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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2017 - * 40
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 *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
☑	☐	☐	☐	☑	☐

Pilot	Extension of Time Period for Commission Action *	Date Expires *
☐	☐	

Rule

☐ 19b-4(f)(1)	☐ 19b-4(f)(4)
☑ 19b-4(f)(2)	☐ 19b-4(f)(5)
☐ 19b-4(f)(3)	☐ 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) *	Section 806(e)(2) *
☐	☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) * ☐

Exhibit 2 Sent As Paper Document ☐

Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposal to Amend the 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 *	Joseph
Last Name *	Ferraro
Title *	Senior Vice President and Deputy General Counsel
E-mail *	jferraro@miami-holdings.com
Telephone *	(609) 897-8492
Fax	

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.

Date	08/07/2017
By	Joseph Ferraro

(Name *)

(Title *)

Senior Vice President and Deputy General Counsel

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.

jferraro@miami-holdings.com

Required fields are shown with yellow backgrounds and asterisks.

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 Options" 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 ("Fee Schedule") to adopt transaction fees and rebates for certain new complex order types that have become available for trading on the Exchange, as described below. The Exchange also proposes to clarify an existing transaction fee that applies to an existing order type, as well as make a number of technical corrections to its Fee Schedule.

The Exchange initially filed the proposal on July 27, 2017 (SR-MIAX-2017-37). That filing was withdrawn and replaced with the current filing (SR-MIAX-2017-40).

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 Options Board of Directors on December 8, 2016. 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.

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

[2] 17 CFR 240.19b-4.

Questions and comments on the proposed rule change may be directed to Joseph W. Ferraro, Senior Vice President and Deputy General Counsel, at 609-897-8492.

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 adopt transaction fees and rebates for certain new complex order types that have become available for trading on the Exchange, as described below. The Exchange also proposes to clarify an existing transaction fee that applies to an existing order type, as well as make a number of technical corrections to the Fee Schedule.

The Exchange began trading complex orders[3] in October, 2016.[4] As part of its effort to continue to build out its complex order market segment, the Exchange recently adopted rules to establish the following three new types of complex orders as well as adopted new provisions that relate to the processing of such complex order types: (i) complex PRIME ("cPRIME") Orders, (ii) Complex Qualified Contingent Cross ("cQCC") Orders, and (iii) Complex Customer Cross

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3 A "complex order" is any order involving the concurrent purchase and/or sale of two or more different options in the same underlying security (the "legs" or "components" of the complex order), for the same account, in a ratio that is equal to or greater than one-to-three (.333) and less than or equal to three-to-one (3.00) and for the purposes of executing a particular investment strategy. Mini-options may only be part of a complex order that includes other mini-options. Only those complex orders in the classes designated by the Exchange and communicated to Members via Regulatory Circular with no more than the applicable number of legs, as determined by the Exchange on a class-by-class basis and communicated to Members via Regulatory Circular, are eligible for processing. See Exchange Rule 518(a)(5).

4 For a complete description of the trading of complex orders on the Exchange, see Exchange Rule 518. See also, Securities Exchange Act Release No. 79072 (October 7, 2016), 81 FR 71131 (October 14, 2016)(SR-MIAX-2016-26).

("cC2C") Orders.[5] A cPRIME Order is a complex order that is submitted for participation in a cPRIME Auction. A cQCC Order is comprised of an originating complex order to buy or sell where each leg is at least 1,000 contracts and that is identified as being part of a qualified contingent trade, as defined in Rule 516, Interpretations and Policies .01, coupled with a contra-side complex order or orders for the same strategy totaling an equal number of contracts. A cC2C Order is comprised of one Priority Customer complex order to buy and one Priority Customer complex order to sell the same complex strategy at the same initiating price (which must be better than (inside) the icMBBO[6] price or the best net price of a complex order for the strategy) and for the same quantity. cPRIME Orders are processed and executed in the Exchange's PRIME mechanism, the same mechanism that the Exchange uses to process and execute simple PRIME orders, pursuant to Exchange Rule 515A. cQCC and cC2C Orders are processed and executed in the same mechanism that the Exchange uses to cross simple QCC orders and Customer Cross orders, pursuant to Exchange Rule 515.

cPRIME Orders

Rule 518(b)(7) defines a cPRIME Order as a type of complex order that is submitted for participation in a cPRIME Auction. Trading of cPRIME Orders is governed by Rule 515A, Interpretations and Policies .12. A cPRIME Auction is the price-improvement mechanism of the

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5 See Securities Exchange Act Release No. 81131 (July 12, 2017), 82 FR 32900 (July 18, 2017)(SR-MIAX-2017-19). (Order Granting Approval of a Proposed Rule Change to Amend MIAX Options Rules 515, Execution of Orders and Quotes; 515A, MIAX Price Improvement Mechanism ("PRIME") and PRIME Solicitation Mechanism; and 518, Complex Orders).

6 The Implied Complex MIAX Best Bid or Offer ("icMBBO") is a calculation that uses the best price from the Simple Order Book for each component of a complex strategy including displayed and non-displayed trading interest. For stock-option orders, the icMBBO for a complex strategy will be calculated using the best price (whether displayed or non-displayed) on the Simple Order Book in the individual option component(s), and the NBBO in the stock component. See Exchange Rule 518(a)(11).

Exchange's System[7] pursuant to which a Member ("Initiating Member") electronically submits a complex order that it represents as agent (an "Agency Order") into a cPRIME Auction. The Initiating Member, in submitting an Agency Order, must be willing to either (i) cross the Agency Order at a single price (a "single-price submission") against principal or solicited interest, or (ii) automatically match ("auto-match"), against principal or solicited interest, the price and size of responses to a Request for Response ("RFR") that is broadcast to MIAX Options participants up to an optional designated limit price.

The Exchange utilizes the same mechanism for the processing and execution of both PRIME and cPRIME Orders. Accordingly, the Exchange has modified Rule 515A so that it also permits the execution of cPRIME Orders, through changes to Rule 515A(a) and the adoption of Interpretations and Policies .12 (PRIME for Complex Orders).[8] Interpretations and Policies .12 includes certain processing and execution requirements for cPRIME Orders that differ from the processing and execution requirements under Rule 515A(a) for simple PRIME Orders.[9]

The Exchange now proposes to adopt new Section 1)a)vi), MIAX Complex Price Improvement Mechanism ("cPRIME") Fees, on the Fee Schedule to establish transaction fees and credits for executions in a cPRIME Auction, which transaction fees and credits are similar to transaction fees and credits that the Exchange currently assesses for executions in a PRIME Auction:

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[7] The term "System" means the automated trading system used by the Exchange for the trading of securities. See Exchange Rule 100.

[8] See supra note 5.

[9] Id.

Types of Market Participants	cPRIME Order Fee		Responder to cPRIME Auction Fee		cPRIME Break-up Credit	
	Per Contract Fee for Agency Order	Per Contract Fee for Contra-side Order	Per Contract Fee for Penny Classes	Per Contract Fee for Non-Penny Classes	Per Contract Credit for Penny Classes	Per Contract Credit for Non-Penny Classes
Priority Customer	$0.00	$0.00	$0.50	$0.99	$0.25	$0.60
Public Customer that is Not a Priority Customer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-Member Broker-Dealer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Firm	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60

This cPRIME Fee table (including the amounts therein) is identical to the PRIME Fee table (including the amounts therein), which is contained in Section 1)a)v) of the Fee Schedule.

The Exchange also proposes to adopt certain explanatory text relating to the cPRIME Fee table, just as the Exchange currently has relating to the PRIME Fee table. The text provides that all fees and credits are per contract per leg. Also, MIAX will assess the Responder to cPRIME Auction Fee to: (i) a cPRIME AOC Response that executes against a cPRIME Order, and (ii) a cPRIME Participating Quote or Order[10] that executes against a cPRIME Order. MIAX will apply the cPRIME Break-up credit to the EEM that submitted the cPRIME Order for agency contracts that are submitted to the cPRIME Auction that trade with a cPRIME AOC Response or

10 The term "cPRIME Participating Quote or Order" means an unrelated MIAX Market Maker complex quote or unrelated MIAX Market Maker complex order that is received during the Response Time Interval and executed against a cPRIME Order. See Section 1a)i) of the Fee Schedule, as described below.

a cPRIME Participating Quote or Order that trades with the cPRIME Order. MIAX will assess the standard complex transaction fees to a cPRIME AOC Response if it executes against unrelated complex orders. Any Member[11] or its Affiliate[12] that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a cPRIME AOC Response that is received during the Response Time Interval and executed against the cPRIME Order, or a cPRIME Participating Quote or Order that is received during the Response Time Interval and executed against the cPRIME Order, will be assessed a Discounted cPRIME Response Fee of $0.46 per contract for standard complex order options in Penny Pilot classes. Any Member or its Affiliate that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a cPRIME AOC Response that is received during the Response Time Interval and executed against the cPRIME Order, or a cPRIME Participating Quote or Order that is received during the Response Time Interval and executed against the cPRIME Order, will be assessed a Discounted cPRIME Response Fee of $0.95 per contract for standard complex order options in non-Penny Pilot classes.

The Exchange also proposes to amend Section 1)a)iii), the Priority Customer Rebate Program (the "PCRP"), of the Fee Schedule to establish a tiered per contract credit for cPRIME Agency Orders. The Exchange proposes to credit each Member $0.10 per contract per leg for each Priority Customer cPRIME Agency Order in each tier. The Exchange also proposes to adopt certain explanatory text relating to cPRIME Agency Orders in PCRP table, just as the

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11 The term "Member" means an individual or organization approved to exercise the trading rights associated with a Trading Permit. Members are deemed "members" under the Exchange Act. See Exchange Rule 100.

12 For purposes of the MIAX Options Fee Schedule, the term "Affiliate" means (i) an affiliate of a Member of at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A, ("Affiliate"), or (ii) the Appointed Market Maker of an Appointed EEM (or, conversely, the Appointed EEM of an Appointed Market Maker). See Fee Schedule note 1.

Exchange currently has relating to other order types in the PCRP table. The text provides that all fees and rebates are per contract per leg. Also for each Priority Customer complex order submitted into the cPRIME Auction as a cPRIME Agency Order, MIAX shall credit each member at the separate per contract per leg rate for cPRIME Agency Orders. However, no rebates will be paid if the cPRIME Agency Order executes against a Contra-side Order which is also a Priority Customer. Finally, unless otherwise explicitly set forth therein, the remainder of the explanatory text relating to the PCRP set forth in that Section 1)a)iii) shall apply to cPRIME Agency Orders. The Exchange notes that a Member or its Affiliate that qualifies for PCRP volume tiers 3 or higher receives an additional rebate of $0.02 per contract for each Priority Customer order executed in the PRIME Auction as a PRIME Agency Order over a threshold of 1,500,000 contracts in a month.

Finally, for clarification, just as is the case today for other types of complex orders, if the cPRIME order legs into the simple order book, the contracts that were entered directly into the simple order book will be subject to all standard transaction fees, marketing fees, rebates, and credits, as set forth in the Exchange's Fee Schedule and as applicable to simple orders. Also, the Exchange will assess only the cPRIME fees contained in Section 1)a)vi) with respect to cPRIME Auctions – the Exchange will not also assess the complex order fees contained elsewhere in Section 1)a). For example, a MIAX Market Maker would only be charged $0.50 per contract per leg executed for responding to a cPRIME Auction, pursuant to Section 1)a)vi); it would not also be charged the $0.10 Per Contract Surcharge for Removing Liquidity Against a Resting Priority Customer Complex Order on the Strategy Book fee contained in Section 1)a)i). Also, if a cPRIME Agency Order legs into a simple Market Maker order on the simple order book, the Market Maker order would not be considered to be a Responder for fee purposes.

As Section 1)a)vi) will now contain the proposed cPRIME fees, the current simple QCC Fees table will be renumbered as Section 1)a)vii). There are no substantive changes for simple QCC fees.

<u>cQCC Orders</u>

The Exchange proposes to adopt new Section 1)a)viii), cQCC Fees, to the Fee Schedule to establish transaction fees and rebates for cQCC Orders, which are identical to transaction fees and rebates that the Exchange currently charges for simple QCC Orders:

	cQCC Order		
Types of Market Participants	**Per Contract Fee for Initiator**	**Per Contract Fee for Contra-side**	**Per Contract Rebate for Initiator**
Priority Customer	$0.00	$0.00	$0.10
Public Customer that is Not a Priority Customer	$0.15	$0.15	$0.10
MIAX Market Maker	$0.15	$0.15	$0.10
Non-MIAX Market Maker	$0.15	$0.15	$0.10
Non-Member Broker-Dealer	$0.15	$0.15	$0.10
Firm	$0.15	$0.15	$0.10

This cQCC Fees table (including the amounts therein) is identical to the QCC Fees table (including the amounts therein), which is contained in Section 1)a)vii) of the Fee Schedule.

