

Accordingly, the Commission finds that the Proposed Rule Change is consistent with Section 17A(b)(3)(C) of the Act.²⁵

B. Rule 17ad-22(e)(2)(i)

Rule 17ad-22(e)(2)(i) requires that a covered clearing agency, such as LCH SA, establish, implement, maintain, and enforce written policies and procedures reasonably designed to provide for governance arrangements that, among other things, are clear and transparent.²⁶

As noted above, the Proposed Rule Change would eliminate the Euronext director because of changes in the business relationship between Euronext and LCH SA. Articles of the Board ToR and Nomination Committee ToR that give Euronext the right to nominate a director are no longer relevant or applicable. Deleting these provisions and references to the Euronext director thus removes outdated and inapplicable provisions, thereby reducing confusion and increasing clarity.

Moreover, the Proposed Rule Change would remove the requirement that a User be a shareholder of LCH Group to nominate a director. This change would clarify the governance arrangements of the Board by simplifying the conditions applicable to the selection of directors by Users. Going forward, the Nomination Committee will no longer need to consider if a User submitting a nominee is also a shareholder of LCH Group.

The proposed changes to directors nominated by LSEG would also simplify and clarify the governance arrangements for selecting these directors. As noted above, the Proposed Rule Change would replace a requirement that the LCH Group CEO and the LSEG CRO be directors with a more general requirement that LSEG appoint three directors (including the one director LSEG already appoints). The Proposed Rule Change also would update references, as needed, to account for LSEG nominating additional directors. Again, these changes would make LCH SA's governance arrangements clearer by replacing a specific requirement with one that is more general and easier to apply.

Finally, LCH SA's proposed changes also include amendments to reflect that certain personnel, such as the LCH SA CEO, may be male or female, which clarifies the previous iteration of these provisions.

Accordingly, the Commission finds that the Proposed Rule Change is

consistent with the requirements of Rule 17ad-22(e)(2)(i).²⁷

IV. Conclusion

On the basis of the foregoing, the Commission finds that the Proposed Rule Change is consistent with the requirements of the Act, and in particular, with the requirements of Section 17A(b)(3)(C) of the Act²⁸ and Rule 17ad-22(e)(2)(i).²⁹

It is therefore ordered pursuant to Section 19(b)(2) of the Act³⁰ that the proposed rule change (SR-LCH SA-2025-008) be, and hereby is, approved.³¹

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³²

Sherry R. Haywood,
Assistant Secretary.

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correct the reference to "January 5, 2025" instead to "January 5, 2026."

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104379; File No. SR-CboeBYX-2025-034]

Self-Regulatory Organizations; Cboe BYX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange's Fee Schedule by Amending Certain Add/Remove Volume Tiers, Amending the Non-Displayed Tier, and Removing the Routing Tier

December 12, 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 December 1, 2025, Cboe BYX 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 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 BYX Exchange, Inc. (the "Exchange" or "BYX") proposes to amend its Fee Schedule by amending certain Add/Remove Volume Tiers, amending the Non-Displayed Tier, and removing the Routing Tier. 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/), 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

²⁷ 17 CFR 240.17ad-22(e)(2)(i).

²⁸ 15 U.S.C. 78q-1(b)(3)(C).

²⁹ 17 CFR 240.17ad-22(e)(2)(i).

³⁰ 15 U.S.C. 78s(b)(2).

³¹ In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

³² 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 amend its Fee Schedule applicable to its equities trading platform ("BYX Equities") by: (i) revising the volume component of Add/Remove Volume Tiers 1–2; (ii) removing the shares component of Add/Remove Volume Tiers 1–2 and replacing it with a component that excludes a Member's subdollar trading activity; (iii) adding a criteria that excludes a Member's subdollar trading activity to Add/Remove Volume Tiers 3–5; (iv) removing the shares component of the Non-Displayed Tier and replacing it with a TCV component; (v) and adding a criteria that excludes a Member's subdollar trading activity to the Non-Displayed Tier; and (vi) removing the Routing Tier. The Exchange proposes to implement these changes effective December 1, 2025.

