

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 18		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR -2014 - * 42	
Amendment No. (req. for Amendments *)					
Filing by Miami International Securities Exchange, LLC. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934					
Initial * <input checked="" type="checkbox"/>		Amendment * <input type="checkbox"/>		Withdrawal <input type="checkbox"/>	
Section 19(b)(2) * <input type="checkbox"/>		Section 19(b)(3)(A) * <input checked="" type="checkbox"/>		Section 19(b)(3)(B) * <input type="checkbox"/>	
Pilot <input type="checkbox"/>		Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	
		Rule			
		<input type="checkbox"/> 19b-4(f)(1)		<input type="checkbox"/> 19b-4(f)(4)	
		<input checked="" type="checkbox"/> 19b-4(f)(2)		<input type="checkbox"/> 19b-4(f)(5)	
		<input type="checkbox"/> 19b-4(f)(3)		<input type="checkbox"/> 19b-4(f)(6)	
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934		
Section 806(e)(1) * <input type="checkbox"/>		Section 806(e)(2) * <input type="checkbox"/>		Section 3C(b)(2) * <input type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>			
Description					
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).					
<input type="text" value="Amend the MIAX Options Fee Schedule"/>					
Contact Information					
Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.					
First Name * <input type="text" value="Brian"/>		Last Name * <input type="text" value="O'Neill"/>			
Title * <input type="text" value="Vice President and Senior Counsel"/>					
E-mail * <input type="text" value="boneill@miami-holdings.com"/>					
Telephone * <input type="text" value="(609) 897-1434"/>		Fax <input type="text"/>			
Signature					
Pursuant to the requirements of the Securities Exchange Act of 1934,					
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.					
(Title *)					
Date <input type="text" value="07/29/2014"/>		<input type="text" value="Vice President and Senior Counsel"/>			
By <input type="text" value="Brian O'Neill"/>		<input type="text"/>			
(Name *)					
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.					
<input type="button" value="Persona Not Validated - 1399471823417"/>					

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) Miami International Securities Exchange, LLC (“MIAX” or “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to amend the MIAX Options Fee Schedule.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and a copy of the applicable section of the proposed Fee Schedule is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the MIAX Board of Directors on December 12, 2013. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the proposed rule change.

Questions and comments on the proposed rule change may be directed to Brian O’Neill, Vice President and Senior Counsel, at 609-897-1434.

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

The Exchange proposes to amend its Fee Schedule to provide that certain orders of affiliates of Members will be included in calculating the Monthly Firm Fee Cap. The Exchange recently adopted the Monthly Firm Fee Cap that caps transaction fees for the month at \$60,000

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

for orders that are entered and executed for an account identified by an Electronic Exchange Member for clearing in the OCC "Firm" range.³ The Monthly Firm Fee Cap is based on the similar fees of another competing options exchange.⁴

The current transaction fees for Firms on the Exchange are \$0.25 transaction fee for executions in standard option contracts and \$0.025 transaction fee for Mini Option contracts. Pursuant to the Monthly Firm Fee Cap, in a single billing month the total amount of transaction fees for Firms are capped and thus do not exceed \$60,000. Members must notify the Exchange in writing of all accounts in which the Member is not trading in its own proprietary account. The Exchange does not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. Mini Option contracts are not eligible for inclusion in the Monthly Firm Fee Cap. Firm transactions in Mini Options, however, continue to be executed at the rate of \$0.025 per contract.

The Exchange proposes to amend the Monthly Firm Fee Cap to allow the aggregation of trading activity of separate Members or its affiliates for purposes of the Monthly Firm Fee Cap if there is at least 75% common ownership between the firms as reflected on each firm's Form BD,

³ See Securities Exchange Act Release No. 72583 (July 10, 2014), 79 FR 41612 (July 16, 2014) (SR-MIAX-2014-37).