The Exchange also proposes to adopt certain explanatory text relating to the cQCC Fees table, just as the Exchange currently has relating to the simple QCC Fees table. The text provides that all fees and rebates are per contract per leg. Also, rebates will be delivered to the Member firm that enters the order into the MIAX system, but will only be paid on the initiating side of the cQCC transaction. However, no rebates will be paid for cQCC transactions for which both the initiator and contra-side orders are Priority Customers. A cQCC transaction is comprised of an ‘initiating complex order’ to buy (sell) where each component is at least 1,000 contracts that is identified as being part of a qualified contingent trade, coupled with a contra-side complex order or orders to sell (buy) an equal number of contracts.

C2C and cC2C Orders

The Exchange proposes to adopt new Section 1)a)ix), C2C and cC2C Fees, to the Fee Schedule to clarify and establish transaction fees and rebates for C2C Orders and cC2C Orders.

Types of Market Participants	**C2C and cC2C Order Per Contract Fee/Rebate**
Priority Customer	$0.00

The Exchange notes that it currently offers trading in C2C Orders.[13] Because C2C Orders are comprised entirely of Priority Customer orders, the Exchange assesses a $0.00 per contract transaction fee and a $0.00 rebate to such orders, pursuant to section 1)a)ii) of the Fee Schedule. However, the Exchange desires to clarify and make explicit that C2C Orders are assessed a $0.00 per contract transaction fee and paid a $0.00 per contract rebate. The Exchange is also proposing to assess cC2C Orders a $0.00 per contract transaction fee and to pay a $0.00 per contract rebate.

The Exchange also proposes to adopt certain explanatory text relating to the C2C and cC2C Fees table. The text provides that all fees and rebates are per contract per leg. Also, a C2C Order is comprised of a Priority Customer Order to buy and a Priority Customer Order to sell at the same price and for the same quantity. A cC2C Order is comprised of one Priority Customer complex order to buy and one Priority Customer complex order to sell at the same price and for the same quantity.

Exclusion from Certain Percentage Thresholds and Programs and Technical Corrections:

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13 See Exchange Rule 516(i).

The Exchange notes that it currently excludes certain simple PRIME, QCC, and C2C order types from counting towards certain percentage thresholds and from participating in certain programs under its Fee Schedule. Accordingly, with the introduction of these new complex order types on the Exchange, i.e. cPRIME, cQCC, and cC2C Orders, the Exchange is similarly proposing to exclude these new order types from counting towards those certain percentage thresholds and from participating in certain programs under its Fee Schedule. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus, where applicable, are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are, where applicable, excluded by explicitly identifying and adding such orders to the list of excluded contracts, as described below.

First, in Section 1)a)i) of the Fee Schedule, Market Maker Transaction Fees, Market Maker Sliding Scale, the Exchange currently excludes certain contracts executed from counting towards volume for purposes calculating the percentage threshold in each of the Market Maker tiers. The Fee Schedule currently provides that volume thresholds are based on the total national Market Maker volume of any options classes with traded volume on MIAX during the month in simple and complex orders (excluding QCC Orders, PRIME AOC Responses, and unrelated MIAX Market Maker quotes or unrelated MIAX Market Maker orders that are received during the Response Time Interval and executed against the PRIME Order ("PRIME Participating Quotes or Orders")). With the introduction of these new complex order types, the Exchange now proposes to add the following order types to the list of excluded contracts: cQCC Orders, cPRIME AOC Responses, and unrelated MIAX Market Maker complex quotes or unrelated MIAX Market Maker complex orders that are received during the Response Time Interval and executed against a cPRIME Order ("cPRIME Participating Quote or Order"). Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, PRIME and cPRIME AOC Responses, and unrelated MIAX Market Maker quotes or unrelated MIAX Market Maker orders that are received during the Response Time Interval and executed against the PRIME Order ("PRIME Participating Quotes or Orders") and unrelated MIAX Market Maker complex quotes or unrelated MIAX Market Maker complex orders that are received during the Response Time Interval and executed against a cPRIME Order ("cPRIME Participating Quote or Order").

Second, in Section 1)a)iii) of the Fee Schedule, PCRP, the Exchange currently excludes certain contracts executed from participation in the PCRP. The Fee Schedule currently excludes, in simple or complex as applicable, QCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be, in simple or complex as applicable, QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options

Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts. The Exchange notes that Priority Customer-to-Priority Customer Orders are two opposite Priority Customer Orders that are paired and entered into a PRIME Auction, with the Member designating one such Priority Customer Order as the PRIME Agency Order, which such order becomes eligible for price improvement in the PRIME Auction.

Further, the Exchange currently excludes certain contracts executed from counting towards volume for purposes of calculating the percentage threshold in each of the PCRP tiers. The Fee Schedule currently provides that the percentage thresholds are calculated based on the percentage of national customer volume in multiply-listed options classes listed on MIAX entered and executed over the course of the month (excluding QCC Orders, Priority Customer-to-Priority Customer Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers). With the introduction of these new complex order types, the Exchange now proposes to add the following order types to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, and PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. The Exchange notes that C2C Orders are comprised entirely of Priority

Customer orders, and thus are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts.

Further, pursuant to the PCRP, the Exchange currently credits each "Qualifying Member"[14] $0.03 per contract resulting from each Priority Customer order in simple or complex order executions which falls within the PCRP volume tier 1. However, the Exchange also currently excludes certain contracts executed from receiving the $0.03 per contract credit. The Fee Schedule currently excludes QCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, PRIME Agency Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME Agency Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME Agency Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-

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14 "Qualifying Member" shall mean a Member or its Affiliate that qualifies for the Professional Rebate Program as described below and achieves a volume increase in excess of 0.065% for Professional orders transmitted by that Member which are executed electronically on the Exchange in all multiply-listed option classes for the account(s) of a Professional and which qualify for the Professional Rebate Program during a particular month relative to the applicable Baseline Percentage (as defined under the Professional Rebate Program).

side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts.

Further, pursuant to the PCRP, the Exchange currently credits any Member or its Affiliate that qualifies for PCRP volume tiers 3 or higher an additional $0.02 per contract for each Priority Customer order executed in the PRIME Auction as a PRIME Agency Order over a threshold of 1,500,000 contracts in a month. The Exchange notes that the additional $0.02 per contract credit will not be applicable for cPRIME Agency orders, and cPRIME Agency orders do not count toward the threshold as described below. The Exchange also currently excludes certain contracts executed from counting towards the threshold of 1,500,000 contracts in a month. The Fee Schedule currently excludes QCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME Agency Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, cPRIME Agency Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts.

Third, in Section 1)a)iv) of the Fee Schedule, Professional Rebate Program ("PRP"), the Exchange currently excludes certain contracts executed from participation in the PRP. The Fee Schedule currently excludes, in simple or complex as applicable, mini-options, Non-Priority Customer-to-Non-Priority Customer Orders, QCC Orders, PRIME Orders, PRIME AOC Responses, PRIME Contra-side Orders, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400 (collectively, for purposes of the Professional Rebate Program, "Excluded Contracts"). With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of Excluded Contracts: cQCC Orders, cPRIME Orders, cPRIME AOC Responses, and cPRIME Contra-side Orders. Accordingly, as amended, the list of Excluded Contracts shall be, in simple or complex as applicable, mini-options, Non-Priority Customer-to-Non-Priority Customer Orders, QCC and cQCC Orders, PRIME and cPRIME Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400.

Fourth, in Section 1)b) of the Fee Schedule, Marketing Fee, the Exchange currently does not assess the Marketing Fee to Market Makers[15] for contracts executed as a PRIME Agency Order, Contra-side Order, Qualified Contingent Cross Order, PRIME Participating Quote or Order or a PRIME AOC Response in the PRIME Auction, unless it executes against an unrelated order. With the introduction of these new complex order types, the Exchange now proposes to add the following executions to that list: (i) cPRIME Agency Orders, (ii) cQCC Orders, and (iii) cPRIME Participating Quotes or Orders or cPRIME AOC Responses that trade against a cPRIME Agency Order. The Exchange also proposes to make a number of non-substantive technical corrections to the list, as follows: the Exchange proposes to abbreviate "Qualified Contingent Cross Order" to "QCC Order"; the Exchange proposes to add clarifying language and to combine the PRIME Participating Quote or Order and PRIME AOC Response so that it reads "PRIME Participating Quote or Order or a PRIME AOC Response trades against a PRIME Agency Order"; and the Exchange proposes to delete the text "Contra side Order" and "in the PRIME Auction; unless, it executes against an unrelated order", as such text is now redundant because it is more explicitly covered in the clarified text. Accordingly, as amended, the text will provide that MIAX will not assess a Marketing Fee to Market Makers for contracts executed: (i) as a PRIME or cPRIME Agency Order, or as a QCC or cQCC Order; (ii) when a PRIME

15 The term "Market Makers" refers to Lead Market Makers ("LMMs"), Primary Lead Market Makers ("PLMMs"), and Registered Market Makers ("RMMs") collectively. See Exchange Rule 100. A Directed Order Lead Market Maker ("DLMM") and Directed Primary Lead Market Maker ("DPLMM") is a party to a transaction being allocated to the LMM or PLMM and is the result of an order that has been directed to the LMM or PLMM. See Fee Schedule note 2.

Participating Quote or Order or a PRIME AOC Response trades against a PRIME Agency Order; or (iii) when a cPRIME Participating Quote or Order or a cPRIME AOC Response trades against a cPRIME Agency Order.

Fifth, the Exchange proposes to make a number of non-substantive, technical corrections to Section 1)a)v) of the Fee Schedule, MIAX Price Improvement Mechanism ("PRIME") Fees. The Exchange proposes to clarify certain explanatory text relating to the PRIME Fees table. The first sentence of the text currently states that "MIAX will assess the Responder to PRIME Auction Fee to: (i) a PRIME AOC Response that executes against a PRIME Order, and (ii) a PRIME Participating Quote or Order." The Exchange proposes to revise the text so that, as amended, it states "MIAX will assess the Responder to PRIME Auction Fee to: (i) a PRIME AOC Response that executes against a PRIME Order, and (ii) a PRIME Participating Quote or Order that executes against a PRIME Order." The second sentence of the text states "MIAX will apply the PRIME Break-up credit to the EEM that submitted the PRIME Order for agency contracts that are submitted to the PRIME Auction that trade with a PRIME AOC Response or a PRIME Participating Quote or Order." The Exchange proposes to revise the text so that, as amended, it states "MIAX will apply the PRIME Break-up credit to the EEM that submitted the PRIME Order for agency contracts that are submitted to the PRIME Auction that trade with a PRIME AOC Response or a PRIME Participating Quote or Order that trades with the PRIME Order. The third sentence of the text states "The applicable fee for PRIME Orders will be applied to any contracts for which a credit is provided." The Exchange proposes to delete this sentence in its entirety, as it is redundant and potentially ambiguous. The Exchange believes that deleting this sentence (which reiterates that Exchange charges the Responder to PRIME Auction Fee for all contracts on which the Exchange pays the PRIME Break-up Credit) will eliminate any potential confusion among Members and investors. The fifth sentence of the text states "MIAX will assess the standard transaction fees to a PRIME AOC Response if they execute against unrelated orders." The Exchange proposes to revise the text so that, as amended, it states "MIAX will assess the standard transaction fees to a PRIME AOC Response if it executes against unrelated orders."

b. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act in general, and furthers the objectives of Section 6(b)(4) of the Act in particular, in that it is an equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities. The Exchange also believes the proposal furthers the objectives of Section 6(b)(5) of the Act in that it is designed to promote just and equitable principles of trade, 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 and is not designed to permit unfair discrimination between customers, issuers, brokers and dealers.

