DECENTED	
2016 NOV E Quick that	: 20

#### 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

10/31/16

ONLY

			ACT		
	s and records or otherwi	and to file accurate supplementary in se to comply with the provisions of la may result in disciplinary, administrat	aw applying to the cond	duct of the applicant	
	INTENTIONAL	MISSTATEMENTS OR OMISSION	IS OF FACTS	-	
	MAY C	ONSTITUTE CRIMINAL VIOLATI	ONS	SEC	
☐ APPL	ICATION		IENT	Mail Proce	esing
State the n	name of the applicant: J	Bats EDGA Exchange, Inc.			
8050 Mars	shall Dr., Suite 120	ect address (Do not use a P.O. Box);			016
Lenexa K	ansas 66214			Wallstill agrey	0.0
Provide th	e applicant's mailing ad	dress (if different):		412	
			### A		
(913) 815-	(Telephone)	X - 7	T-Section 1		
Fric Swan	son	ieneral Counsel, Bats EDGA Exchan	Market Company of the	- Company	
(Name	e)	(Title)	(Telephone Nin	mber)	
Fric Swan	son	ounsel for the applicant			
religion to the Control of the Contr	The state of the s				
Provide th	e date that applicant's fi	seal year ends: December 31			
Indicate le	gal status of the applica				
(a) Date (	ted, place where partner, MM/DD/YY): 03/09/09	hip agreement was filed or where app (b) State/Country of formation: Dela	plicant entity was form aware/United States of	(America	
nge Commission to the application of the application of applicant. The applicant of the app	in in connection with the ant's contact employee rst duly sworn, deposes he undersigned and app or other documents attact	applicant's activities may be given b at the main address, or mailing addres and says that he/she has executed this icant represent that the information a	by registered or certified ss if different, given in s form on behalf of, and and statement contains	d mail or confirmed Items 2 and 3. The d with the authority ed herein, including	
(Signature	n before me this 3154	(Name of A Anders Franzoi (Printed Nai day of OCTOber . 2014 (Month) (Year)	Applicant) on SVP. Associate Gen me and Title) by Branco (Notary Publi	ltadolen ic)	
֡֡֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜	Provide the 8050 Mar. Lenexa. K Provide the Provide the Provide the 1913) 815.  Provide the Frie Swam (Name Provide the Frie Swam 17 State S New York Provide the Indicate let t	MAY Co  APPLICATION  State the name of the applicant: In Provide the applicant's primary str 8050 Marshall Dr., Suite 120 Lenexa, Kansas 66214  Provide the applicant's mailing administration of the applicant's mailing administration of the applicant's mailing administration of the provide the name, title and telephore in the swanson (Name)  Provide the name and address of earlies Swanson (Name)  Provide the name and address of earlies Swanson (Name)  Provide the name and address of the indicate legal status of the applicant of the indicate of the indicate legal status of the applicant of the indicate legal status	APPLICATION  AMENDM  State the name of the applicant: Bats EDGA Exchange. Inc.  Provide the applicant's primary street address (Do not use a P.O. Box); 8050 Marshall Dr., Suite [20]  Lenexa. Kansas 66214  Provide the applicant's mailing address (if different):  Provide the applicant's mailing address (if different):  Provide the husiness telephone and facsimile number. (913) 815-7000 (Passim Provide the name, litle and telephone number of a contact employee: Frie Swanson General Counsel, Bats EDGA Exchan (Name) (Fitte)  Provide the name and address of counsel for the applicant: Frie Swanson 17 State Street, 32nd Floor New York, NY 10004  Provide the date that applicant's fiscal year ends: December 31 Indicate legal status of the applicant: X Corporation Sol Limited Liability Compation (1) Date (MM/DD/YY) 03/09/09 (b) State/Country of formation: Delice) Statute under which applicant was organized. General Corporation: UTION: optional consents that service of any civil action brought by, or notice of age Commission in connection with the applicant's activities may be given be metal to the applicant's contact employee at the main address, or mailing addresigned, being first duly sworn, deposes and says that he/she has executed this dapplicant. The undersigned and applicant represent that the information is a schedules, or other documents attached hereto, and other information is are current, true and complete.  [Name of Anders Franzo (Frinted Name of Anders Franzo (Signature) indeed and sworn before me this 3184 day of October 20018.	Provide the applicant's primary street address (Do not use a P.O. Box); 8050 Marshall Dr., Suite 120 Lenexa, Kansas 66214 Provide the applicant's mailing address (if different).  Provide the business telephone and facsimile number. (913) 815-7109 (Telephone) (Facsimile) Provide the name, title and telephone number of a contact employee: Frie Swanson (Name) (Title) (Telephone Number of a contact employee: Frie Swanson (Name) (Title) (Telephone Number of a contact employee: Frie Swanson (Name) (Title) (Telephone Number of a contact employee: Frie Swanson 17-State Street, 32nd Floor New York, NY 10004 Provide the name and address of counsel for the applicant: Frie Swanson 17-State Street, 32nd Floor New York, NY 10004 Provide the date that applicant's fiscal year ends: December 31 Indicate legal status of the applicant: X Corporation Sole Partnership Limited Liability Company Other (spe Ufforter than a sole proprietor, indicate the date and place where applicant obtained its legal state incorporated, place where partnership agreement was filed or where applicant entity was form (a) Date (MM/DD/YY) 03/09/09 (b) State/Country of formation: Delaware/United States of Ce) Statute under which applicant was organized. General Corporation Law of the State of De UTION:  UTION:  Bis EDGA Exchange, Inc. (Name of Applicant) Anders Franzon, SVP, Associate Gen (Printed Name and Title)  Bats EDGA Exchange, Inc. (Name of Applicant) Anders Franzon, SVP, Associate Gen (Printed Name and Title)  Bats EDGA Exchange, Inc. (Name of Applicant) Anders Franzon, SVP, Associate Gen (Printed Name and Title)	MAY CONSTITUTE CRIMINAL VIOLATIONS  AMENDMENT  Mail Proces  State the name of the applicant: Bats EDGA Exchange, Inc.  Provide the applicant's primary street address (Do not use a P.O. Box):  8050 Marshall Dr. Suite 120  Lenexa, Kansas 66214  Provide the applicant's mailing address (if different).  Provide the paplicant's mailing address (if different).  Provide the name, internation and facsimile number.  (913) 815-7000  (Pacsimile)  Provide the name, internation and telephone number of a contact employee:  Fric Swanson  General Counsel, Bats EDGA Exchange, Inc.  (18te)  (Telephone Nimber)  Provide the name and address of counsel for the applicant.  Fric Swanson  17 State Street, 32 <sup>34</sup> Floor  New York, NY 10004  Provide the date that applicant's fiscal year ends: December 31  Indicate legal status of the applicant: X. Corporation  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 citity was formed):  (a) Date (MM/DD/YY) 03/09/09 (b) State/Country of formation: Delaware/Inited States of America (c) Statute under which applicant was organized. General Corporation Law of the State of Delaware  UTION:  Discounting the properties of any civil action brought by, or notice of any proceeding before, the Securities and age Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed m to the applicant's contact employee at the main address, or mailing address if different, given in thems 2 and 3. The ginged, being first aduly sworn, deposes and says than be/she has executed this form on behalf of, and with the authority of portion of the properties of the properties of the main address. Or mailing address if different, given in thems 2 and 3. The contract employee at the main address, or mailing address if different, given in thems 2 and 3. The contract contract of the prope

