SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104265; File No. SR–CboeEDGX–2025–081]

Self-Regulatory Organizations; Cboe EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Introduce a Small Retail Broker Hosted Solutions Program and To Update the Existing Eligibility Requirements for the Small Retail Brokerage Distribution Program for the Cboe One Summary Feed and EDGX Top Data Feed

November 25, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on November 19, 2025, Cboe EDGX Exchange, Inc. (the ''Exchange'' or ''EDGX'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Cboe EDGX Exchange, Inc. (the ''Exchange'' or ''EDGX'') proposes to introduce a Small Retail Broker Hosted Solutions Program and to update the existing eligibility requirements for the Small Retail Brokerage Distribution Program for the Cboe One Summary Feed and EDGX Top Data Feed. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Commission's website (*https://www.sec.gov/rules/sro.shtml*), the Exchange's website (*https://www.cboe.com/us/equities/regulation/rule_filings/bzx/*) [sic], and at the principal office of the Exchange.

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

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

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

1. Purpose

The Exchange proposes to adopt a Small Retail Broker Hosted Solutions Program (the ''Program'') for EDGX Top Data and Cboe One Summary Data (collectively, the ''Applicable Feeds'').[3] This Program will provide fee waivers and lower data costs for both (i) Small Retail Brokers (as defined herein) that provide the Applicable Feeds to other Small Retail Brokers via its hosted solutions (the ''Hosting Small Retail Broker Distributor'') and (ii) the Small Retail Brokers that receive this data from a Hosting Small Retail Broker Distributor as set forth herein.

Further, the Exchange proposes to increase the allowed maximum Non-Professional Data User subscriber count for the existing Small Retail Broker Program for Cboe One Summary Feed and EDGX Top Data Feed. By way of background, the Exchange currently offers the EDGX Top Data Feed, which is a data feed that offers top-of-book quotations and last sale information based on orders entered into the Exchange's System. The EDGX Top Data Feed benefits investors by facilitating their prompt access to real-time top-of-book information contained in EDGX Top Data. The Exchange's affiliated equities exchanges (*i.e.,* Cboe EDGA Exchange, Inc. (''EDGA''), Cboe BZX Exchange, Inc. (''BZX''), and Cboe BYX Exchange, Inc. (''BYX'') (collectively, ''Affiliates'' and together with the Exchange, ''Cboe Equities Exchanges'') also offer similar top-of-book data feeds. Particularly, each of the Exchange's Affiliates offer top-of-book quotation and last sale information based on their own quotation and trading activity that is substantially similar to the information provided by the Exchange through the EDGX Top Data Feed. Additionally, the Exchange also offers Cboe One Summary Data Feed that disseminates, on a real-time basis, the aggregate BBO of all displayed orders for securities traded on EDGX and its Affiliates and also contains individual last sale information for the EDGX and its Affiliates. The Cboe One Summary Data Feed is created using the data from the Exchange and its Affiliates' Top data feeds.

Currently, the Exchange offers a Small Retail Broker Distribution Program[4] for both Applicable Data Feeds. This program provides a discounted Distribution Fee of $750/month for EDGX Top Data Feed and $3,500/month for Cboe One Summary Data Feed as well as a discounted Data Consolidation Fee[5] of $350/month for Cboe One Summary Data for eligible participants.[6] Participants of the existing Small Retail Broker Distribution Program must be an External Distributor that meets the following criteria: (i) Distributor is a broker-dealer distributing the Applicable Feed to Non-Professional Data Users with whom the broker-dealer has a brokerage relationship; (ii) At least 90% of the Distributor's total subscriber population must consist of Non-Professional subscribers, inclusive of any subscribers not receiving the Applicable Feed; and (iii) Distributor distributes the Applicable Feed to no more than 5,000 Non-Professional Data Users (the Exchange notes that it is proposing to increase this to 10,000 Non-Professional Data Users for Cboe One Summary Data Feed and EDGX Top Data Feed as described further herein).[7] The Exchange introduced this program to allow small retail brokers that purchase top of book market data from the Exchange to benefit from discounted fees for access to such market data. The Small Retail Broker Distribution Program reduces the distribution and consolidation fees paid by small broker-dealers that operate a retail business. In turn, the Small Retail Broker Distribution Program is intended to increase retail investor access to real-time U.S. equity quote and trade information, and allow the Exchange to better compete for this business with competitors[8] that offer similar optional products.[9]

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

[2] 17 CFR 240.19b–4.

[3] The Exchange initially submitted the proposed rule change on May 8, 2025 (SR–CboeEDGX–2025–038). On May 19, 2025, the Exchange withdrew that filing and submitted this SR–CboeEDGX–2025–043. On May 20, 2025, the Exchange withdrew that filing and submitted SR–CboeEDGX–2025–044. On May 22, 2025, the Exchange withdrew that filing and submitted SR–CboeEDGX–2025–045. On June 30, 2025, the Exchange withdrew that filing and submitted SR–CboeEDGX–2025–050. On August 28, 2025, the Exchange withdrew that filing and submitted SR–CboeEDGX–2025–070. On September 24, 2025, the Exchange withdrew that filing and submitted SR–CboeEDGX–2025–077. On November 19, 2025, the Exchange withdrew that filing and submitted this filing.

[4] *See* Cboe EDGX Equities Fee Schedule.

[5] This fee reflects the value of the aggregation and consolidation function the Exchange performs in creating the Cboe One Summary Feed.

[6] *See* Cboe EDGX Equities Fee Schedule.

[7] Id.

[8] Such as NYSE Arca BBO feed or Nasdaq Basic.

[9] *See* Securities Exchange Act Release 85 FR 9872 (February 20, 2020) (SR–CboeEDGX–2020–008).