The Exchange believes that the proposed fee structure for cPRIME Auction transaction fees and rebates is reasonable, equitable, and not unfairly discriminatory. The proposed fee structure is reasonably designed because it is intended to incentivize market participants to send complex order flow to the Exchange in order to participate in the price improvement mechanism in a manner that enables the Exchange to improve its overall competitiveness and strengthen its market quality for all market participants. cPRIME Auctions and the corresponding fees are also reasonably designed because the proposed fees and rebates are very similar to ones the Exchange assesses for simple PRIME transactions, and are within the range of fees and rebates assessed by other exchanges employing similar fee structures for complex orders submitted and executed in a price improvement mechanism.[16] Other competing exchanges offer different fees and rebates for complex agency orders, contra-side orders, and responders to an auction in a manner similar to the proposal.[17] Other competing exchanges also charge different rates for transactions in their complex price improvement mechanisms for customers versus their non-customers in a manner similar to the proposal.[18]

The fee and rebate structure is reasonable, equitable, and not unfairly discriminatory because it will apply equally amongst all Priority Customer orders in each category of cPRIME Auction participation and it will also apply equally amongst all non-Priority Customer orders in each category of cPRIME Auction participation. All similarly situated orders for Priority Customers are subject to the same transaction fee and rebate schedule. All similarly situated orders for market participants that are not Priority Customers are subject to the same transaction fee and rebate schedule, and access to the Exchange is offered on terms that are not unfairly discriminatory.

The Exchange believes that is equitable and not unfairly discriminatory that Priority Customers be charged lower fees in cPRIME Auctions than other market participants. The exchanges in general have historically aimed to improve markets for investors and develop various features within market structure for customer benefit. The Exchange assesses Priority Customers lower or no transactions fees because Priority Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Priority Customer liquidity benefits

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16 See Nasdaq ISE, LLC Schedule of Fees, p. 9; BOX Options Exchange Fee Schedule, p. 8.

17 Id.

18 Id.

all market participants by providing more trading opportunities, which attracts Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants.

Moreover, the Exchange believes that assessing all other market participants that are not Priority Customers a higher transaction fee than Priority Customers for cPRIME Order transactions is reasonable, equitable, and not unfairly discriminatory because these types of market participants are more sophisticated and have higher levels of order flow activity and system usage. This level of trading activity draws on a greater amount of system resources than that of Priority Customers, and thus, generates greater ongoing operational costs. Further, the Exchange believes that charging all market participants that are not Priority Customers the same fee for all cPRIME transactions is not unfairly discriminatory as the fees will apply to all these market participants equally.

The Exchange believes that it is reasonable for cPRIME Agency and Contra-side Orders to be assessed lower fees than those providing responses. Contra-side Orders guarantee the cPRIME Agency Order, and are subject to market risk during the time period that the cPRIME Agency Order is exposed to other market participants. The Exchange believes that the market participants entering the Contra-side Order acts as a critical role in the cPRIME Auction as their willingness to guarantee the cPRIME Agency Order is the keystone to the cPRIME Agency Order gaining the opportunity for price improvement.

The Exchange believes that it is equitable and not unfairly discriminatory to assess fees to responders to the cPRIME Auction and credit another participant to provide incentive for participants to submit order flow to cPRIME Auctions. The Exchange believes that it is appropriate to provide incentives to market participants to direct orders to participate in cPRIME

Auctions. Further, the Exchange believes that the transaction fees for responding to the cPRIME Auction will not deter market participants from providing price improvement.

The Exchange believes that it is reasonable to assess lower transaction and credit rates to penny option classes than non-penny option classes. The Exchange believes that options which trade at these wider spreads merit offering greater inducement for market participants. In particular, within the cPRIME Auction, option classes that typically trade in minimum increments of $0.05 or $0.10 provide greater opportunity for market participants to offer price improvement. As such, the Exchange believes that the opportunity for additional price improvement provided by these wider spreads again merits offering greater incentive for market participants to increase the potential price improvement for customer orders in these transactions.

The Exchange believes that the proposed PCRP rebates for Priority Customer orders submitted into cPRIME Auctions are fair, equitable, and not unreasonably discriminatory. The rebate program is reasonably designed because it will incentivize providers of Priority Customer order flow to send that Priority Customer order flow to the Exchange in order to receive a credit in a manner that enables the Exchange to improve its overall competitiveness and strengthen its market quality for all market participants. The proposed tiered rebate is fair, equitable, and not unreasonably discriminatory because it will apply equally to all Priority Customer orders submitted as a cPRIME Agency Order. All similarly situated Priority Customer orders are subject to the same rebate schedule, and access to the Exchange is offered on terms that are not unfairly discriminatory. In addition, the PCRP is equitable and not unfairly discriminatory because, while only Priority Customer order flow qualifies for the rebate program, an increase in Priority Customer order flow will bring greater volume and liquidity, which benefit all market participants by providing more trading opportunities and tighter spreads. Market participants want to trade with Priority Customer order flow. To the extent Priority Customer order flow is increased by the proposal, market participants will increasingly compete for the opportunity to trade on the Exchange including sending more orders and providing narrower and larger-sized quotations in the effort to trade with such Priority Customer order flow.

The Exchange believes that excluding cQCC Orders, C2C and cC2C Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers from the number of options contracts executed on the Exchange by any Member for purposes of the volume thresholds and the PCRP is reasonable, equitable, and not unfairly discriminatory because participating Members could otherwise collect the rebates offered and volume thresholds by executing excess volume in these types of transactions in which no transaction fees are charged on the Exchange. The Exchange believes that the rebate for Priority Customer agency orders in the cPRIME Auction is reasonably designed to incentivize additional customer order flow to the cPRIME Auction.

The Exchange believes the proposed transaction fees for cQCC Orders are reasonable because the proposed amounts are identical to the fees assessed for QCC transactions and are in line with the amounts assessed at other Exchanges for similar transactions.[19] Additionally, the proposed fees would be assessed to all non-Priority Customers alike.

The Exchange believes the proposed rebate for the initiating order side of a cQCC transaction is reasonable because other competing exchanges also provide a rebate on the

19 See BOX Options Exchange LLC ("BOX") Fee Schedule, Section I(D) (BOX does not charge Public Customers but charges Professional Customers, Broker Dealers and Market Makers $0.20 per contract on both Agency and Contra Orders); see also Chicago Board Options Exchange ("CBOE") Fee Schedule, "QCC Rate Table," Page 5 (CBOE charges non-Public Customers $0.17 per contract and does not charge Public Customers); see also NYSE Amex Options Fee Schedule, Section I.F (NYSE Amex charges Non-Customers $0.20 per contract, Specialists and e-Specialists $0.13 per contract, and does not charge Customer and Professional Customers).

initiating order side.[20] Additionally, the proposed rebate amount is within the range of the rebate amounts at the other competing exchanges.[21] The Exchange believes the proposed rebate is equitable and not unfairly discriminatory because it applies to all Members that enter the initiating order (except for when both the initiator and contra-side orders are Priority Customers) and because it is intended to incentivize the sending of more cQCC Orders to the Exchange. The Exchange believes it is reasonable, equitable, and not unfairly discriminatory to not provide a rebate for the initiating order for cQCC transactions for which both the initiator and the contra-side orders are Priority Customers since Priority Customers are already incentivized by a reduced fee for submitting cQCC Orders. The Exchange believes that the proposed exclusion of cQCC Orders from the Market Maker Sliding Scale, the PCRP, and the PRP is reasonable because it enables cQCC Orders from all market participants to be subject to only the specific transaction fees as described above that are tailored specifically for encouraging market participants to transact cQCC Orders on the Exchange. The Exchange believes that the exclusion is equitable and not unfairly discriminatory because it ensures all market participants, other than Priority Customers, to be subject to the same transaction fee for cQCC Orders. While Priority Customers will benefit from a reduced transaction fee rate for cQCC Orders, excluding cQCC Orders from the PCRP enables a more equitable and not unfairly discriminatory outcome.

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[20] See BOX Fee Schedule, Section I(D)(1); see also CBOE Fee Schedule, "QCC Rate Table," Page 5; see also NYSE Amex Options Fee Schedule, Section I.F; see also Nasdaq ISE Fee Schedule, Section IV(A).

[21] See BOX Fee Schedule, Section I(D)(1) (a $0.15 per contract rebate will be applied to the Agency Order where at least one party to the QCC transaction is a Non-Public Customer); see also CBOE Fee Schedule, "QCC Rate Table," Page 5 (a $0.10 per contract credit will be delivered to the TPH Firm that enters the order into CBOE Command but will only be paid on the initiating side of the QCC transaction); see also NYSE Amex Options Fee Schedule, Section I.F (a $0.07 credit is applied to Floor Brokers executing 300,000 or fewer contracts in a month and a $0.10 credit is applied to Floor Brokers executing more than 300,000 contracts in a month); see also Nasdaq ISE Fee Schedule, Section IV(A) (rebates range from $0.01 to $0.11 per contract).

The Exchange believes that adding the C2C fee to the Fee Schedule is reasonable since it is clarifying the Exchange's existing practice and by adding such C2C Order fee to the Fee Schedule the Exchange believes that it will make it more transparent as to how the Exchange assesses such fee and avoid any confusion as to how such fee is assessed for simple (C2C) and complex (cC2C) orders. The Exchange believes that the proposed transaction fee for cC2C Orders is reasonable because the proposed amount is identical to the fee assessed for C2C transactions, which is currently $0.00. The proposed fees would be charged to all Priority Customers alike and the Exchange believes that assessing a $0.00 fee to Priority Customers is equitable and not unfairly discriminatory. By assessing a $0.00 fee to Priority Customer orders, the C2C and cC2C transaction fees will not discourage the sending of Priority Customer orders.

The Exchange believes that specifying that cPRIME Order and cQCC Order executions are not subject to marketing fees is reasonable, equitable and not unfairly discriminatory. The Exchange is seeking to encourage all participants, including Market Makers, to send cPRIME Orders and to respond to cPRIME Auction RFR messages and the Exchange believes that collecting marketing fees from Market Makers may discourage such participation. By encouraging as many participants as possible to respond, the Exchange believes that it will lead to greater opportunities for price improvement for all cPRIME Agency Orders, not just those entered on behalf of customers. For these reasons, the Exchange believes that excluding cPRIME Orders and responses from the marketing fees are reasonable, equitable, and not unfairly discriminatory. The Exchange believes that it is equitable and not unfairly discriminatory to continue to charge a marketing fee if an unrelated order executes in the cPRIME Auction, because that unrelated order is not subject to the specialized fee structure for cPRIME Auctions that is designed to incentivize participation. The market participant receives the benefit of a cPRIME Auction execution and would already expect to be charged a marketing fee that is no different than the fee the market participant was expecting to pay trading against unrelated orders outside the cPRIME Auction. The Exchange further believes that not assessing a Marketing Fee for contracts executed as a cQCC Order is equitable and not unfairly discriminatory because such order type originated from the same Member, thus obviating the purpose of the Marketing Fee.

The Exchange believes that the proposed technical changes are consistent with Section 6(b)(5) of the Act because they are designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest. The Exchange believes it is appropriate to make the proposed technical corrections to its Fee Schedule so that Exchange Members have a clear and accurate understanding of the meaning of the Exchange's Fee Schedule.

4. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

MIAX Options 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 Exchange believes that the proposed change will enhance the competiveness of the Exchange relative to other exchanges that offer their own electronic crossing mechanisms and offer their own complex crossing order types. The Exchange believes that the proposed fees and rebates for participation in the cPRIME Auction, the cQCC fees, and the C2C and cC2C fees are not going to have an impact on intra-market competition based on the total cost for participants to transact in such order types versus the cost for participants to transact in the other order types available for trading on the Exchange. As noted above, the Exchange believes that the proposed pricing for the cPRIME Auction is comparable to that of other exchanges offering similar electronic price improvement mechanisms for complex orders,[22] and the Exchange believes that, based on experience with electronic price improvement crossing mechanisms on other markets, market participants understand that the price-improving benefits offered by the cPRIME Auction justify the transaction costs associated with the cPRIME Auction. To the extent that there is a difference between non-cPRIME Auction transactions and cPRIME Auction transactions, the Exchange does not believe this difference will cause participants to refrain from responding to cPRIME Auctions. In addition, the Exchange does not believe that the proposed transaction fees and credits for these new complex crossing order types burden competition by creating a disparity of transaction fees between these order types and other order types. The Exchange expects to see robust competition within the cPRIME Auction to trade against the cPRIME Agency Order. The Exchange also expects to see robust competition in the trading of cQCC Orders and cC2C Orders, as the Exchange's pricing for those order types is competitive with the pricing of other competing Exchanges.