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 present officers, 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)
- Tony Barchetto (Executive Vice President, Head of Corporate Development)

## Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

- Mark Hemsley (Executive Vice President, Chief Executive Officer of Bats Europe)
- Brian N. Schell (Executive Vice President, Chief Financial Officer, Treasurer)
- Tami Schademann (Executive Vice President, Chief Compliance Officer)

## Compensation Committee

- Rob Jones
- Chris Mitchell
- Frank Reardon

## **Audit Committee**

- Michael Richter
- Alan Freudenstein
- Robert Jones

## Nominating and Corporate Governance Committee

- John McCarthy
- Alan Freudenstein
- Michael Richter
- 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. Direct Edge LLC

- 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 Bats EDGA Exchange, Inc. and Bats 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 BZX Exchange, Inc.

1. Name: Bats BZX 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 November 1, 2007.
- 4. Brief description of nature and extent of affiliation: Bats BZX 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 BZX 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
- David Roscoe
- Sandy Kemper
- Scott Wagner
- Jill Sommers
- 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)

#### Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

- Charles Randy Williams (Senior Vice President, Global Investor Relations & Communications)
- Tony Barchetto (Executive Vice President, Head of Corporate 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

- Sandy Kemper
- Scott Wagner
- Jill Sommers

#### Audit Committee

- Jill Sommers
- David Roscoe
- Matt Billings

## Regulatory Oversight Committee

- Scott Wagner
- Sandy Kemper
- David Roscoe

## Appeals Committee

- Matt Billings
- Joseph Mecane
- Scott Wagner

## Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

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

## E. Bats BYX Exchange, Inc.

- 1. Name: Bats BYX 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 BYX 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 BYX 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
- David Roscoe
- Sandy Kemper
- Scott Wagner
- Jill Sommers
- 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)

#### Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

- Tony Barchetto (Executive Vice President, Head of Corporate 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

- Sandy Kemper
- Scott Wagner
- Jill Sommers

#### Audit Committee

- Jill Sommers
- David Roscoe
- Matt Billings

## Regulatory Oversight Committee

- Scott Wagner
- Sandy Kemper
- David Roscoe

## Appeals Committee

- Matt Billings
- Joseph Mecane
- Scott Wagner
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

## F. Bats EDGX Exchange, Inc.

- 1. Name: Bats 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: Bats 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: Bats 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
- David Roscoe
- Sandy Kemper
- Scott Wagner
- Jill Sommers
- 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)

#### Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

- Charles Randy Williams (Senior Vice President, Global Investor Relations & Communications)
- Tony Barchetto (Executive Vice President, Head of Corporate 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

- Sandy Kemper
- Scott Wagner
- Jill Sommers

### Audit Committee

- Jill Sommers
- David Roscoe
- Matt Billings

## Regulatory Oversight Committee

- Scott Wagner
- Sandy Kemper
- David Roscoe

#### Appeals Committee

- Matt Billings
- Joseph Mecane
- Scott Wagner

## Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

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 whollyowned 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 BYX Exchange, Inc., Bats EDGA Exchange, Inc. and Bats 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

- Troy Yeazel (President)
- Greg Steinberg (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 Bats Global Markets Holdings, Inc., which is also the Exchange's 100& owner.
- 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
- Joe Ratterman
- 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 whollyowned 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 Services)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

## L. <u>Bats International Holdings Limited</u>

- 1. Name: Bats International Holdings Limited
  Address: 10 Lower Thames Street, 6<sup>th</sup> 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.

## M. Bats Hotspot Europe Limited

- 1. Name: Bats Hotspot Europe Limited
  Address: 10 Lower Thames Street, 6<sup>th</sup> 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.

## N. <u>Bats Hotspot Asia Pte. Ltd.</u>

- 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

- Chris Concannon (President)
- 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.

## O. Bats Trading Limited

- 1. Name: Bats Trading Limited
  Address: 10 Lower Thames Street, 6<sup>th</sup> 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
- Richard Balarkas
- Virginie Saade
- Rebecca Fuller
- Julian Corner
- Kristian West
- Ted Hood

- 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)

## Bats EDGA Exchange, Inc. Form 1 Registration Statement: Exhibit C

• David Howson (COO)

# **Standing Committees**

# Audit, Risk and Compliance Committee

- Ted Hood
- Rebecca Fuller

## Remuneration Committee

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

## P. Chi-X Europe Limited

- 1. Name: Chi-X Europe Limited
  Address: 10 Lower Thames Street, 6<sup>th</sup> 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 authorized 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.

## Q. Bats ETF.com, Inc.

- 1. Name: Bats ETF.com, 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 March 28, 2016.
- 4. Brief description of nature and extent of affiliation: Bats ETF.com, Inc. is whollyowned by BATS Global Markets Holdings, Inc., which is also the Exchange's 100% owner.
- 5. Brief description of business or functions: Bats ETF.com, Inc. is a media company providing ETF data, news and analysis.
- 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)
- David Lichtblau (CEO)
- Brian N. Schell (EVP, CFO and Treasurer)
- Bryan Harkins (EVP, Head of U.S. Markets)
- Chris Isaacson (EVP, Global CIO)
- Eric Swanson (EVP, General Counsel and Secretary)
- 10. Indication of whether such business or organization ceased to be associated with the applicant during previous year: Not applicable.

