

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-2024-041 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-2024-041. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also 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-2024-041 and should be submitted on or before August 7, 2024.

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

Vanessa A. Countryman,
Secretary.

[FR Doc. 2024-15667 Filed 7-16-24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-100495; File No. 4-820]

Options Price Reporting Authority; Notice of Designation of a Longer Period for Commission Action on a Proposed Amendment To Modify Section 5.2(c)(iii) of the OPRA Plan Relating to Dissemination of Exchange Proprietary Data Information

July 11, 2024.

On November 8, 2023, the Cboe BZX Exchange, Inc. ("BZX Options"), Cboe Exchange, Inc. ("Cboe Options"), Cboe C2 Exchange, Inc. ("C2 Options"), and Cboe EDGX Exchange, Inc. ("EDGX Options") (collectively, the "Sponsors" or "Cboe") filed with the Securities and Exchange Commission ("Commission") a proposed amendment to the Plan for Reporting of Consolidated Options Last Sale Reports and Quotation Information ("OPRA Plan"). The proposed amendment was published for comment in the **Federal Register** on January 22, 2024.¹

On April 19, 2024, the Commission instituted proceedings pursuant to Rule 608(b)(2)(i) of Regulation NMS² under the Exchange Act to determine whether to approve or disapprove the proposed amendment or to approve the proposed amendment with any changes or subject to any conditions the Commission deems necessary or appropriate after considering public comment.³ Rule 608(b)(2)(i) of Regulation NMS provides that such proceedings shall be concluded within 180 days of the date of publication of notice of the plan or amendment and that the time for conclusion of such proceedings may be extended for up to 60 days (up to 240 days from the date of publication of notice of the plan or amendment) if the Commission determines that a longer period is appropriate and publishes the reasons for such determination or the

¹ See Options Price Reporting Authority; Notice of Filing of Proposed Amendment to Modify Section 5.2(c)(iii) of the OPRA Plan Relating to Dissemination of Exchange Proprietary Data Information, Securities Exchange Act Release No. 99345 (Jan. 16, 2024), 89 FR 3963 (Jan. 22, 2024) ("Notice"). Comments received in response to the Notice can be found on the Commission's website at <https://www.sec.gov/comments/4-820/4-820.htm>.

² 17 CFR 242.608(b)(2)(i).

³ See Options Price Reporting Authority; Order Instituting Proceedings to Determine Whether to Approve or Disapprove a Proposed Amendment To Modify Section 5.2(c)(iii) of the OPRA Plan Relating to Dissemination of Exchange Proprietary Data Information, Securities Exchange Act Release No. 99994 (Apr. 19, 2024), 89 FR 31785 (Apr. 25, 2024). Comments received in response to the Order Instituting Proceedings can be found on the Commission's website at <https://www.sec.gov/comments/4-820/4-820.htm>.

plan participants consent to a longer period.⁴ The 180th day after publication of the Notice for the proposed amendment is July 20, 2024. The Commission is extending this 180-day period.

The Commission finds that it is appropriate to designate a longer period within which to conclude proceedings regarding the proposed amendment so that it has sufficient time to consider the proposed amendment and the comments received. Accordingly, pursuant to Rule 608(b)(2)(i) of Regulation NMS,⁵ the Commission designates September 18, 2024, as the date by which the Commission shall conclude the proceedings to determine whether to approve or disapprove the proposed amendment or to approve the proposed amendment with any changes or subject to any conditions the Commission deems necessary or appropriate (File No. 4-820).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁶

J. Matthew DeLesDernier,
Deputy Secretary.

[FR Doc. 2024-15666 Filed 7-16-24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-100505; File No. SR-BOX-2024-17]

Self-Regulatory Organizations; BOX Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Fee Schedule for Trading on the BOX Options Market LLC Facility ("BOX")

July 11, 2024.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 1, 2024, BOX Exchange LLC (the "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III, below, which Items have been prepared by the Exchange. The Exchange filed the proposed rule change pursuant to Section 19(b)(3)(A)(ii) of the Act,³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposal effective upon

⁴ See 17 CFR 242.608(b)(2)(i).