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 to the Exchange. The Exchange believes that the proposed rule change reflects this competitive environment because it establishes a fee structure in a manner that encourages market participants to direct their order flow, to provide liquidity, and to attract additional transaction volume to the Exchange.

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22 See supra note 16.

5. <u>Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others</u>

No written comments were either solicited or received.

6. <u>Extension of Time Period for Commission Action</u>

Not applicable.

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,[23] and Rule 19b-4(f)(2) thereunder[24] the Exchange has designated this proposal as establishing or changing a due, fee, or other charge 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. <u>Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission</u>

The proposed cPRIME, cQCC, and cC2C fee structures are based upon the simple PRIME, QCC, and C2C fee structures currently used by the Exchange. Further, other competing exchanges assess complex fees for the same types of transactions, including for their price improvement mechanisms, in a similar manner as that proposed by the Exchange.[25]

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

Not applicable.

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

Not applicable.

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[23] 15 U.S.C. 78s(b)(3)(A)(ii).

[24] 17 CFR 240.19b-4.

[25] <u>See</u> <u>supra</u> notes 16 and 19-21.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.

5. Applicable section of the MIAX Options Fee Schedule.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-MIAX-2017-40)

August__, 2017

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 August 7, 2017, Miami International Securities Exchange LLC ("MIAX Options" 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 "Fee Schedule") to adopt transaction fees and rebates for certain new complex order types that have become available for trading on the Exchange, as described below. The Exchange also proposes to clarify an existing transaction fee that applies to an existing order type, as well as make a number of technical corrections to its Fee Schedule.

The Exchange initially filed the proposal on July 27, 2017 (SR-MIAX-2017-37). That filing was withdrawn and replaced with the current filing (SR-MIAX-2017-40).

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

2 17 CFR 240.19b-4.

The text of the proposed rule change is available on the Exchange's website at http://www.miaxoptions.com/rule-filings, 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 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 adopt transaction fees and rebates for certain new complex order types that have become available for trading on the Exchange, as described below. The Exchange also proposes to clarify an existing transaction fee that applies to an existing order type, as well as make a number of technical corrections to the Fee Schedule.

The Exchange began trading complex orders[3] in October, 2016.[4] As part of its effort to continue to build out its complex order market segment, the Exchange recently adopted rules to

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3 A "complex order" is any order involving the concurrent purchase and/or sale of two or more different options in the same underlying security (the "legs" or "components" of the complex order), for the same account, in a ratio that is equal to or greater than one-to-three (.333) and less than or equal to three-to-one (3.00) and for the purposes of executing a particular investment strategy. Mini-options may only be part of a complex order that includes other mini-options. Only those complex orders in the classes designated by the Exchange and communicated to Members via Regulatory Circular with no more than the applicable number of legs, as determined by the Exchange on a class-by-class basis and communicated to Members via Regulatory Circular, are eligible for processing. See Exchange Rule 518(a)(5).

establish the following three new types of complex orders as well as adopted new provisions that relate to the processing of such complex order types: (i) complex PRIME ("cPRIME") Orders, (ii) Complex Qualified Contingent Cross ("cQCC") Orders, and (iii) Complex Customer Cross ("cC2C") Orders.[5] A cPRIME Order is a complex order that is submitted for participation in a cPRIME Auction. A cQCC Order is comprised of an originating complex order to buy or sell where each leg is at least 1,000 contracts and that is identified as being part of a qualified contingent trade, as defined in Rule 516, Interpretations and Policies .01, coupled with a contra-side complex order or orders for the same strategy totaling an equal number of contracts. A cC2C Order is comprised of one Priority Customer complex order to buy and one Priority Customer complex order to sell the same complex strategy at the same initiating price (which must be better than (inside) the icMBBO[6] price or the best net price of a complex order for the strategy) and for the same quantity. cPRIME Orders are processed and executed in the Exchange's PRIME mechanism, the same mechanism that the Exchange uses to process and execute simple PRIME orders, pursuant to Exchange Rule 515A. cQCC and cC2C Orders are

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4 For a complete description of the trading of complex orders on the Exchange, see Exchange Rule 518. See also, Securities Exchange Act Release No. 79072 (October 7, 2016), 81 FR 71131 (October 14, 2016)(SR-MIAX-2016-26).

5 See Securities Exchange Act Release No. 81131 (July 12, 2017), 82 FR 32900 (July 18, 2017)(SR-MIAX-2017-19). (Order Granting Approval of a Proposed Rule Change to Amend MIAX Options Rules 515, Execution of Orders and Quotes; 515A, MIAX Price Improvement Mechanism ("PRIME") and PRIME Solicitation Mechanism; and 518, Complex Orders).

6 The Implied Complex MIAX Best Bid or Offer ("icMBBO") is a calculation that uses the best price from the Simple Order Book for each component of a complex strategy including displayed and non-displayed trading interest. For stock-option orders, the icMBBO for a complex strategy will be calculated using the best price (whether displayed or non-displayed) on the Simple Order Book in the individual option component(s), and the NBBO in the stock component. See Exchange Rule 518(a)(11).

processed and executed in the same mechanism that the Exchange uses to cross simple QCC orders and Customer Cross orders, pursuant to Exchange Rule 515.

cPRIME Orders

Rule 518(b)(7) defines a cPRIME Order as a type of complex order that is submitted for participation in a cPRIME Auction. Trading of cPRIME Orders is governed by Rule 515A, Interpretations and Policies .12. A cPRIME Auction is the price-improvement mechanism of the Exchange's System[7] pursuant to which a Member ("Initiating Member") electronically submits a complex order that it represents as agent (an "Agency Order") into a cPRIME Auction. The Initiating Member, in submitting an Agency Order, must be willing to either (i) cross the Agency Order at a single price (a "single-price submission") against principal or solicited interest, or (ii) automatically match ("auto-match"), against principal or solicited interest, the price and size of responses to a Request for Response ("RFR") that is broadcast to MIAX Options participants up to an optional designated limit price.

The Exchange utilizes the same mechanism for the processing and execution of both PRIME and cPRIME Orders. Accordingly, the Exchange has modified Rule 515A so that it also permits the execution of cPRIME Orders, through changes to Rule 515A(a) and the adoption of Interpretations and Policies .12 (PRIME for Complex Orders).[8] Interpretations and Policies .12 includes certain processing and execution requirements for cPRIME Orders that differ from the processing and execution requirements under Rule 515A(a) for simple PRIME Orders.[9]

The Exchange now proposes to adopt new Section 1)a)vi), MIAX Complex Price Improvement Mechanism ("cPRIME") Fees, on the Fee Schedule to establish transaction fees

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7 The term "System" means the automated trading system used by the Exchange for the trading of securities. See Exchange Rule 100.

8 See supra note 5.

9 Id.

and credits for executions in a cPRIME Auction, which transaction fees and credits are similar to transaction fees and credits that the Exchange currently assesses for executions in a PRIME Auction:

Types of Market Participants	cPRIME Order Fee		Responder to cPRIME Auction Fee		cPRIME Break-up Credit	
	Per Contract Fee for Agency Order	Per Contract Fee for Contra-side Order	Per Contract Fee for Penny Classes	Per Contract Fee for Non-Penny Classes	Per Contract Credit for Penny Classes	Per Contract Credit for Non-Penny Classes
Priority Customer	$0.00	$0.00	$0.50	$0.99	$0.25	$0.60
Public Customer that is Not a Priority Customer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-Member Broker-Dealer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Firm	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60

This cPRIME Fee table (including the amounts therein) is identical to the PRIME Fee table (including the amounts therein), which is contained in Section 1)a)v) of the Fee Schedule.

The Exchange also proposes to adopt certain explanatory text relating to the cPRIME Fee table, just as the Exchange currently has relating to the PRIME Fee table. The text provides that all fees and credits are per contract per leg. Also, MIAX will assess the Responder to cPRIME Auction Fee to: (i) a cPRIME AOC Response that executes against a cPRIME Order, and (ii) a cPRIME Participating Quote or Order[10] that executes against a cPRIME Order. MIAX will apply the cPRIME Break-up credit to the EEM that submitted the cPRIME Order for agency

10 The term "cPRIME Participating Quote or Order" means an unrelated MIAX Market Maker complex quote or unrelated MIAX Market Maker complex order that is received during the Response Time Interval and executed against a cPRIME Order. See Section 1a)i) of the Fee Schedule, as described below.

contracts that are submitted to the cPRIME Auction that trade with a cPRIME AOC Response or a cPRIME Participating Quote or Order that trades with the cPRIME Order. MIAX will assess the standard complex transaction fees to a cPRIME AOC Response if it executes against unrelated complex orders. Any Member[11] or its Affiliate[12] that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a cPRIME AOC Response that is received during the Response Time Interval and executed against the cPRIME Order, or a cPRIME Participating Quote or Order that is received during the Response Time Interval and executed against the cPRIME Order, will be assessed a Discounted cPRIME Response Fee of $0.46 per contract for standard complex order options in Penny Pilot classes. Any Member or its Affiliate that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a cPRIME AOC Response that is received during the Response Time Interval and executed against the cPRIME Order, or a cPRIME Participating Quote or Order that is received during the Response Time Interval and executed against the cPRIME Order, will be assessed a Discounted cPRIME Response Fee of $0.95 per contract for standard complex order options in non-Penny Pilot classes.

The Exchange also proposes to amend Section 1)a)iii), the Priority Customer Rebate Program (the "PCRP"), of the Fee Schedule to establish a tiered per contract credit for cPRIME Agency Orders. The Exchange proposes to credit each Member $0.10 per contract per leg for each Priority Customer cPRIME Agency Order in each tier. The Exchange also proposes to

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11 The term "Member" means an individual or organization approved to exercise the trading rights associated with a Trading Permit. Members are deemed "members" under the Exchange Act. See Exchange Rule 100.

12 For purposes of the MIAX Options Fee Schedule, the term "Affiliate" means (i) an affiliate of a Member of at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A, ("Affiliate"), or (ii) the Appointed Market Maker of an Appointed EEM (or, conversely, the Appointed EEM of an Appointed Market Maker). See Fee Schedule note 1.

adopt certain explanatory text relating to cPRIME Agency Orders in PCRP table, just as the Exchange currently has relating to other order types in the PCRP table. The text provides that all fees and rebates are per contract per leg. Also for each Priority Customer complex order submitted into the cPRIME Auction as a cPRIME Agency Order, MIAX shall credit each member at the separate per contract per leg rate for cPRIME Agency Orders. However, no rebates will be paid if the cPRIME Agency Order executes against a Contra-side Order which is also a Priority Customer. Finally, unless otherwise explicitly set forth therein, the remainder of the explanatory text relating to the PCRP set forth in that Section 1)a)iii) shall apply to cPRIME Agency Orders. The Exchange notes that a Member or its Affiliate that qualifies for PCRP volume tiers 3 or higher receives an additional rebate of $0.02 per contract for each Priority Customer order executed in the PRIME Auction as a PRIME Agency Order over a threshold of 1,500,000 contracts in a month.

Finally, for clarification, just as is the case today for other types of complex orders, if the cPRIME order legs into the simple order book, the contracts that were entered directly into the simple order book will be subject to all standard transaction fees, marketing fees, rebates, and credits, as set forth in the Exchange's Fee Schedule and as applicable to simple orders. Also, the Exchange will assess only the cPRIME fees contained in Section 1)a)vi) with respect to cPRIME Auctions – the Exchange will not also assess the complex order fees contained elsewhere in Section 1)a). For example, a MIAX Market Maker would only be charged $0.50 per contract per leg executed for responding to a cPRIME Auction, pursuant to Section 1)a)vi); it would not also be charged the $0.10 Per Contract Surcharge for Removing Liquidity Against a Resting Priority Customer Complex Order on the Strategy Book fee contained in Section 1)a)i). Also, if a cPRIME Agency Order legs into a simple Market Maker order on the simple order book, the Market Maker order would not be considered to be a Responder for fee purposes.

As Section 1)a)vi) will now contain the proposed cPRIME fees, the current simple QCC Fees table will be renumbered as Section 1)a)vii). There are no substantive changes for simple QCC fees.

