

proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make publicly available. All submissions should refer to File Number SR-BOX-2013-43 and should be submitted on or before January 16, 2014.

VI. Accelerated Approval of Proposed Rule Change, as Modified by Amendment Nos. 1 and 2

The Commission finds good cause for approving the proposed rule change, as amended by Amendment Nos. 1 and 2, prior to the 30th day after the date of publication of notice in the **Federal Register**. Amendment No. 1 revises the proposal to provide greater detail with respect to: (1) The ability of Participants to respond adequately within the 100 millisecond COPIP period; (2) the effect of unrelated orders received during overlapping PIP and COPIP auctions; and (3) the Exchange's analysis regarding whether the proposed COPIP rules are consistent with Section 11(a) of the Act and the rules thereunder.⁹⁹ As to the first item, Amendment No. 1 merely provides additional support regarding the adequacy of the 100 millisecond response time interval for Options Participants. As to the second item, the Commission notes that the original filing proposed that PIP and COPIP auctions could run simultaneously and that Unrelated Orders could interact with PIP and COPIP auctions. Amendment No. 1 provides details and examples illustrating how those interactions would occur under the original proposal. Amendment No. 1 also provides details and an example explaining what happens if single option instrument that is a component of more than one different Complex Order Strategy an order on the BOX

Book interacts with COPIPs on the different Complex Order Strategies. As to the third item, Amendment No. 1 adds one specific example of conduct that would be prohibited in the COPIP and otherwise provides an analysis of the original proposal's compliance with the requirements of Section 11(a) of the Act.¹⁰⁰ COPIPs will function in a manner substantially similar to that described in the Notice and Amendment No. 1 provides additional clarity on the proposal. Amendment No. 2 corrects one sentence to conform it to discussion elsewhere in Amendment No. 1 concerning the analysis of the original proposal's compliance with the requirements of Section 11(a) of the Act. Accordingly, the Commission finds good cause for approving the proposed rule change, as amended, on an accelerated basis, pursuant to Section 19(b)(2) of the Act.¹⁰¹

VII. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,¹⁰² that the proposed rule change (SR-BOX-2013-43), as modified by Amendment Nos. 1 and 2, is approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰³

Kevin M. O'Neill,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-71138; File No. SR-BYX-2013-041]

Self-Regulatory Organizations; BATS Y-Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Fees for Use of BATS Y-Exchange, Inc.

December 19, 2013.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 9, 2013, BATS Y-Exchange, Inc. (the "Exchange" or "BYX") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been

prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of the Substance of the Proposed Rule Change

The Exchange filed a proposal to amend the fee schedule applicable to Members⁵ and non-members of the Exchange pursuant to BYX Rules 15.1(a) and (c). Changes to the fee schedule pursuant to this proposal are effective upon filing.

The text of the proposed rule change is available at the Exchange's Web site at <http://www.batstrading.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to modify its fee schedule applicable to the use of the Exchange effective December 9, 2013, in order to temporarily amend the way that the Exchange calculates rebates for accessing liquidity and fees for adding liquidity to the Exchange. Specifically, the Exchange is proposing to exclude odd lot executions from the calculation of average daily TCV, as defined below, until February 1, 2014.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ A Member is any registered broker or dealer that has been admitted to membership in the Exchange.

⁹⁹ In addition, Amendment No. 1 made a non-substantive change in order to update the proposal to also reflect change made to BOX Rule 7130(a) in Securities Exchange Act Release No. 70395 (September 15, 2013), 78 FR 57911 (September 20, 2013).

¹⁰⁰ 15 U.S.C. 78k.

¹⁰¹ 15 U.S.C. 78s(b)(2).

¹⁰² 15 U.S.C. 78s(b)(2).

¹⁰³ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The Exchange currently offers a tiered structure for determining the fees and rebates that Members receive or pay for executions on the Exchange. Under the tiered pricing structure, the Exchange charges different fees and provides different rebates to Members based on a Member's ADV⁶ as a percentage of average daily TCV,⁷ as well as a reduction in fees where a Member's order sets the NBBO and that Member meets or exceeds a certain threshold of ADV as a percentage of average daily TCV. The Exchange notes that it is not proposing to modify any of the existing fees or rebates or the percentage thresholds at which a Member may qualify for certain fees or rebates. Rather, as mentioned above, the Exchange is proposing to modify its fee schedule in order to temporarily exclude odd lot executions from the calculation of average daily TCV.

The Exchange is proposing to exclude odd lot executions from the calculation of average daily TCV through January 31, 2014 because recent amendments to the Consolidated Tape Association and NASDAQ UTP Plans⁸ require that odd lots be reported to the consolidated tape. Beginning on December 9, 2013, exchanges and trade reporting facilities are required to report odd lot executions to the consolidated transaction reporting plan and, as currently defined, odd lots would be included in the calculation of TCV. As such, the Exchange is proposing to amend the definition of TCV in order to exclude odd lots from the calculation of TCV until January 31, 2014. When calculating ADV as a percentage of TCV, the Exchange has historically included odd lots in the Member's ADV, but excluded them from

TCV since they have not been included in the trades reported to consolidated transaction reporting plans.