⁵ *Id.*

⁶ 17 CFR 200.30-3(a)(85).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

³¹ 17 CFR 200.30-3(a)(12).

filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange is filing with the Securities and Exchange Commission ("Commission") a proposed rule change to amend the Fee Schedule on the BOX Options Market LLC ("BOX") options facility. The text of the proposed rule change is available from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's internet website at <https://rules.boxexchange.com/rulefilings>.

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 amend the Fee Schedule for trading on BOX to include FLEX Open Outcry ("FOO")

volume toward the Qualified Contingent Cross ("QCC") Growth Rebate.⁵

Currently, BOX offers a QCC Rebate and a QCC Growth Rebate.⁶ Specifically, a QCC Rebate is paid to the Participant that entered the order into the BOX system when at least one party to the QCC transaction is a Broker Dealer or Market Maker. The Participant receives a per contract rebate on QCC transactions according to the tier achieved. Volume thresholds are calculated on a monthly basis by totaling the Participant's QCC Agency Order volume on BOX. When only one side of the QCC transaction is a Broker Dealer or Market Maker, Rebate 1 applies. When both parties to the QCC transaction are a Broker Dealer or Market Maker, Rebate 2 applies. The Exchange notes that the QCC Rebate is intended to incentivize the sending of QCC Orders to BOX.

The QCC Rebate tier structure is as follows:

Tier	QCC agency order volume on BOX (per month)	Rebate 1 (per contract)	Rebate 2 (per contract)
1	0 to 749,999 contracts	(\$0.14)	(\$0.22)
2	1,000,000[sic] to 1,499,999 contracts	(0.16)	(0.25)
3	1,500,000+ contracts	(0.17)	(0.27)

Additionally, the QCC Growth Rebate allows Participant's to qualify for the rebates listed in Tier 3 of the QCC Rebate if a Participant's QCC Agency Order volume on BOX achieves Tier 2 of the QCC Rebate in the month AND the Participant's total QCC volume combined with total Qualified Open Outcry ("QOO") volume exceeds 5 million contracts per month. Strategy QOO Orders and Strategy QCC Orders are not counted toward the QCC Growth Rebate volume.⁷

The Exchange now proposes that FOO volume be counted toward the QCC Growth Rebate. Specifically, the Exchange proposes that if a Participant's QCC Agency Order volume on BOX achieves Tier 2 of the QCC Rebate in the month AND the Participant's total QCC volume combined with total QOO and FOO volume exceeds 5 million contracts per month, then the Participant will qualify for the rebates listed in Tier 3 of the QCC Rebate ("QCC Growth Rebate qualifications"). Strategy

QOO Orders, Strategy FOO Orders, and Strategy QCC Orders will not be counted toward the QCC Growth Rebate volume. Further, Participants are entitled to one QCC Rebate in a given month, which would be the greater of the QCC Rebate in Section IV.D.1.a, or the QCC Growth Rebate detailed in Section IV.D.1.b, but not both.

The Exchange notes that a similar rebate currently exists at another options exchange.⁸ Further, the Exchange believes that the proposal will encourage Participants to send increased QCC, FOO, and QOO order flow to BOX in order to achieve a higher rebate.

2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act, in general, and Section 6(b)(4) and 6(b)(5) of the Act,⁹ in particular, in that it provides for the equitable allocation of reasonable dues, fees, and other

charges among BOX Participants and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange's proposal to include FOO volume toward the QCC Growth Rebate is reasonable because this rebate will provide additional incentives for BOX Participants to engage in substantial amounts of trading activity which would serve to bring additional open outcry liquidity to the Trading Floor and QCC order flow to BOX's electronic market.

As discussed above, the Exchange notes that a similar QCC rebate currently exists at another exchange.¹⁰ The Exchange believes that the proposed QCC Growth Rebate qualifications are reasonable because they offer Participants an additional opportunity to achieve a higher QCC rebate. Additionally, the Exchange's proposal to include FOO volume toward the QCC Growth Rebate is equitable and not unfairly discriminatory because any

⁵ The Exchange recently established transaction fees and rebates applicable to the FOO Order type on the BOX Trading Floor. See Securities Exchange Act Release No. 100396 (June 21, 2024), 89 FR 53693 (June 27, 2024) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fee Schedule for Trading on the BOX Options Market LLC Facility).