<u>cQCC Orders</u>

The Exchange proposes to adopt new Section 1)a)viii), cQCC Fees, to the Fee Schedule to establish transaction fees and rebates for cQCC Orders, which are identical to transaction fees and rebates that the Exchange currently charges for simple QCC Orders:

	cQCC Order		
Types of Market Participants	**Per Contract Fee for Initiator**	**Per Contract Fee for Contra-side**	**Per Contract Rebate for Initiator**
Priority Customer	$0.00	$0.00	$0.10
Public Customer that is Not a Priority Customer	$0.15	$0.15	$0.10
MIAX Market Maker	$0.15	$0.15	$0.10
Non-MIAX Market Maker	$0.15	$0.15	$0.10
Non-Member Broker-Dealer	$0.15	$0.15	$0.10
Firm	$0.15	$0.15	$0.10

This cQCC Fees table (including the amounts therein) is identical to the QCC Fees table (including the amounts therein), which is contained in Section 1)a)vii) of the Fee Schedule.

The Exchange also proposes to adopt certain explanatory text relating to the cQCC Fees table, just as the Exchange currently has relating to the simple QCC Fees table. The text provides that all fees and rebates are per contract per leg. Also, rebates will be delivered to the Member firm that enters the order into the MIAX system, but will only be paid on the initiating side of the cQCC transaction. However, no rebates will be paid for cQCC transactions for which both the initiator and contra-side orders are Priority Customers. A cQCC transaction is comprised of an ‘initiating complex order’ to buy (sell) where each component is at least 1,000 contracts that is identified as being part of a qualified contingent trade, coupled with a contra-side complex order or orders to sell (buy) an equal number of contracts.

C2C and cC2C Orders

The Exchange proposes to adopt new Section 1)a)ix), C2C and cC2C Fees, to the Fee Schedule to clarify and establish transaction fees and rebates for C2C Orders and cC2C Orders.

Types of Market Participants	**C2C and cC2C Order Per Contract Fee/Rebate**
Priority Customer	$0.00

The Exchange notes that it currently offers trading in C2C Orders.[13] Because C2C Orders are comprised entirely of Priority Customer orders, the Exchange assesses a $0.00 per contract transaction fee and a $0.00 rebate to such orders, pursuant to section 1)a)ii) of the Fee Schedule. However, the Exchange desires to clarify and make explicit that C2C Orders are assessed a $0.00 per contract transaction fee and paid a $0.00 per contract rebate. The Exchange is also proposing to assess cC2C Orders a $0.00 per contract transaction fee and to pay a $0.00 per contract rebate.

The Exchange also proposes to adopt certain explanatory text relating to the C2C and cC2C Fees table. The text provides that all fees and rebates are per contract per leg. Also, a C2C Order is comprised of a Priority Customer Order to buy and a Priority Customer Order to sell at the same price and for the same quantity. A cC2C Order is comprised of one Priority Customer complex order to buy and one Priority Customer complex order to sell at the same price and for the same quantity.

13 See Exchange Rule 516(i).

<u>Exclusion from Certain Percentage Thresholds and Programs and Technical Corrections</u>:

The Exchange notes that it currently excludes certain simple PRIME, QCC, and C2C order types from counting towards certain percentage thresholds and from participating in certain programs under its Fee Schedule. Accordingly, with the introduction of these new complex order types on the Exchange, i.e. cPRIME, cQCC, and cC2C Orders, the Exchange is similarly proposing to exclude these new order types from counting towards those certain percentage thresholds and from participating in certain programs under its Fee Schedule. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus, where applicable, are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are, where applicable, excluded by explicitly identifying and adding such orders to the list of excluded contracts, as described below.

First, in Section 1)a)i) of the Fee Schedule, Market Maker Transaction Fees, Market Maker Sliding Scale, the Exchange currently excludes certain contracts executed from counting towards volume for purposes calculating the percentage threshold in each of the Market Maker tiers. The Fee Schedule currently provides that volume thresholds are based on the total national Market Maker volume of any options classes with traded volume on MIAX during the month in simple and complex orders (excluding QCC Orders, PRIME AOC Responses, and unrelated MIAX Market Maker quotes or unrelated MIAX Market Maker orders that are received during the Response Time Interval and executed against the PRIME Order ("PRIME Participating Quotes or Orders")). With the introduction of these new complex order types, the Exchange now proposes to add the following order types to the list of excluded contracts: cQCC Orders, cPRIME AOC Responses, and unrelated MIAX Market Maker complex quotes or unrelated MIAX Market Maker complex orders that are received during the Response Time Interval and executed against a cPRIME Order ("cPRIME Participating Quote or Order"). Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, PRIME and cPRIME AOC Responses, and unrelated MIAX Market Maker quotes or unrelated MIAX Market Maker orders that are received during the Response Time Interval and executed against the PRIME Order ("PRIME Participating Quotes or Orders") and unrelated MIAX Market Maker complex quotes or unrelated MIAX Market Maker complex orders that are received during the Response Time Interval and executed against a cPRIME Order ("cPRIME Participating Quote or Order").

Second, in Section 1)a)iii) of the Fee Schedule, PCRP, the Exchange currently excludes certain contracts executed from participation in the PCRP. The Fee Schedule currently excludes, in simple or complex as applicable, QCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be, in simple or complex as applicable, QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. The

Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts. The Exchange notes that Priority Customer-to-Priority Customer Orders are two opposite Priority Customer Orders that are paired and entered into a PRIME Auction, with the Member designating one such Priority Customer Order as the PRIME Agency Order, which such order becomes eligible for price improvement in the PRIME Auction.

Further, the Exchange currently excludes certain contracts executed from counting towards volume for purposes of calculating the percentage threshold in each of the PCRP tiers. The Fee Schedule currently provides that the percentage thresholds are calculated based on the percentage of national customer volume in multiply-listed options classes listed on MIAX entered and executed over the course of the month (excluding QCC Orders, Priority Customer-to-Priority Customer Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers). With the introduction of these new complex order types, the Exchange now proposes to add the following order types to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, and PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts under Priority Customer-to-Priority

Customer Orders. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts.

Further, pursuant to the PCRP, the Exchange currently credits each "Qualifying Member"[14] $0.03 per contract resulting from each Priority Customer order in simple or complex order executions which falls within the PCRP volume tier 1. However, the Exchange also currently excludes certain contracts executed from receiving the $0.03 per contract credit. The Fee Schedule currently excludes QCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, PRIME Agency Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME Agency Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME Agency Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges

[14] "Qualifying Member" shall mean a Member or its Affiliate that qualifies for the Professional Rebate Program as described below and achieves a volume increase in excess of 0.065% for Professional orders transmitted by that Member which are executed electronically on the Exchange in all multiply-listed option classes for the account(s) of a Professional and which qualify for the Professional Rebate Program during a particular month relative to the applicable Baseline Percentage (as defined under the Professional Rebate Program).

in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts.

Further, pursuant to the PCRP, the Exchange currently credits any Member or its Affiliate that qualifies for PCRP volume tiers 3 or higher an additional $0.02 per contract for each Priority Customer order executed in the PRIME Auction as a PRIME Agency Order over a threshold of 1,500,000 contracts in a month. The Exchange notes that the additional $0.02 per contract credit will not be applicable for cPRIME Agency orders, and cPRIME Agency orders do not count toward the threshold as described below. The Exchange also currently excludes certain contracts executed from counting towards the threshold of 1,500,000 contracts in a month. The Fee Schedule currently excludes QCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, PRIME AOC Responses, PRIME Contra-side Orders, PRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of excluded contracts: cQCC Orders, C2C and cC2C Orders, cPRIME Agency Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers. Accordingly, as amended, the list of excluded contracts shall be QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, cPRIME Agency Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME

Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400. The Exchange notes that C2C Orders are comprised entirely of Priority Customer orders, and thus are currently excluded contracts under Priority Customer-to-Priority Customer Orders. However, the Exchange desires to clarify that C2C Orders are excluded by explicitly identifying and adding such orders to the list of excluded contracts.

Third, in Section 1)a)iv) of the Fee Schedule, Professional Rebate Program ("PRP"), the Exchange currently excludes certain contracts executed from participation in the PRP. The Fee Schedule currently excludes, in simple or complex as applicable, mini-options, Non-Priority Customer-to-Non-Priority Customer Orders, QCC Orders, PRIME Orders, PRIME AOC Responses, PRIME Contra-side Orders, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400 (collectively, for purposes of the Professional Rebate Program, "Excluded Contracts"). With the introduction of these new complex order types, the Exchange now proposes to add the following contract executions to the list of Excluded Contracts: cQCC Orders, cPRIME Orders, cPRIME AOC Responses, and cPRIME Contra-side Orders. Accordingly, as amended, the list of Excluded Contracts shall be, in simple or complex as applicable, mini-options, Non-Priority Customer-to-Non-Priority Customer Orders, QCC and cQCC Orders, PRIME and cPRIME Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400.

Fourth, in Section 1)b) of the Fee Schedule, Marketing Fee, the Exchange currently does not assess the Marketing Fee to Market Makers[15] for contracts executed as a PRIME Agency Order, Contra-side Order, Qualified Contingent Cross Order, PRIME Participating Quote or Order or a PRIME AOC Response in the PRIME Auction, unless it executes against an unrelated order. With the introduction of these new complex order types, the Exchange now proposes to add the following executions to that list: (i) cPRIME Agency Orders, (ii) cQCC Orders, and (iii) cPRIME Participating Quotes or Orders or cPRIME AOC Responses that trade against a cPRIME Agency Order. The Exchange also proposes to make a number of non-substantive technical corrections to the list, as follows: the Exchange proposes to abbreviate "Qualified Contingent Cross Order" to "QCC Order"; the Exchange proposes to add clarifying language and to combine the PRIME Participating Quote or Order and PRIME AOC Response so that it reads "PRIME Participating Quote or Order or a PRIME AOC Response trades against a PRIME Agency Order"; and the Exchange proposes to delete the text "Contra side Order" and "in the PRIME Auction; unless, it executes against an unrelated order", as such text is now redundant because it is more explicitly covered in the clarified text. Accordingly, as amended, the text will provide that MIAX will not assess a Marketing Fee to Market Makers for contracts executed: (i) as a PRIME or cPRIME Agency Order, or as a QCC or cQCC Order; (ii) when a PRIME Participating Quote or Order or a PRIME AOC Response trades against a PRIME Agency Order; or (iii) when a cPRIME Participating Quote or Order or a cPRIME AOC Response trades against a cPRIME Agency Order.

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15 The term "Market Makers" refers to Lead Market Makers ("LMMs"), Primary Lead Market Makers ("PLMMs"), and Registered Market Makers ("RMMs") collectively. See Exchange Rule 100. A Directed Order Lead Market Maker ("DLMM") and Directed Primary Lead Market Maker ("DPLMM") is a party to a transaction being allocated to the LMM or PLMM and is the result of an order that has been directed to the LMM or PLMM. See Fee Schedule note 2.

Fifth, the Exchange proposes to make a number of non-substantive, technical corrections to Section 1)a)v) of the Fee Schedule, MIAX Price Improvement Mechanism ("PRIME") Fees. The Exchange proposes to clarify certain explanatory text relating to the PRIME Fees table. The first sentence of the text currently states that "MIAX will assess the Responder to PRIME Auction Fee to: (i) a PRIME AOC Response that executes against a PRIME Order, and (ii) a PRIME Participating Quote or Order." The Exchange proposes to revise the text so that, as amended, it states "MIAX will assess the Responder to PRIME Auction Fee to: (i) a PRIME AOC Response that executes against a PRIME Order, and (ii) a PRIME Participating Quote or Order that executes against a PRIME Order." The second sentence of the text states "MIAX will apply the PRIME Break-up credit to the EEM that submitted the PRIME Order for agency contracts that are submitted to the PRIME Auction that trade with a PRIME AOC Response or a PRIME Participating Quote or Order." The Exchange proposes to revise the text so that, as amended, it states "MIAX will apply the PRIME Break-up credit to the EEM that submitted the PRIME Order for agency contracts that are submitted to the PRIME Auction that trade with a PRIME AOC Response or a PRIME Participating Quote or Order that trades with the PRIME Order. The third sentence of the text states "The applicable fee for PRIME Orders will be applied to any contracts for which a credit is provided." The Exchange proposes to delete this sentence in its entirety, as it is redundant and potentially ambiguous. The Exchange believes that deleting this sentence (which reiterates that Exchange charges the Responder to PRIME Auction Fee for all contracts on which the Exchange pays the PRIME Break-up Credit) will eliminate any potential confusion among Members and investors. The fifth sentence of the text states "MIAX will assess the standard transaction fees to a PRIME AOC Response if they execute against unrelated orders." The Exchange proposes to revise the text so that, as amended, it states

"MIAX will assess the standard transaction fees to a PRIME AOC Response if it executes against unrelated orders."

2. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act in general, and furthers the objectives of Section 6(b)(4) of the Act in particular, in that it is an equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities. The Exchange also believes the proposal furthers the objectives of Section 6(b)(5) of the Act in that it is designed to promote just and equitable principles of trade, 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 and is not designed to permit unfair discrimination between customers, issuers, brokers and dealers.

The Exchange believes that the proposed fee structure for cPRIME Auction transaction fees and rebates is reasonable, equitable, and not unfairly discriminatory. The proposed fee structure is reasonably designed because it is intended to incentivize market participants to send complex order flow to the Exchange in order to participate in the price improvement mechanism in a manner that enables the Exchange to improve its overall competitiveness and strengthen its market quality for all market participants. cPRIME Auctions and the corresponding fees are also reasonably designed because the proposed fees and rebates are very similar to ones the Exchange assesses for simple PRIME transactions, and are within the range of fees and rebates assessed by other exchanges employing similar fee structures for complex orders submitted and executed in a price improvement mechanism.[16] Other competing exchanges offer different fees and rebates for

[16] See Nasdaq ISE, LLC Schedule of Fees, p. 9; BOX Options Exchange Fee Schedule, p. 8.

complex agency orders, contra-side orders, and responders to an auction in a manner similar to the proposal.[17] Other competing exchanges also charge different rates for transactions in their complex price improvement mechanisms for customers versus their non-customers in a manner similar to the proposal.[18]

The fee and rebate structure is reasonable, equitable, and not unfairly discriminatory because it will apply equally amongst all Priority Customer orders in each category of cPRIME Auction participation and it will also apply equally amongst all non-Priority Customer orders in each category of cPRIME Auction participation. All similarly situated orders for Priority Customers are subject to the same transaction fee and rebate schedule. All similarly situated orders for market participants that are not Priority Customers are subject to the same transaction fee and rebate schedule, and access to the Exchange is offered on terms that are not unfairly discriminatory.

The Exchange believes that is equitable and not unfairly discriminatory that Priority Customers be charged lower fees in cPRIME Auctions than other market participants. The exchanges in general have historically aimed to improve markets for investors and develop various features within market structure for customer benefit. The Exchange assesses Priority Customers lower or no transactions fees because Priority Customer order flow enhances liquidity on the Exchange for the benefit of all market participants. Priority Customer liquidity benefits all market participants by providing more trading opportunities, which attracts Market Makers. An increase in the activity of these market participants in turn facilitates tighter spreads, which may cause an additional corresponding increase in order flow from other market participants.

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17 Id.

18 Id.

Moreover, the Exchange believes that assessing all other market participants that are not Priority Customers a higher transaction fee than Priority Customers for cPRIME Order transactions is reasonable, equitable, and not unfairly discriminatory because these types of market participants are more sophisticated and have higher levels of order flow activity and system usage. This level of trading activity draws on a greater amount of system resources than that of Priority Customers, and thus, generates greater ongoing operational costs. Further, the Exchange believes that charging all market participants that are not Priority Customers the same fee for all cPRIME transactions is not unfairly discriminatory as the fees will apply to all these market participants equally.

The Exchange believes that it is reasonable for cPRIME Agency and Contra-side Orders to be assessed lower fees than those providing responses. Contra-side Orders guarantee the cPRIME Agency Order, and are subject to market risk during the time period that the cPRIME Agency Order is exposed to other market participants. The Exchange believes that the market participants entering the Contra-side Order acts as a critical role in the cPRIME Auction as their willingness to guarantee the cPRIME Agency Order is the keystone to the cPRIME Agency Order gaining the opportunity for price improvement.

The Exchange believes that it is equitable and not unfairly discriminatory to assess fees to responders to the cPRIME Auction and credit another participant to provide incentive for participants to submit order flow to cPRIME Auctions. The Exchange believes that it is appropriate to provide incentives to market participants to direct orders to participate in cPRIME Auctions. Further, the Exchange believes that the transaction fees for responding to the cPRIME Auction will not deter market participants from providing price improvement.

The Exchange believes that it is reasonable to assess lower transaction and credit rates to penny option classes than non-penny option classes. The Exchange believes that options which trade at these wider spreads merit offering greater inducement for market participants. In particular, within the cPRIME Auction, option classes that typically trade in minimum increments of $0.05 or $0.10 provide greater opportunity for market participants to offer price improvement. As such, the Exchange believes that the opportunity for additional price improvement provided by these wider spreads again merits offering greater incentive for market participants to increase the potential price improvement for customer orders in these transactions.

The Exchange believes that the proposed PCRP rebates for Priority Customer orders submitted into cPRIME Auctions are fair, equitable, and not unreasonably discriminatory. The rebate program is reasonably designed because it will incentivize providers of Priority Customer order flow to send that Priority Customer order flow to the Exchange in order to receive a credit in a manner that enables the Exchange to improve its overall competitiveness and strengthen its market quality for all market participants. The proposed tiered rebate is fair, equitable, and not unreasonably discriminatory because it will apply equally to all Priority Customer orders submitted as a cPRIME Agency Order. All similarly situated Priority Customer orders are subject to the same rebate schedule, and access to the Exchange is offered on terms that are not unfairly discriminatory. In addition, the PCRP is equitable and not unfairly discriminatory because, while only Priority Customer order flow qualifies for the rebate program, an increase in Priority Customer order flow will bring greater volume and liquidity, which benefit all market participants by providing more trading opportunities and tighter spreads. Market participants want to trade with Priority Customer order flow. To the extent Priority Customer order flow is increased by the proposal, market participants will increasingly compete for the opportunity to trade on the Exchange including sending more orders and providing narrower and larger-sized quotations in the effort to trade with such Priority Customer order flow.

The Exchange believes that excluding cQCC Orders, C2C and cC2C Orders, cPRIME AOC Responses, cPRIME Contra-side Orders, and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers from the number of options contracts executed on the Exchange by any Member for purposes of the volume thresholds and the PCRP is reasonable, equitable, and not unfairly discriminatory because participating Members could otherwise collect the rebates offered and volume thresholds by executing excess volume in these types of transactions in which no transaction fees are charged on the Exchange. The Exchange believes that the rebate for Priority Customer agency orders in the cPRIME Auction is reasonably designed to incentivize additional customer order flow to the cPRIME Auction.

The Exchange believes the proposed transaction fees for cQCC Orders are reasonable because the proposed amounts are identical to the fees assessed for QCC transactions and are in line with the amounts assessed at other Exchanges for similar transactions.[19] Additionally, the proposed fees would be assessed to all non-Priority Customers alike.

The Exchange believes the proposed rebate for the initiating order side of a cQCC transaction is reasonable because other competing exchanges also provide a rebate on the initiating order side.[20] Additionally, the proposed rebate amount is within the range of the rebate

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19 See BOX Options Exchange LLC (“BOX”) Fee Schedule, Section I(D) (BOX does not charge Public Customers but charges Professional Customers, Broker Dealers and Market Makers $0.20 per contract on both Agency and Contra Orders); see also Chicago Board Options Exchange (“CBOE”) Fee Schedule, “QCC Rate Table,” Page 5 (CBOE charges non-Public Customers $0.17 per contract and does not charge Public Customers); see also NYSE Amex Options Fee Schedule, Section I.F (NYSE Amex charges Non-Customers $0.20 per contract, Specialists and e-Specialists $0.13 per contract, and does not charge Customer and Professional Customers).

20 See BOX Fee Schedule, Section I(D)(1); see also CBOE Fee Schedule, “QCC Rate Table,” Page 5; see also NYSE Amex Options Fee Schedule, Section I.F; see also Nasdaq ISE Fee Schedule, Section IV(A).

amounts at the other competing exchanges.[21] The Exchange believes the proposed rebate is equitable and not unfairly discriminatory because it applies to all Members that enter the initiating order (except for when both the initiator and contra-side orders are Priority Customers) and because it is intended to incentivize the sending of more cQCC Orders to the Exchange. The Exchange believes it is reasonable, equitable, and not unfairly discriminatory to not provide a rebate for the initiating order for cQCC transactions for which both the initiator and the contra-side orders are Priority Customers since Priority Customers are already incentivized by a reduced fee for submitting cQCC Orders. The Exchange believes that the proposed exclusion of cQCC Orders from the Market Maker Sliding Scale, the PCRP, and the PRP is reasonable because it enables cQCC Orders from all market participants to be subject to only the specific transaction fees as described above that are tailored specifically for encouraging market participants to transact cQCC Orders on the Exchange. The Exchange believes that the exclusion is equitable and not unfairly discriminatory because it ensures all market participants, other than Priority Customers, to be subject to the same transaction fee for cQCC Orders. While Priority Customers will benefit from a reduced transaction fee rate for cQCC Orders, excluding cQCC Orders from the PCRP enables a more equitable and not unfairly discriminatory outcome.

The Exchange believes that adding the C2C fee to the Fee Schedule is reasonable since it is clarifying the Exchange's existing practice and by adding such C2C Order fee to the Fee Schedule the Exchange believes that it will make it more transparent as to how the Exchange

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21 See BOX Fee Schedule, Section I(D)(1) (a $0.15 per contract rebate will be applied to the Agency Order where at least one party to the QCC transaction is a Non-Public Customer); see also CBOE Fee Schedule, "QCC Rate Table," Page 5 (a $0.10 per contract credit will be delivered to the TPH Firm that enters the order into CBOE Command but will only be paid on the initiating side of the QCC transaction); see also NYSE Amex Options Fee Schedule, Section I.F (a $0.07 credit is applied to Floor Brokers executing 300,000 or fewer contracts in a month and a $0.10 credit is applied to Floor Brokers executing more than 300,000 contracts in a month); see also Nasdaq ISE Fee Schedule, Section IV(A) (rebates range from $0.01 to $0.11 per contract).

assesses such fee and avoid any confusion as to how such fee is assessed for simple (C2C) and complex (cC2C) orders. The Exchange believes that the proposed transaction fee for cC2C Orders is reasonable because the proposed amount is identical to the fee assessed for C2C transactions, which is currently $0.00. The proposed fees would be charged to all Priority Customers alike and the Exchange believes that assessing a $0.00 fee to Priority Customers is equitable and not unfairly discriminatory. By assessing a $0.00 fee to Priority Customer orders, the C2C and cC2C transaction fees will not discourage the sending of Priority Customer orders.

The Exchange believes that specifying that cPRIME Order and cQCC Order executions are not subject to marketing fees is reasonable, equitable and not unfairly discriminatory. The Exchange is seeking to encourage all participants, including Market Makers, to send cPRIME Orders and to respond to cPRIME Auction RFR messages and the Exchange believes that collecting marketing fees from Market Makers may discourage such participation. By encouraging as many participants as possible to respond, the Exchange believes that it will lead to greater opportunities for price improvement for all cPRIME Agency Orders, not just those entered on behalf of customers. For these reasons, the Exchange believes that excluding cPRIME Orders and responses from the marketing fees are reasonable, equitable, and not unfairly discriminatory. The Exchange believes that it is equitable and not unfairly discriminatory to continue to charge a marketing fee if an unrelated order executes in the cPRIME Auction, because that unrelated order is not subject to the specialized fee structure for cPRIME Auctions that is designed to incentivize participation. The market participant receives the benefit of a cPRIME Auction execution and would already expect to be charged a marketing fee that is no different than the fee the market participant was expecting to pay trading against unrelated orders outside the cPRIME Auction. The Exchange further believes that not assessing a Marketing Fee for contracts executed as a cQCC Order is equitable and not unfairly discriminatory because such order type originated from the same Member, thus obviating the purpose of the Marketing Fee.

