/20/15	Class III (Fall 2017)
James Selway	Member Representative/Industry	10/26/15	10/26/15	Class I (Fall 2015)

3. Committees

The committees of the Board shall consist of a Compensation Committee, an Audit Committee, a Regulatory Oversight Committee, an Appeals Committee, an Executive Committee, and such other committees as may be from time to time established by the Board. The Chairman, with the approval of the Board, shall appoint persons to sit on the standing committees of the Board, consistent with the Exchange's Bylaws. The Nominating Committee and Member Nominating Committee are not committees of the Board.

Compensation Committee

Name	Classification(s)	
Peter Wallison (Chairman)	Non-Industry/Independent	
Sandy Kemper	Non-Industry/Independent	

Audit Committee

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Name	Classification(s)
Jill Sommers (Chairman)	Non-Industry/Non-Independent
David Roscoe	Non-Industry/Independent
Matt Billings	Member Representative Director/Industry
Regulatory Ove	rsight Committee

Name	Classification(s)	
Scott Wagner (Chairman)	Non-Industry/Independent	
Sandy Kemper	Non-Industry/Independent	
Peter Wallison	Non-Industry/Independent	

Appeals Committee

Name	Classification(s)
Brett Redfearn (Chairman)	Industry
Scott Wagner	Non-Industry/Independent
Joseph Mecane	Member Representative Director/Industry

Executive Committee

Name	Classification(s)	
Chris Concannon	Industry	
Sandy Kemper	Non-Industry/Independent	
David Roscoe	Non-Industry/Independent	
Adam Nunes	Member Representative/Industry	

Nominating Committee

Name	Classification(s)	
Benjamin Gould	Non-Industry	
Alex Sadowski	Industry	

Member Nominating Committee

Name	Classification(s)	
Bailey Korell	Member Representative/Industry	
Cameron Smith	Member Representative/Industry	