The Exchange now proposes to create a new Program based on the proposed eligibility criteria for Small Retail Brokers to specifically support Small Retail Brokers who are operating platforms on behalf of other Small Retail Brokers. Based on customer feedback, there are Small Retail Brokers who would like to provide this data via a hosted solution as a White Label Service [10] (''Hosting Small Retail Broker Dealer'') to other Small Retail Brokers, who then provide this data to their retail clients (an ''External Hosted Subscriber'').[11] Unfortunately, under the existing structure, both the External Hosted Subscriber and the Hosting Small Retail Broker Distributor are assessed the standard discounted Distribution Fee (and for Cboe One Summary, the discounted Data Consolidation Fee) under the existing Small Retail Broker Program. These fees are in addition to the standard Professional and Non-Professional User fees. Therefore, the existing fee structure under the Small Retail Broker Program does not allow for any additional benefits for Hosting Small Retail Broker Distributors for providing the valuable service of operating platforms that External Hosted Subscribers may use for their clients, and furthermore, does not account for the fact that Hosting Small Retail Broker Distributors are also billed for the fees of their External Hosted Subscribers (which Small Retail Brokers under the original program do not have).

Of further note, the Hosting Small Retail Broker Distributor is responsible for reporting its External Hosted Subscribers and their users, and ultimately the Hosting Small Retail Broker Distributor is responsible for payment of all data fees for both its External Subscribed Subscriber and itself. While the Exchange is not privy to pass-through costs between Hosting Small Retail Broker Distributors and External Hosted Subscribers, this proposed pricing allows Hosting Small Retail Broker Distributors the freedom to charge or not charge External Hosted Subscribers while also appropriately charging for a service provided to an External Hosted Subscriber that is benefitting from an infrastructure developed and supported by the Hosting Small Retail Broker Distributor. The Exchange notes that the current Small Retail Broker Program prevents the Hosting Small Retail Broker Distributor from packaging this waiver as part of their overall service to their External Hosted Subscribers (as External Hosted Subscribers would be billed directly under the existing Small Retail Broker Program).

Additionally, given that External Hosted Subscribers are smaller relative to other Small Retail Brokers currently participating in the existing Small Retail Broker Distribution Program, their ability to subscribe to the Applicable Feeds as Hosting Small Retail Broker Distributors is likely not feasible. Specifically, the costs of the Applicable Feeds, and the costs associated with building and maintaining the technological infrastructure to receive and disseminate data, may make access to the Applicable Feeds impractical. Generally speaking, technology, infrastructure, and connectivity costs are a significant monetary investment and require significant human expertise and resources to maintain. As such, the totality of costs can make access to data difficult. The Exchange believes, though, that the proposed fees and the ability to subscribe to the Applicable Feeds as External Hosted Subscribers will make access to data more feasible. Indeed, the Exchange anticipates that the retail broker-dealers that would seek to become External Hosted Subscribers are broker-dealers that do not have the technological infrastructure in place to ingest and disseminate data as a Hosting Small Retail Broker, and that are likely to have smaller client bases and business models not as conducive to making the investments necessary to become a Hosting Small Retail Broker Distributor.

In these regards, the Exchange believes that the proposed program will incentivize Hosting Small Retail Broker Distributors to offer the Applicable Feeds to External Hosted Subscribers, thereby making data accessible to a larger number of broker-dealers and their clients, at an affordable cost. Specifically, under the proposed program, a Hosting Small Retail Broker Distributor providing the data to at least one External Hosted Subscriber would be eligible for a credit of its Distribution Fee (a credit of $750/month for EDGX Top Data Feed and a credit of $3,500/month for Cboe One Summary Feed) that it is normally responsible for under the existing Small Retail Broker Program. Additionally, the External Hosted Subscriber shall also receive a waiver of the Distribution Fee (a credit of $750/month for EDGX Top Data Feed and a credit of $3,500/month for Cboe One Summary Feed). The External Hosted Subscriber will also receive a waiver of the Data Consolidation Fee for the Cboe One Summary Data (a credit of $350/month), and in lieu of paying the Non-Professional User fees, it shall be a set monthly fee of $750 for EDGX Top and $850 for Cboe One Summary Data.[12] The Professional User fees shall remain the same. Once an External Hosted Subscriber exceeds the Non-Professional Data User maximum (no more than 10,000 Non-Professional Data Users for Cboe One Summary Data and EDGX Top Data), the External Hosted Subscriber shall no longer be eligible for the program and will be required to directly license with the Exchange for the Applicable Feed.[13] The Exchange notes that the 10,000 Non-Professional Data User count eligibility requirement is looked at on a firm level (*i.e.,* the counts of the Non-Professional Data Users for each of the Hosting Small Retail Broker Distributor and each of its External Hosted Subscribers will be looked at separately). Additionally, the Hosting Small Retail Broker Distributor shall continue to remain eligible for this Program so long as it has at least one External Hosted Subscriber (*i.e.,* if it has two External Hosted Subscribers and one External Hosted Subscriber exceeds the 10,000 Non-Professional Data User threshold, the Hosting Small Retail Broker Distributor and the other External Hosted Subscriber may still continue under this Program).

In addition to the changes set forth above, the Exchange also proposes to modify the existing Small Retail Broker Program for Cboe One Summary Feed and EDGX Top Feed to increase the number of Non-Professional Data User maximum from 5,000 to 10,000 to be consistent with the proposed threshold

[10] A ''White Label Service'' is a type of hosted display solution in which an External Distributor hosts or maintains a website or platform on behalf of the External Hosted Subscriber. The service allows the External Distributor to make the applicable data (*i.e.,* Cboe One Summary or EDGX Top Data) available on a platform that is branded with the External Hosted Subscriber, or co-branded with the External Hosted Subscriber and the External Distributor. The External Distributor maintains control of the application's data, entitlements and display.