The Exchange believes that the proposed technical changes are consistent with Section 6(b)(5) of the Act because they are designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest. The Exchange believes it is appropriate to make the proposed technical corrections to its Fee Schedule so that Exchange Members have a clear and accurate understanding of the meaning of the Exchange's Fee Schedule.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that the proposed change will enhance the competiveness of the Exchange relative to other exchanges that offer their own electronic crossing mechanisms and offer their own complex crossing order types. The Exchange believes that the proposed fees and rebates for participation in the cPRIME Auction, the cQCC fees, and the C2C and cC2C fees are not going to have an impact on intra-market competition based on the total cost for participants to transact in such order types versus the cost for participants to transact in the other order types available for trading on the Exchange. As noted above, the Exchange believes that the proposed pricing for the cPRIME Auction is comparable to that of other exchanges offering similar electronic price improvement mechanisms for complex orders,[22] and the Exchange believes that, based on experience with electronic price improvement crossing mechanisms on other markets, market participants understand that the price-improving benefits offered by the cPRIME Auction justify

[22] See supra note 16.

the transaction costs associated with the cPRIME Auction. To the extent that there is a difference between non-cPRIME Auction transactions and cPRIME Auction transactions, the Exchange does not believe this difference will cause participants to refrain from responding to cPRIME Auctions. In addition, the Exchange does not believe that the proposed transaction fees and credits for these new complex crossing order types burden competition by creating a disparity of transaction fees between these order types and other order types. The Exchange expects to see robust competition within the cPRIME Auction to trade against the cPRIME Agency Order. The Exchange also expects to see robust competition in the trading of cQCC Orders and cC2C Orders, as the Exchange's pricing for those order types is competitive with the pricing of other competing Exchanges.

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 to the Exchange. The Exchange believes that the proposed rule change reflects this competitive environment because it establishes a fee structure in a manner that encourages market participants to direct their order flow, to provide liquidity, and to attract additional transaction volume to the Exchange.

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,[23] and Rule 19b-4(f)(2)[24] thereunder. At any time within 60 days of the filing of the proposed

[23] 15 U.S.C. 78s(b)(3)(A)(ii).

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. Please include File Number SR-MIAX-2017-40 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-MIAX-2017-40. 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).

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

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[24] 17 CFR 240.19b-4(f)(2).

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-2017-40 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.[25]

Brent J. Fields
Secretary

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[25] 17 CFR 200.30-3(a)(12).

Exhibit 5

New text is <u>underlined</u>;
Deleted text is in [brackets]

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MIAX Options Fee Schedule

1. Transaction Fees

a) Exchange Fees

i) Market Maker Transaction Fees
Market Maker Sliding Scale

Members and Their Affiliates[1] In Priority Customer Rebate Program Volume Tier 3 or Higher									
			Simple				Complex		
			Per Contract Fee For Penny Classes		Per Contract Fee For Non-Penny Classes				
	Tier	Percentage Thresholds	Maker*	Taker	Maker*	Taker	Per Contract Fee for Penny Classes	Per Contract Fee for Non-Penny Classes	Per Contract Surcharge for Removing Liquidity Against a Resting Priority Customer Complex Order on the Strategy Book for Penny and Non-Penny Classes
All MIAX Market Makers	1	0.00% - 0.075%	$0.21	$0.23	$0.25	$0.30	$0.25	$0.29	$0.10
	2	Above 0.075% - 0.60%	$0.15	$0.22	$0.19	$0.27	$0.19	$0.23	$0.10
	3	Above 0.60% - 1.00%	$0.08	$0.19	$0.12	$0.23	$0.12	$0.16	$0.10

1 For purposes of the MIAX Options Fee Schedule, the term "Affiliate" means (i) an affiliate of a Member of at least 75% common ownership between the firms as reflected on each firm's Form BD, Schedule A, ("Affiliate"), or (ii) the Appointed Market Maker of an Appointed EEM (or, conversely, the Appointed EEM of an Appointed Market Maker). An "Appointed Market Maker" is a MIAX Market Maker (who does not otherwise have a corporate affiliation based upon common ownership with an EEM) that has been appointed by an EEM and an "Appointed EEM" is an EEM (who does not otherwise have a corporate affiliation based upon common ownership with a MIAX Market Maker) that has been appointed by a MIAX Market Maker, pursuant to the following process. A MIAX Market Maker appoints an EEM and an EEM appoints a MIAX Market Maker, for the purposes of the Fee Schedule, by each completing and sending an executed Volume Aggregation Request Form by email to membership@miaxoptions.com no later than 2 business days prior to the first business day of the month in which the designation is to become effective. Transmittal of a validly completed and executed form to the Exchange along with the Exchange's acknowledgement of the effective designation to each of the Market Maker and EEM will be viewed as acceptance of the appointment. The Exchange will only recognize one designation per Member. A Member may make a designation not more than once every 12 months (from the date of its most recent designation), which designation shall remain in effect unless or until the Exchange receives written notice submitted 2 business days prior to the first business day of the month from either Member indicating that the appointment has been terminated. Designations will become operative on the first business day of the effective month and may not be terminated prior to the end of the month. Execution data and reports will be provided to both parties.

	4	Above 1.00% - 1.50%	$0.04	$0.18	$0.08	$0.22	$0.07	$0.11	$0.10
	5	Above 1.50%	$0.02	$0.17	$0.06	$0.21	$0.05	$0.09	$0.10

Members and Their Affiliates Not In Priority Customer Rebate Program Volume Tier 3 or Higher									
			Simple				Complex		
			Per Contract Fee For Penny Classes		Per Contract Fee For Non-Penny Classes				
	Tier	Percentage Thresholds	Maker*	Taker	Maker*	Taker	Per Contract Fee for Penny Classes	Per Contract Fee for Non-Penny Classes	Per Contract Surcharge for Removing Liquidity Against a Resting Priority Customer Complex Order on the Strategy Book for Penny and Non-Penny Classes
All MIAX Market Makers[2]	1	0.00% - 0.075%	$0.23	$0.25	$0.27	$0.32	$0.25	$0.29	$0.10
	2	Above 0.075% - 0.60%	$0.17	$0.24	$0.21	$0.29	$0.19	$0.23	$0.10
	3	Above 0.60% - 1.00%	$0.10	$0.21	$0.14	$0.25	$0.12	$0.16	$0.10
	4	Above 1.00% - 1.50%	$0.06	$0.20	$0.10	$0.24	$0.07	$0.11	$0.10
	5	Above 1.50%	$0.04	$0.19	$0.08	$0.23	$0.05	$0.09	$0.10

* The Maker Penny and Non-Penny fees will apply to opening transactions, transactions resulting from quotes that uncross the ABBO, and any other transaction that is not a taker transaction.

Volume thresholds are based on the total national Market Maker volume of any options classes with traded volume on MIAX during the month in simple and complex orders (excluding QCC and cQCC Orders, PRIME and cPRIME AOC Responses, and unrelated MIAX Market Maker quotes or unrelated MIAX Market Maker orders that are received during the Response Time Interval and executed against the PRIME Order ("PRIME Participating Quotes or Orders") and unrelated MIAX Market Maker complex quotes or unrelated MIAX Market Maker complex orders that are received during the Response Time Interval and executed against a cPRIME

[2] See MIAX Rule 100 for the definition of Registered Market Maker ("RMM"), Primary Lead Market Maker ("PLMM"), Lead Market Maker ("LMM"). Directed Order Lead Market Maker ("DLMM") and Directed Primary Lead Market Maker ("DPLMM") is a party to a transaction being allocated to the LMM or PLMM and is the result of an order that has been directed to the LMM or PLMM.

Order ("cPRIME Participating Quote or Order")). The Market Maker Sliding Scale applies to MIAX Market Maker (RMM, LMM, DLMM, PLMM, DPLMM) transaction fees in all products except mini-options. MIAX Market Makers will be assessed a $0.02 per executed contract fee for transactions in mini-options. A MIAX Market Maker's standard per contract transaction fee shall be reduced to the fees shown on the sliding scale as the MIAX Market Maker reaches the volume thresholds shown on the sliding scale in a month. The Exchange will aggregate the trading activity of Members and their Affiliates for purposes of the sliding scale.

ii) No change.

iii) Priority Customer Rebate Program

Origin	Tier	Percentage Thresholds of National Customer Volume in Multiply-Listed Options Classes Listed on MIAX (Monthly)	Per Contract Credit for Simple Orders in non-MIAX Select Symbols[14]	Per Contract Credit for Simple Orders in MIAX Select Symbols	Per Contract Credit for PRIME Agency Order	Per Contract Credit for cPRIME Agency Order	Per Contract Credit for Complex Orders
Priority Customer	1	0.00% - 0.50%	$0.00	$0.00	$0.10	$0.10	$0.00
	2	Above 0.50% - 1.20%	$0.10	$0.10	$0.10	$0.10	$0.21
	3	Above 1.20% - 1.75%	$0.15	$0.20	$0.10	$0.10	$0.24
	4	Above 1.75%	$0.21	$0.24	$0.10	$0.10	$0.25

MIAX shall credit each Member the per contract amount set forth above as applicable resulting from each Priority Customer order transmitted by that Member which is executed electronically on the Exchange in all multiply-listed option classes (excluding, in simple or complex as applicable, QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400), provided the Member meets certain percentage thresholds in a month as described in the Priority Customer Rebate Program table.

For each Priority Customer order transmitted by that Member which is executed electronically on the Exchange in MIAX Select Symbols in simple order executions, MIAX shall credit each member at the separate per contract rate for MIAX Select Symbols.

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14 The term "MIAX Select Symbols" means options overlying AAL, AAPL, AIG, AMAT, AMD, AMZN, BA, BABA, BBRY, BIDU, BP, C, CAT, CBS, CELG, CLF, CVX, DAL, EBAY, EEM, FB, FCX, GE, GILD, GLD, GM, GOOGL, GPRO, HAL, HTZ, INTC, IWM, JCP, JNJ, JPM, KMI, KO, MO, MRK, NFLX, NOK, NQ, ORCL, PBR, PFE, PG, QCOM, QQQ, RIG, S, SPY, SUNE, T, TSLA, USO, VALE, VXX, WBA, WFC, WMB, WY, X, XHB, XLE, XLF, XLP, XOM and XOP.

For each Priority Customer order submitted into the PRIME Auction as a PRIME Agency Simple Order, MIAX shall credit each member at the separate per contract rate for PRIME Agency Simple Orders; however, no rebates will be paid if the PRIME Agency Simple Order executes against a Contra-side Order which is also a Priority Customer.

All fees and rebates are per contract per leg.

For each Priority Customer complex order submitted into the cPRIME Auction as a cPRIME Agency Order, MIAX shall credit each member at the separate per contract per leg rate for cPRIME Agency Orders; however, no rebates will be paid if the cPRIME Agency Order executes against a Contra-side Order which is also a Priority Customer.

The Priority Customer rebate payment will be calculated from the first executed contract at the applicable threshold per contract credit with rebate payments made at the highest achieved volume tier for each contract traded in that month.

The percentage thresholds are calculated based on the percentage of national customer volume in multiply-listed options classes listed on MIAX entered and executed over the course of the month (excluding QCC and cQCC Orders, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, and PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers). Volume for transactions in both simple and complex orders will be aggregated to determine the appropriate volume tier threshold applicable to each transaction. Volume will be recorded for and credits will be delivered to the Member Firm that submits the order to MIAX. MIAX will aggregate the contracts resulting from Priority Customer orders transmitted and executed electronically on MIAX from Members and their Affiliates for purposes of the thresholds described in the Priority Customer Rebate Program table.

MIAX shall credit each “Qualifying Member” $0.03 per contract (excluding QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, PRIME and cPRIME Agency Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400) resulting from each Priority Customer order in simple or complex order executions which falls within the Priority Customer Rebate Program volume tier 1 above. “Qualifying Member” shall mean a Member or its Affiliate that qualifies for the Professional Rebate Program as described below and achieves a volume increase in excess of 0.065% for Professional orders transmitted by that Member which are executed electronically on the Exchange in all multiply-listed option classes for the account(s) of a Professional and which qualify for the Professional Rebate Program during a particular month relative to the applicable Baseline Percentage (as defined under the Professional Rebate Program).