The Exchange first 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 levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 17 registered equities exchanges, as well as a number of alternative trading systems and other off-exchange venues that do not have similar self-regulatory responsibilities under the Securities Exchange Act of 1934 (the "Act"), to which market participants may direct their order flow. Based on publicly available information,³ no single registered equities exchange has more than 15% of the market share. Thus, in such a low-concentrated and highly competitive market, no single equities exchange possesses significant pricing power in the execution of order flow. The Exchange in particular operates a "Taker-Maker" model whereby it pays credits to members that remove liquidity and assesses fees to those that

³ See Cboe Global Markets, U.S. Equities Market Volume Summary, Month-to-Date (November 21, 2025), available at https://www.cboe.com/us/equities/market_statistics/.

add liquidity. The Exchange's Fee Schedule sets forth the standard rebates and rates applied per share for orders that remove and provide liquidity, respectively. Currently, for orders in securities priced at or above \$1.00, the Exchange provides a standard rebate of \$0.00200 per share for orders that remove liquidity and assesses a fee of \$0.00200 per share for orders that add liquidity.⁴ For orders in securities priced below \$1.00, the Exchange does not assess any fees for orders that add liquidity, and provides a rebate in the amount of 0.10% of the total dollar value for orders that remove liquidity.⁵ Additionally, in response to the competitive environment, the Exchange also offers tiered pricing which provides Members opportunities to qualify for higher rebates or reduced fees where certain volume criteria and thresholds are met. Tiered pricing provides an incremental incentive for Members to strive for higher tier levels, which provides increasingly higher benefits or discounts for satisfying increasingly more stringent criteria.

Add/Remove Volume Tiers and Non-Displayed Tier

Under footnote 1 of the Fee Schedule, the Exchange currently offers various Add/Remove Volume Tiers. In particular, the Exchange offers five Add/Remove Volume Tiers that each provide a reduced fee for Members' qualifying orders yielding fee codes B,⁶ V,⁷ Y,⁸ and AD⁹ where a Member reaches certain volume-based criteria. First, the Exchange proposes to (i) revise the volume component of Add/Remove Volume Tiers 1–2 and (ii) remove the shares component of Add/Remove Volume Tiers 1–2 and replace it with a component that excludes a Member's subdollar trading activity. The criteria for current Add/Remove Volume Tiers 1–2 is as follows:

- Add/Remove Volume Tier 1 assesses a reduced fee of \$0.0016 per share in securities priced at or above \$1.00 to qualifying orders (i.e., orders yielding fee codes B, V, Y, or AD) where (1) Member has a combined Auction

⁴ See BYX Equities Fee Schedule, Standard Rates.

⁵ *Id.*

⁶ Fee code B is appended to displayed orders that add liquidity to BYX in Tape B securities.

⁷ Fee code V is appended to displayed orders that add liquidity to BYX in Tape A securities.

⁸ Fee code Y is appended to displayed orders that add liquidity to BYX in Tape C securities.

⁹ Fee code AD is appended to displayed orders executed in a Periodic Auction.

ADV¹⁰ and ADAV¹¹ $\geq 0.10\%$ of the TCV¹² or (2) Member has a combined Auction ADV and ADAV $\geq 11,000,000$ shares.

- Add/Remove Volume Tier 2 assesses a reduced fee of \$0.0014 per share in securities priced at or above \$1.00 to qualifying orders (i.e., orders yielding fee codes B, V, Y, or AD) where (1) Member has a combined Auction ADV and ADAV $\geq 0.15\%$ of the TCV or (2) Member has a combined Auction ADV and ADAV $\geq 16,000,000$ shares.

The proposed criteria for current Add/Remove Volume Tiers 1–2 is as follows:

- Proposed Add/Remove Volume Tier 1 assesses a reduced fee of \$0.0016 per share in securities priced at or above \$1.00 to qualifying orders (i.e., orders yielding fee codes B, V, Y, or AD) where (1) Member has a combined Auction ADV and ADAV $\geq 0.075\%$ of the TCV or (2) Member has a combined Ex-Subdollar Auction ADV¹³ and Ex-Subdollar ADAV¹⁴ as a percentage of Ex-Subdollar TCV $\geq 0.075\%$.¹⁵

- Proposed Add/Remove Volume Tier 1 assesses a reduced fee of \$0.0016 per share in securities priced at or above \$1.00 to qualifying orders (i.e., orders yielding fee codes B, V, Y, or AD) where (1) Member has a combined Auction ADV and ADAV $\geq 0.10\%$ of the TCV or (2) Member has a combined Ex-Subdollar Auction ADV and Ex-Subdollar ADAV as a percentage of Ex-Subdollar TCV $\geq 0.10\%$.