[11] An External Hosted Subscriber of an Exchange Market Data product is a Distributor that receives the Exchange Market Data product from an External Distributor through a hosted display solution where the External Hosted Subscriber's Users are hosted by the External Distributor and data is distributed for display use only to one or more Users outside the External Hosted Subscriber's own entity. The Exchange proposes to add this definition into its Fee Schedule.

[12] As the Program is capped at 10,000 users for Cboe One Summary Feed and 10,000 for EDGX Top Data Feed, this equates to a maximum, savings of $250 (10,000 Users × 0.10/Non-Professional User = $1,000 and $1,000 − $750 = $250) for EDGX Top Data Feed and $1,650 (10,000 Users × 0.25/Non-Professional = $2,500 and $2,500 − 850 = $1,650) for Cboe One Summary Feed.

[13] The Exchange notes that it will include a clarifying note in its Fee Schedule to specify that in the event a Hosting Small Retail Broker Distributor joins this program mid-month, that its fees shall be prorated for the month based on the initial date of the subscription; however, the External Hosted Subscriber's fees shall not be prorated.

for External Hosted Subscribers. As previously discussed, the Exchange proposes to also use the cap of 10,000 Non-Professional Data Users for the proposed Program. The Exchange proposes to increase this in support of increased participation across both retail and investor markets in order to facilitate the growth of smaller retail brokers on a global scale.

The Exchange recognizes that Small Retail Brokers participating in the existing Small Retail Broker Distributor Program are not eligible for the proposed Distribution fee and Consolidation Fee waivers proposed to be offered to External Hosted Subscribers. Importantly, however, the Exchange notes that such incentives are necessary to help encourage External Hosted Subscribers to connect to a Hosting Small Retail Broker Distributor, and in turn, disseminate data to their downstream retail clients. In doing so, the Exchange believes its Applicable Feeds will reach a larger base of retail clients that may not otherwise have access to such data. As a practical matter, by and between the Small Retail Brokers in the existing Small Retail Broker Distributor Program (*i.e.,* those that take their data directly from the Exchange), and the External Hosted Subscribers in the proposed Program (*i.e.,* those who take their data from a Hosted Small Retail Broker Distributor), the former are generally more sophisticated in terms of capital and technological infrastructure. As such, incentives such as fee waivers are not necessarily required to encourage their subscription to and dissemination of the Applicable Feeds. Comparatively, the Exchange believes the small retail brokers subscribing to and disseminating the Applicable Feeds as External Hosted Subscribers would likely not, absent such incentives, otherwise even contemplate subscribing to and disseminating the Applicable Feeds, thereby limiting the availability of real time trade and quote information that could otherwise be accessed by the External Hosted Subscriber's end users.

Furthermore, as mentioned above, the existing fee structure makes it costly for both Hosting Small Retail Broker Distributors and its External Hosted Subscribers to provide data to the External Hosted Subscribers' retail clients as Distribution Fees are assessed on both Small Retail Brokers. Overall, the Exchange believes that this fee proposal will help to make its data more widely accessible for retail users who receive their data from External Hosted Subscribers. Specifically, the Exchange believes that that this proposal will (i) further increase the competitiveness of the Exchange's top of book market data products compared to competitor offerings that may currently be cheaper for firms with a limited subscriber base that do not yet have the scale to take advantage of the lower subscriber fees offered by the Exchange; and will (ii) provide additional incentives for Hosting Small Retail Broker Distributors to provide hosted solution services for other Small Retail Brokers in order to make data more widely available to retail investors. In turn, the Exchange believes that this change may benefit market participants and investors by spurring additional competition and increasing the accessibility of the Exchange's top of book data.

The Exchange notes that at least one other exchange has a similar offering. For example, the New York Stock Exchange has a Redistribution Fee Waiver for NYSE Trades, for which redistributors of data may have their redistribution fee waived so long as they provide the data to at least one data feed recipient and reports such data feed recipient or recipients to the Exchange.[14] Additionally, the Access Fee that is charged is reduced by more than 93% for redistributors of NYSE BBO and NYSE Trades that subscribe to only such data feeds and do not subscribe to any other market data product listed on the Fee Schedule other than NYSE BQT, and/or the NYSE OpenBook data feed, and/or the NYSE Aggregated Lite data feed, and/or the NYSE Pillar Depth data feed, and such market data products are used in a display-only format for internal or external use only.[15] This means that a redistributor that meets the above requirements will both (i) pay a Per User Access Fee [16] and (ii) have its redistribution fee waived. A Redistributor that receives a data feed of NYSE BBO and NYSE Trades and uses the market data products for any other purpose (such as internal use) or that subscribes to any other products listed on the Fee Schedule (other than NYSE BQT, and/or the NYSE OpenBook data feed, and/or the NYSE Aggregated Lite data feed, and/or the NYSE Pillar Depth data feed) would continue to pay the $1,500 per month General Access Fee (as opposed to the lower Per User Access Fee).[17] Accordingly, the fee changes are not designed for redistributors that are existing customers of specific NYSE market data products, that use NYSE BQT for internal purposes, or if the data is provided as non-display. The fee reductions in NYSE BBO and NYSE Trades were intended to incentive eligible redistributors to subscribe to the NYSE BQT data feeds so that such product would be available to their customers, which have expressed an interest in subscribing to NYSE BQT.[18] The Exchange notes that these same discounts exists for NYSE American and NYSE Arca as well.[19]

Without these discounts, a redistributor of NYSE Trades would pay the General Access Fee of $1,500/month in addition to the Redistribution Fee of $1,000/month and the applicable Professional User Fee ($4/month/User) and Non-Professional User Fee ($0.20/month/User).[20] Under these discounts, that same redistributor now only pays the Per User Access Fee of $100/month.[21] The Exchange notes that in order to receive the NYSE BQT data feed (which is comparable to the Cboe One Summary Feed), a subscriber must pay the applicable fees for the following data feeds: NYSE BBO, NYSE Trades, NYSE Arca BBO, NYSE Arca Trades, NYSE American BBO, NYSE American Trades, NYSE National BBO, NYSE National Trades, NYSE Texas BBO and NYSE Texas Trades.[22] The cost of the Per User Access fees for each of these applicable data feeds (including NYSE BQT) totals $850, the equivalent to the Cboe One Summary proposed fee.