⁴ See NASDAQ OMX PHLX LLC Pricing Schedule, Section II. See also Securities Exchange Act Release Nos. 59393 (February 11, 2009), 74 FR 7721 (February 19, 2009) (SR-PHLX-2009-12); 65888 (December 5, 2011), 76 FR 77046 (December 9, 2011) (SR-PHLX-2011-160). See also NYSE Amex Options Fee Schedule, p. 17. In contrast to PHLX and NYSE MKT, the Exchange does not exclude all dividend, merger, and short stock interest strategy executions from the Monthly Firm Fee Cap. In addition, in contrast to PHLX, the Exchange does not apply the Monthly Firm Fee Cap to proprietary orders effected for the purpose of hedging the proprietary over-the-counter trading of an affiliate of a Member that qualifies for the Monthly Firm Fee Cap. Further, in contrast to PHLX and NYSE MKT which apply to floor and manual transactions respectively, since the Exchange is a fully electronic exchange and thus does not have a trading floor or manual trading, the Monthly Firm Fee Cap applies to electronic Firm transactions.

Schedule A.⁵ Members must notify the Exchange in writing of the account(s) designated for purposes of trading in their proprietary account. The Member would be required to inform the Exchange immediately of any event that causes an entity to cease to be an affiliate. In addition, Member must notify the Exchange in writing of the account(s) designated for purposes of proprietary trading of Member or its affiliates. The Member would be required to segregate unaffiliated firm orders from that of its affiliates in order for the qualifying affiliated firm orders to be eligible for the Monthly Firm Fee Cap. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. The Exchange believes that this practice would not create an undue burden on its Members and would ensure a more efficient billing process.

The proposed change to the Monthly Firm Fee Cap is intended to create an additional incentive for Firms to send order flow to the Exchange. The Exchange believes that the proposal would increase both intermarket and intramarket competition by incenting Firms on other exchanges to direct additional orders to the Exchange to allow the Exchange to compete more effectively with other options exchanges for such transactions.

The Exchange proposes to implement the new transaction fees beginning August 1, 2014.

b. Statutory Basis

The Exchange believes that its proposal to amend its fee schedule is consistent with

⁵ A Member's total amount of transaction fees in an account that clear in the Firm range would be determined at the firm affiliated level. E.g., if five EEM individuals are affiliated with member firm ABC as reflected by Exchange records for the entire month, all the volume from those five individual EEMs will count towards firm ABC's Monthly Firm Fee Cap for that month. The Exchange and CBOE both aggregate volume of market maker firms with at least 75% common ownership between the firms. See Securities Exchange Act Release Nos. 72565 (July 8, 2014), 79 FR 40807 (July 14, 2014)(SR-MIAX-2014-31); 55193 (January 30, 2007), 72 FR 5476 (February 6, 2007) (SR-CBOE-2006-111). See also CBOE Fees Schedule, p. 3.

Section 6(b) of the Act⁶ in general, and furthers the objectives of Section 6(b)(4) of the Act⁷ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members.

The Exchange believes that the proposal is fair, equitable and not unreasonably discriminatory. The Exchange believes the proposed rule change is reasonable because it would allow aggregation of the trading activity of separate Members or its affiliates for purposes of the Monthly Firm Fee Cap only in very narrow circumstances, namely, where the firm is an affiliate, as defined herein. Furthermore, other exchanges, as well as MIAX, have rules that permit the aggregation of the trading activity of affiliated entities for the purposes of calculating and assessing certain fees. The Exchange believes that it is reasonable to require Members to segregate these transactions in a separate account to create an effective way to account and bill for these transactions. The Exchange believes that its proposal is equitable and not unfairly discriminatory because any Member may request that the Exchange aggregate its trading activity with the trading activity of an affiliated firm for purposes of calculating the Monthly Firm Fee Cap. The Exchange believes that it is equitable and not unfairly discriminatory to require Members to segregate these transactions in a separate account as this requirement would apply to all member organizations.

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

MIAX 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 is similar to the transaction fees found on other options exchanges; therefore, the Exchange believes the proposal is consistent with robust competition by increasing the intermarket

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4).

competition for order flow from Firms. To the extent that there is additional competitive burden on non-Firm Members, the Exchange believes that this is appropriate because the proposal should incent Members to direct additional order flow to the Exchange and thus provide additional liquidity that enhances the quality of its markets and increases the volume of contracts traded here. To the extent that this purpose is achieved, all the Exchange's market participants should benefit from the improved market liquidity. Enhanced market quality and increased transaction volume that results from the anticipated increase in order flow directed to the Exchange will benefit all market participants and improve competition on the Exchange. 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. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and to attract order flow. The Exchange believes that the proposal reflects this competitive environment.