In addition, the Exchange proposes to introduce a second criteria that excludes a Member's subdollar trading activity to Add/Remove Volume Tiers 3–5. The criteria for current Add/Remove Volume Tiers 3–5 is as follows:

- Add/Remove Volume Tier 3 assesses a reduced fee of \$0.0013 per

¹⁰ "Auction ADV" means average daily auction volume calculated as the number of shares executed in an auction per day.

¹¹ "ADAV" means average daily added volume calculated as the number of shares added per day. ADAV is calculated on a monthly basis.

¹² "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.

¹³ The Exchange proposes to introduce the term "Ex-Subdollar Auction ADV" to the Definitions section of the Fee Schedule. "Ex-Subdollar Auction ADV" means Auction ADV that excludes executions in securities priced below \$1.00.

¹⁴ The Exchange proposes to introduce the term "Ex-Subdollar ADAV" to the Definitions section of the Fee Schedule. "Ex-Subdollar ADAV" means ADAV that excludes executions in securities priced below \$1.00.

¹⁵ The Exchange proposes to introduce the term "Ex-Subdollar TCV" to the Definitions section of the Fee Schedule. "Ex-Subdollar TCV" means TCV that excludes executions in securities that have an average daily price below \$1.00.

share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where Member has a combined Auction ADV and ADAV $\geq 0.30\%$ of the TCV.

- Add/Remove Volume Tier 4 assesses a reduced fee of \$0.0012 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where Member has a combined Auction ADV and ADAV $\geq 0.60\%$ of the TCV.

- Add/Remove Volume Tier 5 assesses a reduced fee of \$0.0012 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where MPID has a combined Auction ADV and ADAV $\geq 0.55\%$ of the TCV.

The proposed criteria for Add/Remove Volume Tiers 3–5 is as follows:

- Proposed Add/Remove Volume Tier 3 assesses a reduced fee of \$0.0013 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where (1) Member has a combined Auction ADV and ADAV $\geq 0.30\%$ of the TCV or (2) Member has a combined Ex-Subdollar Auction ADV and Ex-Subdollar ADAV as a percentage of Ex-Subdollar TCV $\geq 0.30\%$.

- Proposed Add/Remove Volume Tier 4 assesses a reduced fee of \$0.0012 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where Member has a combined Auction ADV and ADAV $\geq 0.60\%$ of the TCV or (2) Member has a combined Ex-Subdollar Auction ADV and Ex-Subdollar ADAV as a percentage of Ex-Subdollar TCV $\geq 0.60\%$.

- Proposed Add/Remove Volume Tier 5 assesses a reduced fee of \$0.0012 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where MPID has a combined Auction ADV and ADAV $\geq 0.55\%$ of the TCV or (2) MPID has a combined Ex-Subdollar Auction ADV and Ex-Subdollar ADAV as a percentage of Ex-Subdollar TCV $\geq 0.55\%$.

Additionally, under footnote 1 of the Fee Schedule, the Exchange offers a Non-Displayed Tier that provides a reduced fee for Members' qualifying orders yielding fee codes AH¹⁶ and MM¹⁷ where a Member reaches certain volume-based criteria. First, the Exchange proposes to remove the shares component of the Non-Displayed Tier

and replace it with a TCV component. In addition, the Exchange proposes to add a second prong of criteria that excludes a Member's subdollar trading activity to the Non-Displayed Tier. The criteria for the current Non-Displayed Tier is as follows:

- The Non-Displayed Tier assesses a reduced fee of \$0.0005 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where Member has a combined Auction ADV and ADAV $\geq 5,000,000$.

The proposed criteria for the Non-Displayed Tier is as follows:

- The proposed Non-Displayed Tier assesses a reduced fee of \$0.0005 per share in securities priced at or above \$1.00 to qualifying orders (*i.e.*, orders yielding fee codes B, V, Y, or AD) where (1) Member has a combined Auction ADV and ADAV $\geq 0.03\%$ of the TCV or (2) Member has a combined Ex-Subdollar Auction ADV and Ex-Subdollar ADAV as a percentage of Ex-Subdollar TCV $\geq 0.03\%$.