While the eligibility requirements of the NYSE program and the proposed Program differ, both programs are intended to incentivize redistribution of applicable data feeds by providing enhanced discounts and both programs target different segments for a specific purpose. The proposed discounts under this Program are intended to make the Exchange's offering competitively priced relative to alternative options that participants may have.

Without the proposed pricing discounts, the Exchange believes that (i) prospective customers may not be interested in purchasing top of book data from the Exchange, and may instead purchase such data from other national securities exchanges or the

[14] *See* Securities Exchange Act Release No. 90407 (November 12, 2020), 85 FR 73570 (November 18, 2020) (SR–NYSE–2020–91).

[15] See NYSE Proprietary Market Data Fees. The Exchange notes that NYSE American and NYSE Arca also implement this same incentive.

[16] The Exchange notes that this is the equivalent to the fixed Non-Professional User charge it has proposed for the External Hosted Subscriber under the Program.

[17] See supra note 12.

[18] Id.

[19] See *e.g.,* NYSE American Proprietary Market Data Fees.

[20] See NYSE Proprietary Market Data Fees.

[21] Id.

[22] Id.

Securities Information Processors (''SIPs''), potentially at a higher cost than would be available pursuant to the proposed program and (ii) that Hosting Small Retail Broker Distributors are not incentivized to make the Applicable Feeds available via a hosted solution for retail investors of its External Hosted Subscribers. Similar to the existing Small Retail Broker Program, the Exchange believes that the proposed Program will continue to increase competition for such market data, and that enhanced competition could help to further reduce data fees as providers compete for subscribers, as well as help diversify the availability and quality of data offerings available to retail investors through their Hosting Small Retail Broker Distributors. Ultimately, the Exchange believes that it is critical that it be allowed to compete by offering attractive pricing to customers as increasing the availability of such products ensures continued competition with alternative offerings. Such competition may be constrained when competitors are impeded from offering alternative and cost-effective solutions to customers.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act,[23] in general, and furthers the objectives of Section 6(b)(4),[24] in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its members and other recipients of Exchange data.

The Exchange also believes that the proposed rule change is consistent with Section 11(A) of the Act.[25] Specifically, the proposed rule change supports (i) fair competition among brokers and dealers, among exchange markets, and between exchange markets and markets other than exchange markets, and (ii) the availability to brokers, dealers, and investors of information with respect to quotations for and transactions in securities. In addition, the proposed rule change is consistent with Rule 603 of Regulation NMS,[26] which provides that any national securities exchange that distributes information with respect to quotations for or transactions in an NMS stock do so on terms that are not unreasonably discriminatory.

In adopting Regulation NMS, the Commission granted SROs and broker-dealers increased authority and flexibility to offer new and unique market data to the public. It was believed that this authority would expand the amount of data available to consumers, and also spur innovation and competition for the provision of market data. The Exchange believes that the proposed fee change would further broaden the availability of U.S. equity market data to investors, and in particular retail investors, consistent with the principles of Regulation NMS.

The Exchange operates in a highly competitive environment. Indeed, there are sixteen registered national securities exchanges that trade U.S. equities and offer associated top of book market data products to their customers. The national securities exchanges also compete with the SIPs for market data customers. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system ''has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.'' [27] The proposed fee change is a result of the competitive environment, as the Exchange seeks to amend its fees to attract additional subscribers for its proprietary top of book data offerings.

Making alternative data products available to market participants ultimately ensures increased competition in the marketplace and constrains the ability of exchanges to charge prohibitive fees. If a market participant views one exchange's top of book data fees as more or less attractive than the competition they can, and frequently do, switch between competing products. In fact, the competitiveness of the market for such top of book data products is one of the primary factors animating this proposed rule change, which is designed to allow the Exchange to further compete for this business. As mentioned above, at least one other Exchange provides a similar waiver for redistribution of market data.

The Exchange notes that the Applicable Feeds are distributed and purchased on a voluntary basis, in that neither the Exchange nor market data distributors are required by any rule or regulation to make these data products available. Distributors (including vendors) and Users can therefore discontinue use at any time and for any reason, including due to an assessment of the reasonableness of fees charged. Further, the Exchange is not required to make any proprietary data products available or to offer any specific pricing alternatives to any customers.

The Commission has long stressed the need to ensure that the equities markets are structured in a way that meets the needs of ordinary investors. For example, the Commission's strategic plan for fiscal years 2018–2022 touts ''focus on the long-term interests of our Main Street investors'' as the Commission's number one strategic goal.[28] The Program would be consistent with the Commission's stated goal of improving the retail investor experience in the public markets. Furthermore, national securities exchanges commonly charge reduced fees and offer market structure benefits to retail investors, and the Commission has consistently held that such incentives are consistent with the Act. The Exchange believes that the Program is consistent with longstanding precedent indicating that it is consistent with the Act to provide reasonable incentives to retail investors that rely on the public markets for their investment needs.