5. 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.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,⁸ and Rule 19b-4(f)(2) thereunder⁹ the Exchange has designated this proposal as establishing or changing a due, fee, or other charge

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ 17 CFR 240.19b-4.

imposed on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is based on the similar firm transaction fee cap of NASDAQ OMX PHLX LLC.¹⁰ However, the Monthly Firm Fee Cap is set lower than the corresponding transaction fee cap of PHLX. In contrast to PHLX, the Exchange does not exclude all dividend, merger, and short stock interest strategy executions from the Monthly Firm Fee Cap. In addition, in contrast to PHLX, the Exchange does not limit the Monthly Firm Fee Cap to proprietary orders effected for the purpose of hedging the proprietary over-the-counter trading of an affiliate of a Member that qualifies for the Monthly Firm Fee Cap. Further, in contrast to PHLX which applies to floor transactions, since the Exchange is a fully electronic exchange and thus does not have a trading floor or manual trading, the Monthly Firm Fee Cap will apply to electronic Firm transactions. Although the proposal is not based on the fees of NYSE MKT, NYSE MKT has a firm transaction fee cap of \$100,000 that applies to firm proprietary manual trades.¹¹

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

¹⁰ See NASDAQ OMX PHLX LLC Pricing Schedule, Section II. See also Securities Exchange Act Release Nos. 59393 (February 11, 2009), 74 FR 7721 (February 19, 2009) (SR-PHLX-2009-12); 65888 (December 5, 2011), 76 FR 77046 (December 9, 2011) (SR-PHLX-2011-160).

¹¹ See NYSE Amex Options Fee Schedule, p. 17.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.
5. Applicable Section of the MIAX Fee Schedule.

EXHIBIT 1SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-MIAX-2014-42)

July __, 2014

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by Miami International Securities Exchange LLC to Amend Its Fee Schedule

Pursuant to the provisions of 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 29, 2014, Miami International Securities Exchange LLC (“MIAX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a 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 is filing a proposal to amend the MIAX Options Fee Schedule.

The text of the proposed rule change is available on the Exchange’s website at

http://www.miaxoptions.com/filter/wotitle/rule_filing, at MIAX’s principal office, and at the Commission’s Public Reference Room.

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

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 to provide that certain orders of affiliates of Members will be included in calculating the Monthly Firm Fee Cap. The Exchange recently adopted the Monthly Firm Fee Cap that caps transaction fees for the month at \$60,000 for orders that are entered and executed for an account identified by an Electronic Exchange Member for clearing in the OCC "Firm" range.³ The Monthly Firm Fee Cap is based on the similar fees of another competing options exchange.⁴

The current transaction fees for Firms on the Exchange are \$0.25 transaction fee for executions in standard option contracts and \$0.025 transaction fee for Mini Option contracts. Pursuant to the Monthly Firm Fee Cap, in a single billing month the total amount of transaction fees for Firms are capped and thus do not exceed \$60,000. Members must notify the Exchange in writing of all accounts in which the Member is not trading in its own proprietary account. The Exchange does not make adjustments to billing invoices where transactions are commingled in

³ See Securities Exchange Act Release No. 72583 (July 10, 2014), 79 FR 41612 (July 16, 2014) (SR-MIAX-2014-37).