The proposed modification to the volume component of the first prong of criteria of Add/Remove Volume Tiers 1–2 represents a modest decrease in difficulty of one prong of criteria to achieve the applicable tier threshold while maintaining the existing fee. Additionally, the proposed modification to the volume component of the first prong of criteria of the Non-Displayed Tier seeks to align the criteria of the Non-Displayed Tier with the first prong of criteria applicable to the Add/Remove Volume Tiers while maintaining the existing fee. In each instance, the revised first prong of criteria is designed to match the percentage requirement in the proposed second prong of criteria and is commensurate with the reduced fee assessed if the criteria is satisfied.

While Auction ADV or ADAV as a percentage of TCV is generally a reasonable baseline for determining tiered pricing for Members, the Exchange notes that in certain months where subdollar trading volume is significantly higher, TCV becomes inflated due to the higher levels of subdollar volume. During these months of high subdollar trading volume, if a Member does not increase its volume to account for the increased TCV, then the Member is disadvantaged when it comes to satisfying criteria requiring Auction ADV or ADAV as a percentage of TCV. The Exchange's proposed introduction of the Ex-Subdollar ADV and ADAV as a percentage of Ex-Subdollar TCV prong of criteria (the "Ex-Subdollar Criteria") in Add Volume Tiers 1–3 and Add Volume Tiers 5–7 is designed to provide

Members with an opportunity to earn an enhanced rebate during months when subdollar trading activity is high and the Exchange's calculation of ADAV inclusive of subdollar volume under the Tiers' existing criteria could potentially make it far more difficult for the Member to qualify, particularly when the Member's volume in securities priced at or above \$1.00 remains relatively constant. The Exchange notes that its proposed Ex-Subdollar Criteria in Add Volume Tiers 1–3 and Add Volume Tiers 5–7 will introduce a new method of calculating ADAV as a percentage of TCV, exclusive of subdollar activity.¹⁸

This change is intended to aid Members during months where subdollar volume is elevated, thus causing the TCV (used as the denominator when the Exchange calculates this prong of criteria) to be significantly higher while the Member's ADAV (used as the numerator for the Exchange's calculation of this prong of criteria) remains relatively stable if they are not actively trading in securities priced below \$1.00. In months when subdollar trading activity is particularly high, the Exchange believes that it would be unfair to Members that execute significant volume in securities priced at or above \$1.00 to potentially not be able to qualify for an enhanced rebate or lose existing incentives due to an increase in TCV due to a significant increase in the amount of volume in securities priced below \$1.00. The Exchange believes that the proposed criteria continues to be commensurate with the rebate received for each tier and will encourage Members to grow their volume on the Exchange. Increased volume on the Exchange contributes to a deeper and more liquid market, which benefits all market participants and provides greater execution opportunities on the Exchange.

Routing Tier

Under footnote 3 of the Fee Schedule, the Exchange currently offers a Routing

¹⁶ Fee code AH is appended to non-displayed orders executed in a Periodic Auction.

¹⁷ Fee code MM is appended to non-displayed orders that add liquidity to BYX using Mid-Point Peg.

¹⁸ The Exchange notes that its affiliate exchange, Cboe BZX Exchange, Inc. ("BZX") offers the same method of calculating total equity volume and TCV for certain tiers in order to determine the appropriate fees and rebates for its Members. *See BZX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers. See also Securities Exchange Act Release No. 34-103500 (July 18, 2025), 90 FR 34705 (July 23, 2025), SR-CboeBZX-2025-091 ("BZX Fee Filing").* NYSE Arca offers a similar method of calculating total equity volume and total equity CADV for certain tiers in order to determine the appropriate fees and credits for its ETP Holders. *See NYSE Arca Equities Fee and Charges, NYSE Arca Marketplace: Trade Related Fees and Credits, Footnote 1. See also Securities Exchange Act Release No. 34-100506 (July 11, 2024), 89 FR 58215 (July 17, 2024), SR-NYSEArca-2024-58 ("NYSE Arca Fee Filing").*

Tier that provides an enhanced rebate for Members' qualifying orders yielding fee code C¹⁹ where certain volume-based criteria is met. The Exchange now proposes to delete the Routing Tier as the Exchange does not wish to, nor is required to, maintain such tier. More specifically, the proposed change removes this tier as the Exchange would rather redirect future resources and funding into other programs and tiers intended to incentivize increased order flow.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.²⁰ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²¹ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²² requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers as well as Section 6(b)(4)²³ as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

As described above, the Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. The Exchange believes that its proposed changes to the Add/Volume Tiers and Non-Displayed Tier reflects a competitive pricing structure designed to incentivize market participants to direct their order flow to the Exchange, which the Exchange believes would

enhance market quality to the benefit of all Members. Additionally, the Exchange notes that relative volume-based incentives and discounts have been widely adopted by exchanges,²⁴ including the Exchange,²⁵ and are reasonable, equitable and non-discriminatory because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to (i) the value to an exchange's market quality and (ii) associated higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns. Competing equity exchanges offer similar tiered pricing structures, including schedules or rebates and fees that apply based upon members achieving certain volume and/or growth thresholds, as well as assess similar fees or rebates for similar types of orders, to that of the Exchange.