The Exchange notes that the proposed waivers for the Applicable Feeds only apply to Hosting Small Retail Broker Distributors and its External Hosted Subscribers for three reasons. First, the Hosting Small Retail Broker Distributor is creating a full-service offering for External Hosted Subscribers in contrast to the Small Retail Brokers under the current Program, which only provide services directly to its own retail clients. Maintaining an additional platform for External Hosted Subscribers' clients is an additional workstream for the Hosting Small Retail Broker (in contrast to Small Retail Brokers that only provide data and services directly to their retail clients), requiring technological and capital investments, as they seek to support additional ecosystems of business, each with its own book of retail clients. In order to incentivize the Hosting Small Retail Broker Distributors to take on the additional duties associated with hosting External Hosted Subscribers (such as managing the data, entitlements, and display of the application provided to the External Hosted Subscriber), the Exchange

[23] 15 U.S.C. 78f.

[24] 15 U.S.C. 78f(b)(4).

[25] 15 U.S.C. 78k–1.

[26] *See* 17 CFR 242.603.

[27] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (''Regulation NMS Adopting Release'').

[28] *See* U.S. Securities and Exchange Commission, Strategic Plan, Fiscal Years 2018–2022, available at *https://www.sec.gov/files/SEC_Strategic_Plan_FY18-FY22_FINAL_0.pdf*.

believes it is not unfairly discriminatory to provide a waiver of the Distribution Fee for the Hosting Small Retail Broker Distributors, as opposed to the standard discounted Distribution Fee normally paid under the current Small Retail Broker Distribution Program.

Second, by creating this program, the Exchange is further able to reach additional retail investors. By waiving Distribution Fees for both the Hosting Small Retail Broker Distributor and its External Hosted Subscriber, both parties are incentivized to work together to provide data to retail investors. Third, as mentioned previously, the Hosting Small Retail Broker Distributor is responsible for the fees and reporting for both its own activity and that of its External Hosted Subscriber. While the Exchange is not privy to pass-through costs between Hosting Small Retail Broker Distributors and External Hosted Subscribers, this proposed pricing allows Hosting Small Retail Broker Distributors the freedom to charge or not charge External Hosted Subscribers while also appropriately charging for a service provided to an External Hosted Subscriber that is benefitting from an infrastructure developed and supported by the Hosting Small Retail Broker Distributor. The Exchange notes that the current Small Retail Broker Program prevents the Hosting Small Retail Broker Distributor from packaging this waiver as part of their overall service to their External Hosted Subscribers (as External Hosted Subscribers would be billed directly under the existing Small Retail Broker Program). Given that External Hosted Subscribers are smaller relative to other Small Retail Brokers currently participating in the Program, these costs associated with the Applicable Feeds are inherently prohibitive to the External Hosted Subscriber. Through this Program, fees will not be a deterrent for Hosting Small Retail Broker Distributors and External Hosted Subscribers to establish platforms that reach a wider scope of retail investors.

Moreover, by and between the Small Retail Brokers in the existing Small Retail Broker Distribution Program (take their data directly from the Exchange), and the External Hosted Subscribers in the proposed Program (who take their data from a Hosted Small Retail Broker Distributor), the former are generally more sophisticated, both in terms of capital and technological infrastructure. As such, incentives such as fee waivers are not necessarily required to encourage their subscription to and dissemination of the Applicable Feeds. Comparatively, the Exchange believes the small retail brokers subscribing to and disseminating the Applicable Feeds as External Hosted Subscribers would likely not, absent such incentives, otherwise even contemplate subscribing to and disseminating the Applicable Feeds, thereby limiting the availability of real time trade and quote information that could otherwise be accessed by the External Hosted Subscriber's end users.

Furthermore, while this Program would be effectively limited to smaller firms in accordance with the proposed eligibility requirements, the Exchange does not believe that this limitation makes the fees inequitable or unfairly discriminatory. The Exchange notes that large broker-dealers and/or vendors that distribute the Exchange's data products to a sizeable number of investors benefit from the current fee structure, which includes lower subscriber fees and Enterprise licenses. Due to lower subscriber fees, distributors that provide the Applicable Feeds to more than the proposed capped amounts of Users permitted under either the Small Retail Broker Program or this Program already enjoy cost savings compared to competitor products. The Program, in addition to the existing Small Retail Broker Distributor Program, would therefore continue to ensure that small retail brokers that distribute top of book data to their retail investor customers could also benefit from reduced pricing, and would aid in increasing the competitiveness of the Exchange's data products for this key segment of the market.

Moreover, the Exchange does not believe that the proposed fees unfairly discriminate between Hosting Small Retail Broker Distributors and External Hosted Subscribers. While the proposal provides additional benefits to External Hosted Subscribers that would not otherwise accrue to them under the current program, the Exchange notes that such benefits are designed only to make access to market data more accessible to smaller retail broker-dealers that either do not possess the financial and technological resources necessary to receive data as a Small Retail Broker, or simply choose not commit such resourced based on their business models. In turn, to continue to incentivize the provision of the Applicable Feed by Hosting Small Retail Broker Distributors, the Exchange has sought to provide appropriate incentives to these brokers as well. Collectively, the fee structure provides benefits to both Hosting Small Retail Broker Distributors and External Hosted Subscribers.

While External Hosted Subscribers would receive benefits they would not accrue under the current program, these are not benefits that today's Small Retail Brokers would choose to avail themselves of under the new fee structure, because it is highly unlikely that today's Small Retail Brokers would choose to instead become External Hosted Subscribers. The Exchange notes that today's Small Retail Brokers that qualify under the current program, have already committed significant capital in terms of time, technology, and finances towards building out and maintaining the technological infrastructure and staffing needed to receive and distribute the Applicable Feed to their end users. To forego such financial and technological commitments simply to avail themselves of additional benefits afforded to External Hosted Subscribers under this proposal, would very likely require an existing Small Retail Broker to drastically change their current business model simply to avail themselves of the additional benefits provided to External Hosted Subscribers. Moreover, today's existing Small Retail Brokers are likely to be providing services to their subscribers other than the Additional Feeds, such as market access, order management systems, and other trading tools. To cease providing such a full suite of services—which required significant time and cost contributions—is unlikely and, again, would require a significant reversal in a Small Retail Broker's business model.