⁶ See BOX Fee Schedule Section IV.D.1.

⁷ See BOX Fee Schedule Section IV.D.1.b.

⁸ See NYSE American LLC ("NYSE American") Fee Schedule (Section I.F. QCC Fees & Credits). Although the NYSE American Fee Schedule does not reference FLEX options, the Exchange believes that FLEX options are included in the Section I.F. QCC Fees & Credits calculation of manual

billable sides, which provides a QCC Billable Bonus Rebate. The Exchange notes that the structure and rebates differ, however, the concept of combining manual billable (including FLEX options) and QCC billable volume to determine rebates is similar to the proposal.

⁹ 15 U.S.C. 78f(b)(4) and (5).

¹⁰ See *supra* note 8.

Participant may qualify for this rebate.¹¹ All BOX Participants may enter order flow to obtain a QCC Growth Rebate.

The Exchange believes the proposal will create an incentive for Participants to bring liquidity to BOX—both electronically and on the Trading Floor. The Exchange believes that if the proposed incentive is effective, then an ensuing increase in trading activity on BOX will improve the quality of the market to the benefit of all market participants. Further, to the extent this proposal attracts new Participant volume to BOX, all market participants should benefit through increased liquidity and more trading opportunities. The Exchange believes this proposal is designed to increase participation on BOX and reward those Participants for the unique role they play in ensuring a robust market.

The Exchange's exclusion of QCC, FOO, and QOO strategy transactions is reasonable as Strategy QCC transactions are not currently assessed a fee and Strategy QOO and Strategy FOO transactions are subject to the fee caps and rebates detailed in Section V.D of the BOX Fee Schedule. The Exchange also notes that other exchanges exclude strategy transactions from certain rebates.¹² Further, the exclusion of strategy transactions from the QCC Growth Rebate is equitable and not unfairly discriminatory as this exclusion will be uniformly applied to all Participant types.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

The proposal does not impose an undue burden on intermarket competition. The Exchange believes its

proposal remains competitive with other options markets and will offer market participants with another choice of where to transact its business. The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees and rebates to remain competitive with other exchanges. Because competitors are free to modify their own fees and rebates in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

The Exchange believes that the QCC Growth Rebate as amended will encourage market participants to send greater amounts of QCC orders, FOO Orders, and QOO Orders to BOX for execution in order to obtain greater rebates and lower their costs. Further, the proposed QCC Growth Rebate should incentivize a greater amount of floor transactions on BOX, thereby allowing BOX to compete more effectively with other options floor models. The Exchange believes that the additional liquidity will enhance the quality of BOX's market and increase certain trading opportunities on BOX's Trading Floor.

The Exchange believes that its proposal will not place any category of market participant at a competitive disadvantage and therefore does not impose an undue burden on intra-market competition. The Exchange notes that any market participant may send an order to a BOX Floor Broker for execution on BOX's Trading Floor.

The Exchange's exclusion of FOO strategy transactions from the volume counted toward the QCC Growth Rebate does not impose an undue burden on competition as the exclusion will be uniformly applied to all Participant types.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section

19(b)(3)(A)(ii) of the Exchange Act¹³ and Rule 19b-4(f)(2) thereunder,¹⁴ because it establishes or changes a due, or fee.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend the rule change if it appears to the Commission that the action is necessary or appropriate in the public interest, for the protection of investors, or would otherwise further the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule 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-BOX-2024-17 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-BOX-2024-17. 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 submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10

¹¹ The Exchange notes that all BOX Participants may transact options business electronically or on the BOX Trading Floor with a registered Trading Permit. The Exchange notes further that any market participant may send an order to a BOX Floor Broker for execution on BOX's Trading Floor.

¹² See Nasdaq PHLX LLC ("Nasdaq PHLX") Rules, Section 6.B. FLEX Transaction Fees (providing that the Monthly Firm Fee Cap, Monthly Market Maker Cap, Strategy Caps and the Options Surcharge in BKK, described in Options 7, Section 4 will apply to this Section 6.B. No other fees described in Options 7, Section 4 will apply to this Section 6.B.). The Exchange notes that Nasdaq PHLX Options 7, Section 4 includes QCC Rebates which are inapplicable to Section 6.B FLEX Transaction Fees by its terms. See also NYSE American Fee Schedule (Section III.E.1.Floor Broker Incentive and Rebate Programs). The Exchange notes that NYSE American's Manual Billable Rebate Program does not include volume calculated to achieve the Strategy Execution Fee Cap, regardless of whether the cap is achieved.