#### R. INDEXPUBS S.A.

- Name: INDEXPUBS S.A.
   Address: Almagro Plaza, Ste. 508, Pedro Ponce Carrasco, E8-06 y Diego de Almagro, 170516 Quito, Ecuador
- 2. Form of organization: Corporation (Soceidad Anonima or S.A.)
- 3. *Name of state, statute under which organized and date of incorporation*: Incorporated in Ecuador on January 15, 2008.
- 4. Brief description of nature and extent of affiliation: INDEXPUBS S.A. is owned 0.1% by Fernando Rivera and 99.9% 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: INDEXPUBS S.A. is a media company providing ETF data, news and analysis.
- 6. *Copy of constitution*: See attached.
- 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**

- David Lichtblau (President)
- Verónica Rocío Bravo (General Manager)
- 10. *Indication of whether such business or organization ceased to be associated with the applicant during previous year*: Not applicable.

## S. 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.

## T. <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.

## U. Direct Edge Holdings LLC

- 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.

## V. 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.

## W. 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.

## X. 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*: As of August 18, 2016, Bats Hotspot SEF 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: 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 August 18, 2016, Bats Hotspot SEF LLC 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	Tight Significant and Section (Section	
Name:	Title:	Appointment	Termination/	Anticipated
		Date:	Change	re-
			Position	appointment:
			Date:	
Chris Concannon	President	02/10/15		February 2017
Chris Concannon	Chief Executive Officer	03/31/15	•	February 2017
Chris Isaacson	Executive Vice President, Global Chief Information Officer	02/10/14		February, 2017
Bryan Harkins	Executive Vice President, Head of U.S. Markets	02/10/15		February, 2017

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Tami Schademann	Executive Vice President, Chief Regulatory Officer	02/10/15		February, 2017
Eric Swanson	Executive Vice President, General Counsel, Secretary	02/10/15	•	February, 2017
Brian N. Schell	Executive Vice President, Chief Financial Officer, Treasurer	02/10/15		February, 2017
Charles Randy Williams	Senior Vice President, Global Investor Relations & Communications	02/10/15		February, 2017
Tony Barchetto	Executive Vice President, Head of Corporate Development	05/03/16	05/03/16	February, 2017
Bryan Christian	Senior Vice President, Head of U.S. Sales	02/10/15		February, 2017
Eric Crampton	Senior Vice President Global Head of Software Engineering	02/10/15		February, 2017
Laura Morrison	Senior Vice President, Global Head of Exchange Products	05/12/15		February, 2017
Anders Franzon	Senior Vice President, Associate General Counsel	/11/02/15		February, 2017
Troy Yeazel	Senior Vice President, Operations	11/02/15		February, 2017
Jeff Connell	Senior Vice President, Market Oversight	11/02/15		February, 2017
Derick Shupe	Vice President, Controller	02/10/15		February, 2017
Greg Steinberg	Vice President, Assistant Secretary & Associate General Counsel	02/10/15		February, 2017

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Aaron	Vice President Chief	02/10/15		Cohminant
Weissenfluh	Vice President, Chief Information Security Officer	02/10/13		February, 2017
Rodney Burt	Vice President, Infrastructure	02/10/15		February, 2017
Kevin Carrai	Vice President, Connectivity, Data & Member Services	02/10/15		February, 2017
Stacie Fleming	Vice President, Communications	02/10/15		February, 2017
Kapil Rathi	Vice President, Options Business Development	05/12/15		February, 2017
Thad Prososki	Vice President, Human Resources	05/12/15		February, 2017
Brett Johnson	Vice President,	09/09/15		February,
	Software Engineering			2017
	Forme	er Officers		
Name:	Title:	Appointment	Termination/	

Date: Change Position Date: William Chief Executive 03/2010 02/11/14 O'Brien Officer Chief Operating Bryan Harkins 01/2011 02/11/14 Officer Chief Regulatory **Thomas** 02/11/14 07/2011 Officer McManus Saro Jahani Chief Information 04/2011 02/11/14 Officer Chief Financial 02/11/14 Glen Badach 03/2010 Officer Jeffrey General Counsel 10/2011 02/11/14 Rosenstrock Secretary 01/2013 02/11/14 Ken Conklin Senior Vice President, 02/11/14 04/23/14 **Business Development** and Marketing