Rather, the Exchange believes that the more likely case is that the proposed fee structure will attract a new population of Small Retail Brokers who will seek to access the Applicable Feed as Hosted External Subscribers, at a cost-effective price point, thereby providing even more investors with access to top of book market data for U.S. equities. Another likely use case is that the proposed fee structure may incentivize more Small Retail Brokers to subscribe to the Applicable Feed as External Hosted Subscribers and, as they build their own business models and attract subscribers of their own, eventually commit time and resources to building their own infrastructure to evolve into a Hosting Small Retail Broker.

Furthermore, the Exchange acknowledges that under the proposed fee schedule that a Hosting Small Retail Broker Distributor is eligible for a waiver of its Distribution Fee once its first External Hosted Subscriber is subscribed, whereas under current program a Small Retail Broker is not eligible for such a waiver. However, the Exchange does not believe that this proposed fee structure unfairly discriminates between existing Small Retail Brokers and Hosting Small Retail

Brokers, because the application of these fees is based on meaningful differences between existing Small Retail Brokers and potential Hosting Small Retail Broker Distributors.

Specifically, existing Small Retail Brokers are brokers that distribute the Applicable Feed to their own customers. These Small Retail Brokers typically operate their own retail trading businesses, and the provision of the Applicable Feed is part of the package of services provided to their own customers. Comparatively, similar to certain subscribers [29] of NYSE's BQT proprietary data product (discussed above), the Exchange believes that Hosting Small Retail Broker Distributors are more akin to that of a traditional vendor, or a redistributor of data, whose typical business model is to collect and process data from other sources (*e.g.,* the Applicable Feed), and redistribute such data to other businesses or individuals for their own use. As such, the proposed fees are narrowly tailored to a specific subset of the market data consumer base—*i.e.,* vendors/redistributors that subscribe to competitively priced market data and, in turn, redistribute such data downstream to their customers. In performing this service, the Hosting Small Retail Broker Distributors are offering a White Label Service where they are technologically hosting or maintaining a website or platform on behalf of their External Hosted Subscribers, and are responsible for maintaining control of the platform's data, entitlements, and display, for the Applicable Feeds, and any other comparable data products to which they subscribe. In this regard, the proposed fees are designed to account for the additional technological and capital costs a Hosting Small Retail Broker Distributor may need to expend in order to host and redistribute market data downstream to its customers.

Relatedly, the proposed fees are based on the competitive environment for market data products such as the Applicable Feed. In response to competition from other market data feeds such as NYSE BQT, the Exchange's proposed fees are merely intended to provide a financial incentive for vendors/redistributors that do not currently subscribe to any Exchange market data products to subscribe to the Applicable Feed. By focusing on this segment of the market, the Exchange believes that the proposed fees will make the Applicable Feed more competitive and attractive for vendors/redistributors to subscribe to, thereby increasing the availability of the Exchange's data products, expanding the options available to firms making data purchasing decisions on their business needs, and generally increasing competition. In this regard, the Exchange believes that the proposed fees—particularly the waiver of the Distribution Fee—will incentivize Hosting Small Broker Distributors (*i.e.,* vendors/redistributors) to subscribe to the Applicable Feed and make them available to their end customers. Indeed, as discussed above, NYSE BQT offers redistributors a similar waiver, which NYSE noted [30] was necessary in order to enable them to better compete with Nasdaq Basic and Cboe One. Similarly, the Exchange believes that the proposed fees would also better enable the Exchange to compete more effectively with similar products such as NYSE BQT and Nasdaq Basic, thereby expanding the number of vendors/redistributors that would subscribe to the Applicable Feeds as Hosting Small Retail Broker Distributors, and therefore make the product available to data subscribers interested in the Applicable Feeds. Without a similar waiver, the Exchange notes that its ability to compete would be drastically impaired.

Moreover, the Exchange believes that the proposed change to provide a waiver of the Distribution Fee to a Hosting Small Retail Broker Distributor (*i.e.,* vendor/distributor) is not unfairly discriminatory because the proposed waiver applies equally to all Hosting Small Retail Broker Distributors that are eligible for such waiver and choose to redistribute the Applicable Feeds, and would serve as an incentive for Hosting Small Retail Broker Distributors that do not currently subscribe to the Applicable Feeds to start doing so, and then make the Applicable Feeds available to their customers.

Finally, the Exchange notes that nothing in the current proposal prevents an existing Small Retail Broker from choosing to instead subscribe to Applicable Feed as an External Hosted Subscriber. However, the Exchange does not believe that this makes the proposal unfairly discriminatory between Hosting Small Retail Broker Distributors and External Hosted Subscribers, as broker-dealers are free operate their businesses however they may choose in response to a host of a reasons, only one of which are associated costs.

The Exchange believes that the proposed cap of 10,000 for the Cboe One Summary Data Feed and EDGX Top Data Feed for this Program, as well as increasing this cap to 10,0000 for the Cboe One Summary Data Feed and EDGX Top Data Feed for the Small Retail Broker Program is reasonable and not unfairly discriminatory as the Exchange believes it is in the best interest of all market participants to more broadly expand this in support of inclusion for more retail investors by participation in both programs by small retail brokers on a global scale.