In particular, the Exchange believes its proposal to modify the Add/Remove Volume Tiers and Non-Displayed Tier is reasonable because the tiers will be available to all Members and provide all Members with an opportunity to receive a reduced fee should certain criteria be met. The Exchange further believes that the revised Add/Remove Volume Tiers and the revised Non-Displayed Tier will provide a reasonable means to encourage adding displayed and non-displayed orders in Members' order flow to the Exchange and to incentivize Members to continue to provide volume to the Exchange by offering them an additional opportunity to receive a reduced fee on qualifying orders. An overall increase in activity would deepen the Exchange's liquidity pool, offer additional cost savings, support the quality of price discovery, promote market transparency and improve market quality, for all investors.

The Exchange believes proposed modified Add/Remove Volume Tiers and modified Non-Displayed Tier are reasonable as they do not represent a significant departure from the criteria currently offered in the Fee Schedule. The Exchange also believes that the proposal represents an equitable allocation of fees and rebates and is not unfairly discriminatory because all Members will be eligible for the revised tiers and have the opportunity to meet the tiers' criteria and receive the corresponding reduced fee if such criteria are met. Without having a view of activity on other markets and off-exchange venues, the Exchange has no

way of knowing whether these proposed rule changes would definitely result in any Members qualifying for the new proposed tiers. While the Exchange has no way of predicting with certainty how the proposed changes will impact Member activity, based on the prior months volume, the Exchange anticipates that at least three Members will be able to satisfy proposed Add/Remove Volume Tier 1, no Members will be able to satisfy proposed Add/Remove Volume Tier 2, no Members will be able to satisfy proposed Add/Remove Volume Tier 3, no Members will be able to satisfy proposed Add/Remove Volume Tier 4, no Members will be able to satisfy proposed Add/Remove Volume Tier 5, and at least nine Members will be able to satisfy the proposed Non-Displayed Tier. The Exchange also notes that the proposed changes will not adversely impact any Member's ability to qualify for reduced fees or enhanced rebates offered under other tiers. Should a Member not meet the proposed new criteria, the Member will merely not receive that corresponding reduced fee.

The Exchange believes that its proposal to eliminate the Routing Tier is reasonable because the Exchange is not required to maintain this tier nor is it required to provide Members an opportunity to receive enhanced rebates. The Exchange believes its proposal to eliminate this tier is also equitable and not unfairly discriminatory because it applies to all Members (*i.e.*, the tier will not be available for any Member). The Exchange also notes that the proposed rule change to remove this tier merely results in Members not receiving an enhanced rebate, which, as noted above, the Exchange is not required to offer or maintain. Furthermore, the proposed rule change to eliminate the tier enables the Exchange to redirect resources and funding into other programs and tiers intended to incentivize increased order flow.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. Rather, as discussed above, the Exchange believes that the proposed change would encourage the submission of additional order flow to a public exchange, thereby promoting market depth, execution incentives and enhanced execution opportunities, as well as price discovery and transparency for all Members. As a result, the Exchange believes that the

¹⁹ Fee code C is appended to orders routed to NASDAQ BX using Destination Specific, TRIM or SLIM routing strategy.

²⁰ 15 U.S.C. 78f(b).

²¹ 15 U.S.C. 78f(b)(5).

²² *Id.*

²³ 15 U.S.C. 78f(b)(4).

²⁴ See *e.g.*, BZX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

²⁵ See *e.g.*, BYX Equities Fee Schedule, Footnote 1, Add/Remove Volume Tiers.

proposed changes further the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."