Any Member or its Affiliate that qualifies for Priority Customer Rebate Program volume tiers 3 or higher will be credited an additional $0.02 per contract for each Priority Customer order executed in the PRIME Auction as a PRIME Agency Order over a threshold of 1,500,000 contracts in a month (excluding QCC and cQCC Orders, mini-options, Priority Customer-to-Priority Customer Orders, C2C and cC2C Orders, cPRIME Agency Orders, PRIME and cPRIME AOC

Responses, PRIME and cPRIME Contra-side Orders, PRIME and cPRIME Orders for which both the Agency and Contra-side Order are Priority Customers, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400); volume will be recorded for and credits will be delivered to the Member Firm that submits the order to MIAX. In the event of a MIAX System outage or other interruption of electronic trading on MIAX, the Exchange will adjust the national customer volume in multiply-listed options for the duration of the outage. A Member may request to receive its credit under the Priority Customer Rebate Program as a separate direct payment.

iv) Professional Rebate Program

Type of Market Participants Eligible for Rebate	Tier	Percentage Thresholds of Volume Increase in Multiply-Listed Options (except Excluded Contracts) for the Current Month Compared to Fourth Quarter 2015	Per Contract Credit (except Excluded Contracts) for Simple Orders	Per Contract Credit (except Excluded Contracts) for Complex Orders
Public Customer that is Not a Priority Customer *Non-MIAX Market Maker* *Non-Member Broker-Dealer* *Firm*	1	Above 0.00% - 0.005%	$0.10	$0.03
	2	Above 0.005% - 0.020%	$0.15	$0.05
	3	Above 0.020%	$0.20	$0.07

MIAX shall credit each Member the per contract amount set forth above as applicable resulting from any contracts executed from an order submitted by a Member for the account(s) of a (i) Public Customer that is not a Priority Customer; (ii) Non-MIAX Market Maker; (iii) Non-Member Broker-Dealer; or (iv) Firm (for purposes of the Professional Rebate Program, "Professional") which is executed electronically on the Exchange in all multiply-listed option classes (excluding, in simple or complex as applicable, mini-options, Non-Priority Customer-to-Non-Priority Customer Orders, QCC and cQCC Orders, PRIME and cPRIME Orders, PRIME and cPRIME AOC Responses, PRIME and cPRIME Contra-side Orders, and executions related to contracts that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in MIAX Rule 1400 (collectively, for purposes of the Professional Rebate Program, "Excluded Contracts")), provided the Member achieves certain Professional volume increase percentage thresholds in the month relative to the fourth quarter of 2015, as described in the table above.

The percentage thresholds in each tier are based upon the increase in the total volume submitted by a Member and executed for the account(s) of a Professional on MIAX (not including Excluded Contracts) during a particular month as a percentage of the total volume reported by the Options Clearing Corporation (OCC) in MIAX classes during the same month (the "Current Percentage"), less the greater of (x) total volume submitted by that Member and executed for the account(s) of a Professional on MIAX (not including Excluded Contracts) during the fourth quarter of 2015 as a percentage of the total volume reported by OCC in MIAX classes during the fourth quarter of 2015, and (y) 0.065% (the "Baseline Percentage"). Volume for transactions in both simple and complex orders will be aggregated to determine the appropriate volume tier threshold applicable to each transaction. For purposes of determining the Baseline Percentage for any Member that did not execute any contracts for the account(s) of a Professional on MIAX in the fourth quarter of 2015, the Baseline Percentage shall be 0.065%.

The Member's percentage increase will be calculated as the Current Percentage less the Baseline Percentage. Members will receive rebates for contracts submitted by such Member on behalf of a Professional(s) that are executed within a particular percentage tier based upon that percentage tier only, and will not receive a rebate for such contracts that applies to any other tier.

The increase in volume percentage will be recorded for, and credits will be delivered to, the Member that submits the order to MIAX on behalf of the Professional. Volume for both simple and complex orders will be aggregated to determine the appropriate volume tier threshold applicable to each transaction. MIAX will aggregate the contracts resulting from Professional orders transmitted and executed electronically on MIAX from Members and their Affiliates for purposes of the thresholds described in the table above. A Member may request to receive its credit under the Program as a separate direct payment

v) MIAX Price Improvement Mechanism ("PRIME") Fees

	PRIME Order Fee		Responder to PRIME Auction Fee		PRIME Break-up Credit	
Types of Market Participants	**Per Contract Fee for Agency Order**	**Per Contract Fee for Contra-side Order**	**Per Contract Fee for Penny Classes**	**Per Contract Fee for Non-Penny Classes**	**Per Contract Credit for Penny Classes**	**Per Contract Credit for Non-Penny Classes**
Priority Customer	$0.00	$0.00	$0.50	$0.99	$0.25	$0.60
Public Customer that is Not a Priority Customer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-Member Broker-Dealer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Firm	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60

MIAX will assess the Responder to PRIME Auction Fee to: (i) a PRIME AOC Response that executes against a PRIME Order, and (ii) a PRIME Participating Quote or Order that executes against a PRIME Order. MIAX will apply the PRIME Break-up credit to the EEM that submitted the PRIME Order for agency contracts that are submitted to the PRIME Auction that trade with a PRIME AOC Response or [with] a PRIME Participating Quote or Order that trades with the PRIME Order. [The applicable fee for PRIME Orders will be applied to any contracts for which a credit is provided.] Transaction fees in mini-options will be 1/10th of the standard per contract fee or rebate described in the table above for the PRIME Auction. MIAX will assess the standard transaction fees to a PRIME AOC Response if it [they]executes against unrelated orders. Any Member or its Affiliate that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a PRIME AOC Response that is received during the Response Time Interval and executed against the PRIME Order, or a PRIME Participating Quote or Order that is received during the Response Time Interval and executed against the PRIME Order, will be assessed a Discounted PRIME Response Fee of $0.46 per contract for standard options in Penny Pilot classes. Any Member or its Affiliate that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a PRIME AOC Response that is received during the Response Time Interval and executed against the PRIME Order, or a PRIME Participating Quote or Order that is received during the Response Time Interval and executed against the PRIME Order, will be assessed a Discounted PRIME Response Fee of $0.95 per contract for standard options in non-Penny Pilot classes.

vi) MIAX Complex Price Improvement Mechanism ("cPRIME") Fees

Types of Market Participants	cPRIME Order Fee		Responder to cPRIME Auction Fee		cPRIME Break-up Credit	
	Per Contract Fee for Agency Order	Per Contract Fee for Contra-side Order	Per Contract Fee for Penny Classes	Per Contract Fee for Non-Penny Classes	Per Contract Credit for Penny Classes	Per Contract Credit for Non-Penny Classes
Priority Customer	$0.00	$0.00	$0.50	$0.99	$0.25	$0.60
Public Customer that is Not a Priority Customer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-MIAX Market Maker	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Non-Member Broker-Dealer	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60
Firm	$0.30	$0.05	$0.50	$0.99	$0.25	$0.60

All fees and credits are per contract per leg. MIAX will assess the Responder to cPRIME Auction Fee to: (i) a cPRIME AOC Response that executes against a cPRIME Order, and (ii) a cPRIME Participating Quote or Order that executes against a cPRIME Order. MIAX will apply the cPRIME Break-up credit to the EEM that submitted the cPRIME Order for agency contracts that are submitted to the cPRIME Auction that trade with a cPRIME AOC Response or a cPRIME Participating Quote or Order that trades with the cPRIME Order. MIAX will assess the standard complex transaction fees to a cPRIME AOC Response if it executes against unrelated complex orders. Any Member or its Affiliate that qualifies for Priority Customer Rebate Program volume tiers 3 or higher and submits a cPRIME AOC Response that is received during the Response Time Interval and executed against the cPRIME Order, or a cPRIME Participating Quote or Order that is received during the Response Time Interval and executed against the cPRIME Order, will be assessed a Discounted cPRIME Response Fee of $0.46 per contract for standard complex order options in Penny Pilot classes. Any Member or its Affiliate that qualifies for Priority Customer

Rebate Program volume tiers 3 or higher and submits a cPRIME AOC Response that is received during the Response Time Interval and executed against the cPRIME Order, or a cPRIME Participating Quote or Order that is received during the Response Time Interval and executed against the cPRIME Order, will be assessed a Discounted cPRIME Response Fee of $0.95 per contract for standard complex order options in non-Penny Pilot classes.

vii) QCC Fees

Types of Market Participants	QCC Order		
	Per Contract Fee for Initiator	**Per Contract Fee for Contra-side**	**Per Contract Rebate for Initiator**
Priority Customer	$0.00	$0.00	$0.10
Public Customer that is Not a Priority Customer	$0.15	$0.15	$0.10
MIAX Market Maker	$0.15	$0.15	$0.10
Non-MIAX Market Maker	$0.15	$0.15	$0.10
Non-Member Broker-Dealer	$0.15	$0.15	$0.10
Firm	$0.15	$0.15	$0.10

Rebates will be delivered to the Member firm that enters the order into the MIAX system, but will only be paid on the initiating side of the QCC transaction. However, no rebates will be paid for QCC transactions for which both the initiator and contra-side orders are Priority Customers. A QCC transaction is comprised of an 'initiating order' to buy (sell) at least 1000 contracts or 10,000 mini-option contracts, coupled with a contra-side order to sell (buy) an equal number of contracts. QCC orders comprised of mini-contracts will be assessed QCC fees and afforded rebates equal to 10% of the fees and rebates applicable to QCC Orders comprised of standard option contracts.

viii) cQCC Fees

Types of Market Participants	cQCC Order		
	Per Contract Fee for Initiator	**Per Contract Fee for Contra-side**	**Per Contract Rebate for Initiator**
Priority Customer	$0.00	$0.00	$0.10
Public Customer that is Not a Priority Customer	$0.15	$0.15	$0.10
MIAX Market Maker	$0.15	$0.15	$0.10
Non-MIAX Market Maker	$0.15	$0.15	$0.10
Non-Member Broker-Dealer	$0.15	$0.15	$0.10
Firm	$0.15	$0.15	$0.10

All fees and rebates are per contract per leg. Rebates will be delivered to the Member firm that enters the order into the MIAX system, but will only be paid on the initiating side of the cQCC transaction. However, no rebates will be paid for cQCC transactions for which both the initiator and contra-side orders are Priority Customers. A cQCC transaction is comprised of an 'initiating complex order' to buy (sell) where each component is at least 1,000 contracts that is identified as being part of a qualified contingent trade, coupled with a contra-side complex order or orders to sell (buy) an equal number of contracts.

ix) C2C and cC2C Fees

Types of Market Participants	C2C and cC2C Order Per Contract Fee/Rebate
Priority Customer	$0.00

All fees and rebates are per contract per leg. A C2C Order is comprised of a Priority Customer Order to buy and a Priority Customer Order to sell at the same price and for the same quantity. A cC2C Order is comprised of one Priority Customer complex order to buy and one Priority Customer complex order to sell at the same price and for the same quantity.

b) Marketing Fee

MIAX will assess a Marketing Fee to all Market Makers for contracts, including mini options, they execute in their assigned classes in simple or complex order executions when the contra-party to the execution is a Priority Customer. The Marketing Fee in complex order executions will be assessed per contract (whether the transaction executes in a strategy match, complex auction, or by legging into the Book). MIAX will not assess a Marketing Fee to Market Makers for contracts executed: (i) as a PRIME or cPRIME Agency Order, [Contra-side Order, Qualified Contingent Cross] or as a QCC or cQCC Order[,]; (ii) when a PRIME Participating Quote or Order or a PRIME AOC Response trades against a PRIME Agency Order; or (iii) when a cPRIME Participating Quote or Order or a cPRIME AOC Response trades against a cPRIME Agency Order [in the PRIME Auction; unless, it executes against an unrelated order].

Members that are assigned as PLMMs and LMMs will have a Marketing Fee "pool" into which the Exchange will deposit the applicable per-contract Marketing Fee. For orders directed to PLMMs and LMMs, applicable Marketing Fees are allocated to the PLMM's or LMM's Marketing Fee "pool." For non-directed orders, applicable Marketing Fees are allocated to the PLMM's Marketing Fee "pool." All Market Makers that participated in such transactions will pay the applicable Marketing Fee to the Exchange, which will allocate such funds to the Member that controls the distribution of the Marketing Fee "pool." Each month the Member will submit written instructions to MIAX describing how MIAX is to distribute the Marketing Fees in the "pool" to Electronic Exchange Members identified by the Member.

Undispersed Marketing Fees will be reimbursed to Market Makers that contributed to the "pool" based upon their pro-rata portion of the entire amount of Marketing Fees collected on a three month rolling schedule.

Amount of Marketing Fee Assessed	Option Classes
$0.70 (per contract)	Simple and complex order transactions in Standard Option Classes that are not in the Penny Pilot Program
$0.25 (per contract)	Simple and complex order transactions in Standard Option Classes that are in the Penny Pilot Program (a List of those Standard Option Classes in the Penny Pilot Program is available on the MIAX Website)
$0.070 (per contract)	Simple and complex order transactions in Mini Options where the corresponding Standard Option is not in the Penny Pilot Program
$0.025 (per contract)	Simple and complex order transactions in Mini Options where the corresponding Standard Option is in the Penny Pilot Program (a List of those Standard Option Classes in the Penny Pilot Program is available on the MIAX Website)

c) No change.

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