Distribution Fee Waiver

The Exchange believes that the Distribution Fee Waivers for both the External Hosted Subscriber and the Hosting Small Retail Broker Distributor are reasonable as they represent a significant cost reduction for the Hosting Small Retail Broker Distributor to provide a hosted solution for the External Hosted Subscriber, to ultimately provide the data to the External Hosted Subscriber's retail investors. By targeting the Distribution Fee waiver to vendors/redistributors that provide external distribution of the Applicable Feeds, the Exchange believes that this would provide an incentive for redistributors to make the Applicable Feeds available to its customers. Specifically, if a data recipient is interested in subscribing to the Applicable Feeds and relies on a vendor/redistributor to obtain market data products from the Exchange, that data customer would need the vendor/redistributor to first subscribe to and distribute the Applicable Feeds. In this regard, the Exchange believes the proposed waiver would provide an incentive for vendors/redistributors to make the Applicable Feeds available to their customers, which will increase the availability of the Applicable Feeds to a larger potential population of retail investors.

While the existing fee structure does provide a benefit of a discounted waiver for Small Retail Brokers that externally distribute the data, these discounted Distribution Fees are still incurred by both the External Hosted Subscriber and the Hosting Small Retail Broker Distributor. In an attempt to alleviate

[29] In a 2020 fee filing, NYSE sought to reduce certain of its market data fees for Redistributors that subscribed only to NYSE BBO and NYSE Trades, and did not subscribe to any other market data product listed on the NYSE fee schedule, other than NYSE BQT. In that filing, NYSE defined a redistributor as, ''a vendor or any other person that provides a NYSE data product to a data recipient or to any system that a data recipient uses, irrespective of the means of transmission or access.'' *Supra* note 12, 7357.

[30] *Supra* note 12, 73573. (''The proposed rule change is intended to encourage greater use of NYSE BQT by making it more affordable for Redistributors that have customers interested in subscribing to NYSE BQT. . .The proposed fee reduction would allow the Exchange to compete more effectively with Nasdaq Basic and Cboe One Feed by expanding the number of Redistributors that would subscribe to NYSE BQT, and therefore make the product available to data subscribers interested in NYSE BQT.'').

these costs, and make this data more available to retail investors, the Exchange proposes to waive the Distribution Fees for both the Hosting Small Retail Broker Distributor and the External Hosted Subscriber. With this Program, the Exchange believes it will increase market accessibility and data to investors on a global scale. Exchange Hosted Subscribers may not have the infrastructure or technical capabilities to offer market data and/or execution services to its retail investors. Through waiving these fees for the External Hosted Subscriber, the Exchange hopes to reach a broader scale of retail investors globally. Further, as discussed above, the Exchange also believes it is appropriate and not unfairly discriminatory to limit this specific credit to the External Hosted Subscriber and the Hosting Small Retail Broker Distributor given the development and maintenance the Hosting Small Retail Broker Distributor acquires to provide this data to the External Hosted Subscriber's end users.

Data Consolidation Fee Waiver

The Exchange believes it is reasonable to not charge the External Hosted Subscriber the Data Consolidation Fee for Cboe One Summary Data for the duration of the time that they are eligible for this program. As previously discussed, the waiver of fees for the External Hosted Subscriber is intended to make this data more available to retail investors. The Exchange also believes it is appropriate and not unfairly discriminatory to limit this specific credit to the External Hosted Subscriber because, as described above, the Exchange believes by alleviating some of the barriers to entry, that Exchange Hosted Subscribers are able to bring this data and execution services to their retail investors. Of further note, the Exchange believes it is reasonable to maintain this cost for the Hosting Small Retail Broker Distributor as the Hosting Small Retail Broker Distributor is the party receiving this data from the Exchange where it is consolidated for the benefit of the Hosting Small Retail Broker Distributor.

Fixed Cost of Non-Professional Users

The Exchange believes it is reasonable to set a fixed cost for Non-Professional Users fees for External Hosted Subscribers by charging a flat, fixed cost instead of charging per user to allow for additional savings. Under this structure, the External Hosted Subscriber shall still be responsible by paying the standard per User fee of a Professional Users under the Applicable Feed. The Exchange does not believe this is unfairly discriminatory as the program is based around making the Applicable Feeds available for Non-Professional Users. The Exchange also notes that it has taken a similar approach here to the NYSE Per User Access Fee, which sets a fixed costs where the data is used only for display purposes.[31]

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

The Exchange does not believe that the proposed rule change would result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive environment, and its ability to price these data products is constrained by: (i) Competition among exchanges that offer similar data products to their customers; and (ii) the existence of inexpensive real-time consolidated data disseminated by the SIPs. Top of book data is disseminated by both the SIPs and the sixteen equities exchanges. There are therefore a number of alternative products available to market participants and investors. In this competitive environment potential subscribers are free to choose which competing product to purchase to satisfy their need for market information. Often, the choice comes down to price, as broker-dealers or vendors look to purchase the cheapest top of book data product, or quality, as market participants seek to purchase data that represents significant market liquidity. In order to better compete for this segment of the market, the Exchange is proposing to reduce the cost of top of book data provided by Hosting Small Retail Broker Distributors to its External Hosted Subscribers, and in turn, their retail investors. The Exchange believes that this would facilitate greater access to such data, ultimately benefiting the retail investors that are provided access to such market data.

The Exchange also believes the proposed fee changes will better enable it to compete in the Asia Pacific region, which is an area of increasing interest and growth within the U.S. equities markets, generally. As the Asia Pacific investor base seeks access to the liquidity and efficient price discovery processes that exist in the U.S. equities markets, various broker-dealers have begun offering trading in this region, and exchanges have begun to contemplate 24-hour trading solutions designed to capture the increased demand from the Asia Pacific investor base.[32] Naturally, U.S. equities market data will be in demand as Asia Pacific trading increases in the U.S. markets. Indeed, in formulating its current pricing, the Exchange has considered the growth in the Asia Pacific reason and has sought to propose fees that would continue to appeal to the existing Small Retail Brokers in this region, and that would incentivize additional smaller retail broker-dealers in this region to subscribe to the Applicable Feeds as External Hosted Subscribers. In this regard, the Exchange believes its proposed fees will better enable it to compete in Asia Pacific, thereby offering competitively priced data products to more and more investors, at attractive price points.