The Exchange believes the proposed rule changes do not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed modified Add/Remove Volume Tiers and modified Non-Displayed Tier will apply to all Members equally in that all Members are eligible for the tiers and reduced fees, have a reasonable opportunity to meet the proposed tiers' criteria and will receive the reduced fee on their qualifying orders if such criteria is met. The Exchange does not believe the proposed changes burden competition, but rather, enhance competition as they are intended to increase the competitiveness of BYX by amending existing pricing incentives in order to attract order flow and incentivize participants to increase their participation on the Exchange, providing for additional execution opportunities for market participants and improved price transparency. Greater overall order flow, trading opportunities, and pricing transparency benefits all market participants on the Exchange by enhancing market quality and continuing to encourage Members to send orders, thereby contributing towards a robust and well-balanced market ecosystem.

Additionally, the Exchange believes the proposed elimination of the current Routing Tier does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Specifically, the proposed change to eliminate the current Routing Tier will not impose any burden on intramarket competition because the changes apply to all Members uniformly, as in, the tier will no longer be available to any Member.

Next, the Exchange believes the proposed rule changes does not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. As previously discussed, the Exchange operates in a highly competitive market. Members have numerous alternative venues that they may participate on and direct their order flow, including other equities exchanges, off-exchange venues, and alternative trading systems. Additionally, the Exchange represents a small percentage of the overall market. Based on publicly available information,

no single equities exchange has more than 15% of the market share.²⁶ Therefore, no exchange possesses significant pricing power in the execution of order flow. Indeed, participants can readily choose to send their orders to other exchange and off-exchange venues if they deem fee levels at those other venues to be more favorable. Moreover, 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 fact that this market is competitive has also long been recognized by the courts. In *NetCoalition v. Securities and Exchange Commission*, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' . . . As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'. . . ."²⁸ Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of 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 Act²⁹ and paragraph (f) of Rule 19b-4³⁰ 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-CboeBYX-2025-034 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-CboeBYX-2025-034. 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-CboeBYX-2025-034 and should be submitted on or before January 7, 2026.

²⁶ *Supra* note 3.

²⁷ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

²⁸ *NetCoalition v. SEC*, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

²⁹ 15 U.S.C. 78s(b)(3)(A).

³⁰ 17 CFR 240.19b-4(f).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³¹

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104389; File No. SR-OCC-2025-017]

Self-Regulatory Organizations; the Options Clearing Corporation; Notice of Filing of Partial Amendment No. 1 and Order Granting Accelerated Approval of Proposed Rule Change, as Modified by Partial Amendment No. 1, by the Options Clearing Corporation Concerning Adjustments to Cleared Contracts

December 12, 2025.

I. Introduction

On September 26, 2025, the Options Clearing Corporation (“OCC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change SR-OCC-2025-017, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”)¹ and Rule 19b-4² thereunder, to revise and reorganize its rules pertaining to options contract adjustments.³ The proposed rule change was published for public comment in the **Federal Register** on October 1, 2025.⁴ On November 3, 2025, pursuant to Section 19(b)(2) of the Exchange Act,⁵ the Commission designated a longer period within which to approve, disapprove, or institute proceedings to determine whether to approve or disapprove the proposed rule change, until December 30, 2025.⁶ On December 5, 2025, OCC partially amended SR-OCC-2025-017 to (1) correct proposed rule text describing the current composition and governance of OCC’s Securities Committee, as approved by the Commission in a prior proposed rule change;⁷ and (2) conform cross references found elsewhere in OCC’s

rules to the restatement of the contract adjustment rules proposed in the Notice of Filing (“Partial Amendment No. 1”).⁸ The Commission has received no comments regarding the proposed rule change. The Commission is publishing this notice to solicit comments on Partial Amendment No. 1 from interested persons, and, for the reasons discussed below, is approving the proposed rule change as modified by Partial Amendment No. 1 (hereinafter defined as the “Proposed Rule Change”).

II. Background

OCC is a central counterparty (“CCP”), which means that, as part of its function as a clearing agency, it interposes itself as the buyer to every seller and the seller to every buyer for certain financial transactions. As the CCP for the listed options markets in the United States,⁹ as well as for certain futures and stock loans, OCC has certain processing obligations during the life of the products it clears. For example, it may be necessary for OCC to adjust the terms of a contract it has cleared. A contract adjustment refers to the modification of terms of an overlying derivative, like the options that are cleared and settled by OCC, in response to certain corporate actions that affect an underlying security—such as declaration of dividends or distributions, stock splits, rights offerings, reorganizations, or the merger or liquidation of an issuer.¹⁰ OCC states that it makes adjustments to maintain the economic value of existing positions by mirroring what occurs to the underlying security using determinative factors on a case-by-case basis.¹¹ Currently, OCC has broad authority to effect contract adjustments and, typically, makes a determination based

on (a) fairness to holders and writers (or purchasers and sellers) of the affected contracts; (b) the maintenance of a fair and orderly market in the affected contracts; (c) consistency of interpretation and practice; (d) efficiency of exercise settlement procedures; and (e) the coordination with other clearing agencies of the clearance and settlement of transactions in the underlying interest.¹²