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁴ 17 CFR 240.19b-4(f)(2).

a.m. and 3 p.m. Copies of the filing also 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–BOX–2024–17 and should be submitted on or before August 7, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁵

J. Matthew DeLesDernier,
Deputy Secretary.

[FR Doc. 2024–15675 Filed 7–16–24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–100506; File No. SR–NYSEARCA–2024–58]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the NYSE Arca Equities Fees and Charges

July 11, 2024.

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 July 1, 2024, NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “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

The Exchange proposes to amend the NYSE Arca Equities Fees and Charges (“Fee Schedule”) to expand the application of providing an additional calculation for purposes of determining whether an ETP Holder qualifies for fees and credits that pertain to providing liquidity. The Exchange proposes to implement the fee change effective July 1, 2024. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of

the Exchange, and at the Commission’s Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to amend the Fee Schedule to expand the application of providing an additional calculation for purposes of determining whether an ETP Holder qualifies for fees and credits that pertain to providing liquidity. More specifically, the proposed additional calculation would apply to the following pricing tier in Section VII. of the Fee Schedule: Tape B Tiers.³ The Exchange proposes to implement the fee change effective July 1, 2024.

Background

The Exchange operates in a highly competitive market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. 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.”⁴

While Regulation NMS has enhanced competition, it has also fostered a “fragmented” market structure where trading in a single stock can occur across multiple trading centers. When multiple trading centers compete for order flow in the same stock, the Commission has recognized that “such

competition can lead to the fragmentation of order flow in that stock.”⁵ Indeed, equity trading is currently dispersed across 16 exchanges,⁶ numerous alternative trading systems,⁷ and broker-dealer internalizers and wholesalers, all competing for order flow. Based on publicly available information, no single exchange currently has more than 20% market share.⁸ Therefore, no exchange possesses significant pricing power in the execution of equity order flow. More specifically, the Exchange currently has less than 12% market share of executed volume of equities trading.⁹

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can move order flow, or discontinue or reduce use of certain categories of products. While it is not possible to know a firm’s reason for shifting order flow, the Exchange believes that one such reason is because of fee changes at any of the registered exchanges or non-exchange venues to which the firm routes order flow. Accordingly, competitive forces compel the Exchange to use exchange transaction fees and credits because market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable.

Proposed Rule Change

The Exchange currently provides ETP Holders with various tiered credits for executing orders that add liquidity to the Exchange and charges them various fees for executing orders that remove liquidity from the Exchange, as set forth in Section VII. of the Fee Schedule, titled “Tier Rates—Round Lots and Odd Lots. The fees and credits enumerated in Section VII. apply to all securities priced at \$1 or more that are executed on the Exchange. ETP Holders may qualify for tiers of discounted fees and premium credits based, in part, upon the volume of their activities on the Exchange as a percentage of total “Consolidated Average Daily Volume” or “CADV.”

⁵ See Securities Exchange Act Release No. 61358, 75 FR 3594, 3597 (January 21, 2010) (File No. S7–02–10) (Concept Release on Equity Market Structure).

⁶ See Cboe U.S. Equities Market Volume Summary, available at https://markets.cboe.com/us/equities/market_share/.

⁷ See FINRA ATS Transparency Data, available at <https://otctransparency.finra.org/otctransparency/AtsIssueData>. A list of alternative trading systems registered with the Commission is available at <https://www.sec.gov/foia/docs/atslist.htm>.

⁸ See Cboe Global Markets U.S. Equities Market Volume Summary, available at http://markets.cboe.com/us/equities/market_share/.

⁹ See id.

¹⁵ 17 CFR 200.30–3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ Tape B Tiers refers to Tiers 1 through 3 and the Step Up tiers under the Tape B Tiers pricing tier table on the Fee Schedule.

⁴ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (File No. S7–10–04) (Final Rule) (“Regulation NMS”).