The Exchange does not believe that this price reduction would cause any unnecessary or inappropriate burden on intermarket competition as other exchanges and data vendors are free to lower their prices to better compete with the Exchange's offering. Indeed, as explained in the basis section of this proposed rule change, the Exchange's decision to (i) waive the Distribution Fee for the Hosting Small Retail Broker Distributor and the External Hosted Subscriber and (ii) waiving the Consolidation Fee (when applicable) for the External Hosted Subscriber and (iii) setting a fixed cost for the Non-Professional Users for the External Hosted Subscriber is itself a competitive response to different fee structures available on competing markets. The Exchange therefore believes that the proposed rule change is pro-competitive

[31] *See* NYSE Proprietary Market Data Pricing Guide, April 1, 2025.

[32] *See* ''Cboe Announces Plans to Launch 24x5 U.S. Equities Trading,'' February 3, 2025, available at: *https://ir.cboe.com/news/news-details/2025/Cboe-Announces-Plans-to-Launch-24x5-U.S.-Equities-Trading-2025-NwujmKvsxb/default.aspx,* (''[Cboe] continue[s] to hear from market participants globally—particularly those in Asia Pacific markets like Hong Kong, Japan, Korea, Singapore and Australia—that they want greater access to U.S. equities trading and need trusted venues that can offer transparency, robust liquidity and efficient price discovery,'' said Oliver Sung, Head of North American Equities at Cboe Global Markets. ''As the world's largest global exchange operator, Cboe is uniquely positioned to meet that demand. By leveraging our global infrastructure, leading-edge technology, and proven experience facilitating around-the-clock trading in global markets, we believe we can seamlessly support a 24x5 trading model for U.S. equities.''; *see also* ''Nasdaq's View: The Road to 24 Hour Trading,'' June 16, 2025, available at: *https://www.nasdaq.com/newsroom/nasdaqs-view-road-24-hour-trading; see also* ''The New York Stock Exchange Plans to Extend Weekday Trading on its NYSE Arca Equities Exchange to 22 Hours a Day,'' October 25, 2024, available at: *https://ir.theice.com/press/news-details/2024/The-New-York-Stock-Exchange-Plans-to-Extend-Weekday-Trading-on-its-NYSE-Arca-Equities-Exchange-to-22-Hours-a-Day/default.aspx; see also* ''Robinhood 24 Hour Market,'' available at: *https://robinhood.com/us/en/support/articles/24hour-market/.*

as it seeks to offer pricing incentives to customers to better position the Exchange as it competes to attract additional market data subscribers. The Exchange also believes that the proposed reduction in fees the Hosting Small Retail Broker Distributor and the External Hosted Subscriber would not cause any unnecessary or inappropriate burden on intramarket competition. Although the proposed fee discount would be largely limited to small retail broker subscribers, larger broker-dealers and vendors can already purchase top of book data from the Exchange at prices that represent a significant cost savings when compared to competitor products that combine higher subscriber fees with lower fees for distribution. In light of the benefits already provided to this group of subscribers, the Exchange believes that additional discounts to small retail brokers would increase rather than decrease competition among broker-dealers that participate on the Exchange. Furthermore, as discussed earlier in this proposed rule change, the Exchange believes that offering pricing benefits to brokers that represent retail investors facilitates the Commission's mission of protecting ordinary investors, and is therefore consistent with the Act.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act [33] and paragraph (f) of Rule 19b–4 [34] thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

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

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov*. Please include file number SR–CboeEDGX–2025–081 on the subject line.

Paper Comments

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

All submissions should refer to file number SR–CboeEDGX–2025–081. 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 website (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–CboeEDGX–2025–081 and should be submitted on or before December 22, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[35]

Sherry R. Haywood,

Assistant Secretary.

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[33] 15 U.S.C. 78s(b)(3)(A).

[34] 17 CFR 240.19b–4(f).

[35] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235–0273]

Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Rule 17Ad–10

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549–2736

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''SEC'' or ''Commission'') is soliciting comments on the proposed collection of information provided for in Rule 17Ad–10 (17 CFR 240.17Ad–10), under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*).

Rule 17Ad–10 generally requires registered transfer agents to: (1) create and maintain current and accurate securityholder records; (2) promptly and accurately record all transfers, purchases, redemptions, and issuances, and notify their appropriate regulatory agency if they are unable to do so; (3) exercise diligent and continuous attention in resolving record inaccuracies; (4) disclose to the issuers for whom they perform transfer agent functions and to their appropriate regulatory agency information regarding record inaccuracies; (5) buy-in certain record inaccuracies that result in a physical over issuance of securities; and (6) communicate with other transfer agents related to the same issuer.

These requirements assist in the creation and maintenance of accurate securityholder records, enhance the ability to research errors, and ensure the transfer agent is aware of the number of securities that are properly authorized by the issuer, thereby avoiding over issuance.

The rule also has specific recordkeeping requirements. It requires registered transfer agents to retain certificate detail that has been deleted for six years and keep current an accurate record of the number of shares or principal dollar amount of debt securities that the issuer has authorized to be outstanding. These mandatory requirements ensure accurate securityholder records and assist the Commission and other regulatory agencies with monitoring transfer agents and ensuring compliance with the rule. This rule does not involve the collection of confidential information.

There are approximately 319 registered transfer agents. We estimate that the average number of hours necessary for each transfer agent to comply with Rule 17Ad–10 is approximately 80 hours per year (70 hours of recordkeeping and 10 hours of third-party disclosure), which generates an industry-wide annual burden of approximately 25,520 hours (319 registered transfer agents × 80 hours). At an average staff cost of $78 per hour, the industry-wide internal labor cost of compliance (a monetization of the burden hours) is approximately