As part of its contract adjustment risk management, OCC proposes to (1) adopt rules reflecting OCC’s current practices in making adjustment determinations; and (2) relocate, consolidate, and update references to adjustment-related provisions within its By-Laws and Rules.¹³ Regarding substantive revisions, OCC proposes to codify within its Rules the current practices related to adjustment determinations (e.g., by specifying additional circumstances when OCC will generally not make an adjustment or specifying additional factors guiding adjustment determinations).¹⁴ As to the non-substantive reorganization of adjustment-related provisions, OCC proposes to (i) relocate OCC’s existing provisions from its By-Laws to the new Chapter XXVIII of the Rules, which would encompass Rules 2801 through 2805;¹⁵ (ii) consolidate provisions regarding OCC’s adjustment authority and practices for actively traded products with similar methods of adjustments¹⁶ to eliminate duplicative provisions (e.g., consolidating provisions for adjustments to stock futures and stock options); and (iii) update references to current adjustment By-Laws sections contained in other adjustment provisions of the By-Laws for products not actively traded, and with regard to governance provisions for amendments to Rules and By-Laws. The

⁸ Partial Amendment No. 1 consists of (1) updated rule text to clarify that the Notice of Filing did not intend to implement a change to the governance arrangement or composition of the Securities Committee, as described in current By-Laws; and (2) Exhibit 5, showing updated interpretive guidance to accurately reflect cross-references. Partial Amendment No. 1 does not change the purpose or basis for SR-OCC-2025-017.

⁹ OCC describes itself as “the sole clearing agency for standardized equity options listed on a national securities exchange registered with the Commission (‘listed options’).” See Exchange Act Release No. 96533 (Dec. 19, 2022), 87 FR 79015 (Dec. 23, 2022) (File No. SR-OCC-2022-012).

¹⁰ See Notice of Filing, 90 FR at 47471.

¹¹ *Id.* (“The future occurrence of corporate actions is not always foreseeable at the time parties enter a derivatives trade, and therefore the occurrence of such a corporate action is not priced into the economics of the trade. Because derivative contract positions of trading parties may exist for weeks, months or years after the position was established, corporate actions may occur during the life of the contract that affect the economic position of the parties.”).

¹² *Id.* OCC also maintains a Securities Committee, consisting of one designated representative of each Securities Exchange and OCC’s Chief Executive Officer. This Securities Committee is authorized to adopt statements of policy or interpretations having general application to specified types of events or OCC cleared contracts to help guide adjustment policy for new or unusual situations, as needed. *Id.*

¹³ See Notice of Filing, 90 FR at 47470.

¹⁴ See Notice of Filing, 90 FR at 47481-84.

¹⁵ OCC also proposes certain non-substantive clarifying changes to the relocated language.

¹⁶ OCC does not propose consolidating By-Law provisions into the Rules for products that do not currently trade. Specifically, Article XIV, Sections 3A and 3B (Adjustments for Binary Options), Article XV, Section 4 (Adjustments for Foreign Currency Options), Article XVI, Section 3 (Adjustments for Yield-Based Treasury Options), Article XXIV, Section 4 (Adjustments for BOUNDS), and Article XXVI (Adjustments for Packaged Spread Options) will remain in the By-Laws with updates to reflect references to other adjustment provisions relocated to OCC’s Rules.

³¹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Notice of Filing *infra* note 4, at 90 FR 47470.

⁴ See Exchange Act Release No. 104104 (Sept. 26, 2025), 90 FR 47470 (Oct. 1, 2025) (File No. SR-OCC-2025-017) (“Notice of Filing”).

⁵ 15 U.S.C. 78s(b)(2).

⁶ See Exchange Act Release No. 104173 (Nov. 3, 2025), 90 FR 51424 (Nov. 17, 2025) (File No. SR-OCC-2025-017).

⁷ See Exchange Act Release No. 93102 (Sept. 22, 2021), 86 FR 53718 (Sept. 28, 2021) (SR-OCC-2021-007).