⁴ See NASDAQ OMX PHLX LLC Pricing Schedule, Section II. See also Securities Exchange Act Release Nos. 59393 (February 11, 2009), 74 FR 7721 (February 19, 2009) (SR-PHLX-2009-12); 65888 (December 5, 2011), 76 FR 77046 (December 9, 2011) (SR-PHLX-2011-160). See also NYSE Amex Options Fee Schedule, p. 17. In contrast to PHLX and NYSE MKT, the Exchange does not exclude all dividend, merger, and short stock interest strategy executions from the Monthly Firm Fee Cap. In addition, in contrast to PHLX, the Exchange does not apply the Monthly Firm Fee Cap to proprietary orders effected for the purpose of hedging the proprietary over-the-counter trading of an affiliate of a Member that qualifies for the Monthly Firm Fee Cap. Further, in contrast to PHLX and NYSE MKT which apply to floor and manual transactions respectively, since the Exchange is a fully electronic exchange and thus does not have a trading floor or manual trading, the Monthly Firm Fee Cap applies to electronic Firm transactions.

accounts which are not subject to the Monthly Firm Fee Cap. Mini Option contracts are not eligible for inclusion in the Monthly Firm Fee Cap. Firm transactions in Mini Options, however, continue to be executed at the rate of \$0.025 per contract.

The Exchange proposes to amend the Monthly Firm Fee Cap to allow the aggregation of trading activity of separate Members or its affiliates for purposes of the Monthly Firm Fee Cap if there is at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A.⁵ Members must notify the Exchange in writing of the account(s) designated for purposes of trading in their proprietary account. The Member would be required to inform the Exchange immediately of any event that causes an entity to cease to be an affiliate. In addition, Member must notify the Exchange in writing of the account(s) designated for purposes of proprietary trading of Member or its affiliates. The Member would be required to segregate unaffiliated firm orders from that of its affiliates in order for the qualifying affiliated firm orders to be eligible for the Monthly Firm Fee Cap. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. The Exchange believes that this practice would not create an undue burden on its Members and would ensure a more efficient billing process.

The proposed change to the Monthly Firm Fee Cap is intended to create an additional incentive for Firms to send order flow to the Exchange. The Exchange believes that the proposal would increase both intermarket and intramarket competition by incenting Firms on other

⁵ A Member's total amount of transaction fees in an account that clear in the Firm range would be determined at the firm affiliated level. E.g., if five EEM individuals are affiliated with member firm ABC as reflected by Exchange records for the entire month, all the volume from those five individual EEMs will count towards firm ABC's Monthly Firm Fee Cap for that month. The Exchange and CBOE both aggregate volume of market maker firms with at least 75% common ownership between the firms. See Securities Exchange Act Release Nos. 72565 (July 8, 2014), 79 FR 40807 (July 14, 2014)(SR-MIAX-2014-31); 55193 (January 30, 2007), 72 FR 5476 (February 6, 2007) (SR-CBOE-2006-111). See also CBOE Fees Schedule, p. 3.

exchanges to direct additional orders to the Exchange to allow the Exchange to compete more effectively with other options exchanges for such transactions.

The Exchange proposes to implement the new transaction fees beginning August 1, 2014.

2. Statutory Basis

The Exchange believes that its proposal to amend its fee schedule is consistent with Section 6(b) of the Act⁶ in general, and furthers the objectives of Section 6(b)(4) of the Act⁷ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members.

The Exchange believes that the proposal is fair, equitable and not unreasonably discriminatory. The Exchange believes the proposed rule change is reasonable because it would allow aggregation of the trading activity of separate Members or its affiliates for purposes of the Monthly Firm Fee Cap only in very narrow circumstances, namely, where the firm is an affiliate, as defined herein. Furthermore, other exchanges, as well as MIAX, have rules that permit the aggregation of the trading activity of affiliated entities for the purposes of calculating and assessing certain fees. The Exchange believes that it is reasonable to require Members to segregate these transactions in a separate account to create an effective way to account and bill for these transactions. The Exchange believes that its proposal is equitable and not unfairly discriminatory because any Member may request that the Exchange aggregate its trading activity with the trading activity of an affiliated firm for purposes of calculating the Monthly Firm Fee Cap. The Exchange believes that it is equitable and not unfairly discriminatory to require Members to segregate these transactions in a separate account as this requirement would apply to all member organizations.

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(4).