Accordingly, the proposal intends to exclude odd lots from TCV for the first two billing cycles in which odd lots are reported to the consolidated transaction reporting plans in order to create a period during which odd lot reporting behavior can be observed without affecting the fees and rebates for which a Member will qualify. The Exchange believes that excluding such odd lots will help to eliminate uncertainty faced by Members as to their monthly ADV as a percentage of average daily TCV because of the additional reported volume and the fees and rebates that this percentage will qualify for, providing Members with an increased certainty as to their monthly cost for trades executed on the Exchange. Further, excluding such odd lots through January 31, 2014 will allow the Exchange to evaluate the impact that odd lot orders would have on Member fees and rebates.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act. Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee structures at a particular venue to be unreasonable and/or excessive.

With respect to the proposed changes to the tiered pricing structure for adding and removing liquidity, the Exchange believes that its proposal is reasonable because, as explained above, it will help provide Members with a greater level of certainty as to their level of fees and rebates for December and January. The Exchange also believes that its proposal is reasonable because it is not changing the thresholds to become eligible or the dollar value associated with the fees and rebates and, moreover, by continuing to exclude odd lots from the calculation of average daily TCV, Members will be more likely to meet the minimum or higher tier thresholds for December and January, which will provide additional

incentive to Members to increase their participation on the Exchange in order to meet the next tier. In addition, the Exchange believes that the proposed changes to fees are equitably allocated among Exchange constituents as the methodology for calculating ADV and TCV will apply equally to all Members.

Volume-based tiers such as those maintained by the Exchange have been widely adopted in the equities markets, and are equitable and not unfairly discriminatory because they are open to all members on an equal basis and provide fees and rebates that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and introduction of higher volumes of orders into the price and volume discovery process. Accordingly, the Exchange believes that the proposal is equitably allocated and not unfairly discriminatory because it is consistent with the overall goals of enhancing market quality.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The proposed changes will help the Exchange to continue to incentivize higher levels of liquidity at a tighter spread while providing more stable and predictable costs to its Members. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee structures to be unreasonable or excessive.

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

No written comments were solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁹ and paragraph (f) of Rule 19b-4 thereunder.¹⁰ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the

⁶ As provided in the "Equities Pricing" section of the fee schedule, "ADV" average daily volume calculated as the number of shares added or removed, combined, per day on a monthly basis, excluding shares added or removed on any day that trading is not available on the Exchange for more than 60 minutes during regular trading hours but continues on other markets during such time ("Exchange Outage") and on the last Friday in June (the "Russell Reconstitution Day"); routed shares are not included in ADV calculation; with prior notice to the Exchange, a Member may aggregate ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member's Form BD).

⁷ As provided in the fee schedule, "TCV" means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding any day that the Exchange experiences an Exchange Outage and the Russell Reconstitution Day.

⁸ Securities Exchange Act Release No. 70794 (October 31, 2013), 78 FR 66789 (November 6, 2013) (SR-CTA-2013-05); Securities Exchange Act Release No. 70793 (October 31, 2013), 78 FR 66788 (November 6, 2013) (File No. S7-24-89).

⁹ 15 U.S.C. 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4(f).

public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-BYX-2013-041 on the subject line.

Paper Comments

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-BYX-2013-041. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BYX-2013-041 and should be submitted on or before January 16, 2014.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

Kevin M. O'Neill,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-71149; File No. SR-Topaz-2013-16]

Self-Regulatory Organizations; Topaz Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Schedule of Fees

December 19, 2013.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 16, 2013, the Topaz Exchange, LLC (d/b/a ISE Gemini) (the "Exchange" or "Topaz") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of the Substance of the Proposed Rule Change

Topaz is proposing to amend its Schedule of Fees to adopt various membership and other non-transaction fees, and to add clarifying language related to fees charged for Priority Customer orders executed during the opening rotation. The text of the proposed rule change is available on the Exchange's Internet Web site at <http://www.ise.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The

self-regulatory organization has prepared summaries, set forth in Sections A, B and C below, of the most significant aspects of such statements.

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

1. Purpose

The purpose of the proposed rule filing is to amend the Schedule of Fees to adopt various membership and other non-transaction fees, and to add clarifying language related to fees charged for Priority Customer orders executed during the opening rotation. The proposed non-transaction fees include membership application fees, access and CMM trading right fees, network and gateway fees, session fees, and regulatory fees. Each of the non-transaction fees is being waived until January 1, 2014. The Exchange is filing these fees now to give advance notice to its Members.

Membership Application Fees

The Exchange is proposing to assess a one-time application fee based upon the applicant's status as a Primary Market Makers ("PMM"), Competitive Market Maker ("CMM"), or Electronic Access Member ("EAM"). Applicants for Topaz membership will be assessed a one-time application fee of \$3,000 per firm for PMMs, \$2,000 per firm for CMMs, or \$1,500 per firm for EAMs. The higher fee charged for PMMs and CMMs, compared to the fee for EAMs, reflects the additional review and processing effort needed for market maker applications, and particularly PMM applications, which require the most Exchange resources of the three types of membership applications. As this fee is being waived until January 1, 2014, applicants for Topaz membership that have already applied for membership, and those that apply for membership before January 1, 2014, will not be assessed a fee for their applications.

Access & CMM Trading Right Fees

Under the proposed fee change, Members will also be required to pay a monthly access fee starting January 2014. In particular, the Exchange is proposing to charge EAMs and PMMs a monthly access fee [sic] \$200 for each membership, while CMMs will pay \$100 per month for each membership.³

³ In the case where a single member firm has multiple Topaz memberships, the monthly access fee is charged for each membership. For example, if a single member firm is both an EAM and a CMM,

¹¹ 17 CFR 200.30-3(a)(12).

¹⁵ U.S.C. 78s(b)(1).

²⁷ 17 CFR 240.19b-4.