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William O'Brien	President	1/31/14	7/21/14
Joe Ratterman	President	07/21/14	02/10/15
Joe Ratterman	Chief Executive Officer	02/10/15	03/31/15
Phillip Ratterman	Vice President, Core Software Engineer	2/10/14	2/10/15
Jeromee Johnson	Vice President, Options Market Development	02/10/15	6/30/15
Joe Bracco	Senior Vice President, Head of Institutional and Strategic Relations	02/10/15	10/30/15

## 2. <u>Directors</u>

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:

1		Directors	. k V - Mayte	garaga and had his first
Name	Classification(s)	Appointment Date:	Termination Date:	Class (Anticipated Expiration)
Chris Concannon	CEO/Industry	03/31/15		N/A
Christopher Isaacson	Industry	10/26/15		Class III (Fall 2017)
David Roscoe	Non- Industry/Independent	01/31/14		Class III (Fall 2017)
Sandy Kemper	Non- Industry/Independent	10/26/15		Class I (Fall 2018)

<sup>&</sup>lt;sup>1</sup> 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.

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Scott	Non-	10/27/16	Class II
Wagner	Industry/Independent		(Fall 2016)
Jill	Non-Industry/Non-	10/26/15	Class I
Sommers Independent		(Fall 2018)	
Matt	Member Representative	10/27/16	Class II
Billings	Director/Industry		(Fall 2016)
Joseph	Member Representative	10/27/15	Class I
Mecane	Director/Industry		(Fall 2018)
	For	mer Directors	· · · · · · · · · · · · · · · · · · ·

		Hall to the second of the second	1.5	Careford territoria
Name:	Title:	Appointment Date:	Termination Date:	Class:
William O'Brien	Chief Executive Officer	05/2010	01/31/14	N/A
Michael Culek	Owner Director	04/2013	01/31/14	Class II
Michael Simon	Owner Director	05/2011	01/31/14	Class I
Greg Tusar	Owner Director	05/2010	03/2013	Class III
Noel Dalzell	Owner Director	11/2012	03/2013	Class II
Leonard Amoruso	Owner Director	05/2011	07/2013	Class I
Michael Corrao	Owner Director	07/2013	01/2014	Class I
James Angel	Independent Director	05/2011	01/31/14	Class I
Larry Bergmann	Independent Director	05/2013	01/31/14	Class III
Susan Certoma	Independent Director	05/2013	01/31/14	Class I
William Dailey	Independent Director	05/2011	01/31/14	Class I
Patrick Healy	Independent Director	05/2012	01/31/14	Class II
Sam Scott Miller	Independent Director	05/2012	01/31/14	Class II

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Mark Minister	Independent Director	05/2013	01/31/14	Class III
George Munoz	Independent Director	05/2013	01/31/14	Class III
Steven Rubinow	Independent Director	10/2013	01/31/14	Class II
Richard Schenkman	Independent Director	05/2013	01/31/14	Class III
Scott Ganeles	Independent Director	05/2012	07/2013	Class II
James Boyle	Member Director	10/2011	01/31/14	Class I
Joseph Droessler	Member Director	05/2012	01/31/14	Class II
Richard Gorelick	Member Director	05/2012	01/31/14	Class II
Paul Jiganti	Member Director	08/2013	01/31/14	Class III
Suhas Daftur	Member Director	05/2010	05/2013	Class III
Chris Concannon	Member Representative/Industry	03/12/12	11/04/14	•
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)
Brett Redfearn	Industry	10/17/14	05/03/16	Class III (Fall 2017)
Peter Wallison	Non- Industry/Independent	10/17/14	05/03/16	Class III (Fall 2017)
Adam Nunes	Member Representative Director/Industry	10/17/14	05/03/16	Class III (Fall 2017)

#### 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)
Sandy Kemper (Chairman)	Non-Industry/Independent
Scott Wagner	Non-Industry/Independent
Jill Sommers	Non-Industry/Non-Independent

## Audit Committee

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

## Regulatory Oversight Committee

Name	Classification(s)	
Scott Wagner (Chairman)	Non-Industry/Independent	
Sandy Kemper	Non-Industry/Independent	•
David Roscoe	Non-Industry/Independent	

# Appeals Committee

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

# Nominating Committee

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

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# Member Nominating Committee

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