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 is similar to the transaction fees found on other options exchanges; therefore, the Exchange believes the proposal is consistent with robust competition by increasing the intermarket competition for order flow from Firms. To the extent that there is additional competitive burden on non-Firm Members, the Exchange believes that this is appropriate because the proposal should incent Members to direct additional order flow to the Exchange and thus provide additional liquidity that enhances the quality of its markets and increases the volume of contracts traded here. To the extent that this purpose is achieved, all the Exchange's market participants should benefit from the improved market liquidity. Enhanced market quality and increased transaction volume that results from the anticipated increase in order flow directed to the Exchange will benefit all market participants and improve competition on the Exchange. 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. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and to attract order flow. The Exchange believes that the proposal reflects this competitive environment.

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

Written comments were neither solicited nor 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 Act.⁸ 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 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 (<http://www.sec.gov/rules/sro.shtml>);
- or
- Send an e-mail [to rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-MIAX-2014-42 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-MIAX-2014-42. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>).

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

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 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-MIAX-2014-42 and should be submitted on or before [insert date 21 days from publication in the Federal Register]. For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁹

Kevin M. O'Neill
Deputy Secretary

⁹ 17 CFR 200.30-3(a)(12).

Exhibit 5

New text is underlined;
Deleted text is in [brackets]

MIAX Options Fee Schedule

1) Transaction Fees

a) Exchange Fees

i) No Change

ii) Other Market Participant Transaction Fees

Types of Other Market Participants	Standard Options Transaction Fee (per executed contract)	Mini Options Transaction Fee (per executed contract)	These fees will apply to all option classes traded on MIAX
<i>Priority Customer²</i>	\$ 0.00	\$ 0.000	There is no fee assessed to an Electronic Exchange Member (an "EEM," as defined in MIAX Rule 100) that enters an order that is executed for the account of a Priority Customer.
<i>Public Customer that is Not a Priority Customer</i>	\$ 0.25	\$ 0.025	This fee is assessed to an EEM that enters an order that is executed for the account of a Public Customer ³ that does not meet the criteria for designation as a Priority Customer. This fee will also be charged to an EEM that enters an order for the account of a Public Customer that has elected to be treated as a Voluntary Professional. ⁴

² The term "Priority Customer" means a person or entity that (i) is not a broker or dealer in securities, and (ii) does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). See Exchange Rule 100.

³ The term "Public Customer" means a person that is not a broker or dealer in securities. See Exchange Rule 100.

⁴ The term "Voluntary Professional" means any Public Customer that elects, in writing, to be treated in the same manner as a broker or dealer in securities for purposes of Rule 514, as well as the Exchange's schedule of fees. See Exchange Rule 100.

<i>Non-MIAX Market Maker</i>	\$ 0.45	\$ 0.045	This fee is assessed to an EEM that enters an order that is executed for the account of a non-MIAX market maker. A non-MIAX market maker is a market maker registered as such on another options exchange.
<i>Non-Member Broker-Dealer</i>	\$ 0.45	\$ 0.045	This fee is assessed to an EEM that enters an order that (i) is executed for the account of a non-Member Broker-Dealer, and (ii) is identified by the EEM for clearing in the Options Clearing Corporation ("OCC") "customer" range. A non-Member Broker-Dealer is a broker-dealer that is not a member of the OCC, and that is not registered as a Member at MIAX or another options exchange.
<i>Firm</i>	\$ 0.25	\$ 0.025	This fee is assessed to an EEM that enters an order that is executed for an account identified by the EEM for clearing in the OCC "Firm" range.

Firms are subject to a maximum fee of \$60,000 ("Monthly Firm Fee Cap"). Firm transaction fees for one billing month will not exceed the Monthly Firm Fee Cap per member organization when such Members are trading in their own proprietary account. Members must notify the Exchange in writing of all accounts in which the Member is not trading in its own proprietary account. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. The Exchange will aggregate the trading activity of separate Members or its affiliates for purposes of the Monthly Firm Fee Cap if there is at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A. Members must notify the Exchange in writing of the account(s) designated for purposes of trading in their proprietary account. The Exchange requires Members to segregate unaffiliated firm orders from that of its affiliates in order for the qualifying affiliated firm orders to be eligible for the Monthly Firm Fee Cap. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. Mini-option contracts are not eligible for inclusion in the Monthly Firm Fee Cap. Firm transactions trades in mini-options, however, will continue to be executed at the rate indicated above.
