

self-regulatory organization consents, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The 45th day after publication of the notice for this proposed rule change is November 25, 2017. The Commission is extending this 45-day time period.

The Commission finds that it is appropriate to designate a longer period within which to take action on the proposed rule change so that it has sufficient time to consider the proposed rule change. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,<sup>5</sup> designates January 19, 2018 as the date by which the Commission shall either approve or disapprove or institute proceedings to determine whether to disapprove the proposed rule change (File Number SR-BatsBZX-2017-58).

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

**Eduardo A. Aleman,**  
Assistant Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-82113; File No. SR-BOX-2017-35]

### Self-Regulatory Organizations; BOX Options Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Rule 7300

November 17, 2017.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on November 8, 2017, BOX Options Exchange LLC (the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

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

The Exchange proposes to amend Rule 7300. The text of the proposed rule change is available from the principal office of the Exchange, at the Commission’s Public Reference Room and also on the Exchange’s Internet Web site at <http://boxoptions.com>.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 Rule 7300. Specifically, the Exchange is proposing to amend how the quoting requirements for Preferred Market Makers<sup>3</sup> are calculated. A Preferred Market Maker must maintain a continuous two-sided market, pursuant to Rule 8050(c)(1), throughout the trading day, in 99% of the non-adjusted option series of each class for which it accepts Preferred Orders,<sup>4</sup> for 90% of the time the Exchange is open for trading in each such option class.<sup>5</sup> Compliance with the Preferred Market Maker quoting requirement is determined on a monthly basis; however, determining compliance with this requirement on a monthly basis does not relieve a Preferred Market

<sup>3</sup> The term “Preferred Market Maker” means a Market Maker designated as such by a Participant with respect to an order submitted by such Participant to BOX. See Rule 7300(a)(2).

<sup>4</sup> The term “Preferred Order” means any order, whether on a single option instrument or on a Complex Order Strategy, for which a Preferred Market Maker is designated with respect to such order, upon submission of such order to BOX. See Rule 7300(a)(1).

<sup>5</sup> For purposes of this requirement, a Preferred Market Maker is not required to quote in intra-day add-on series or series that have a time to expiration of nine months or more in the classes for which it receives Preferred Orders and a Market Maker may still be a Preferred Market Maker in any such series if the Market Maker otherwise complies with the requirements.

Maker from meeting this quoting requirement on a daily basis, nor does it prohibit the Exchange from taking disciplinary action against a Preferred Market Maker for failing to meet this requirement each trading day.

Currently, the Exchange applies the quoting requirements on a class-by-class basis. The Exchange is now proposing that compliance with the quoting requirements apply to all of a Preferred Market Maker’s classes for which it receives Preferred Orders collectively. This change is being proposed as a competitive response to the rules of another exchange.<sup>6</sup> The Exchange is not proposing any change to the actual quoting requirements, only to how the requirements are applied to Preferred Market Makers.

The Exchange believes that applying the continuous electronic quoting requirements for Preferred Market Makers collectively across all classes is a fair and efficient way for the Exchange and market participants to evaluate compliance with the continuous electronic quoting obligation. Applying the continuous electronic quoting requirements collectively across all classes rather than on a class-by-class basis is beneficial to Preferred Market Makers by providing some flexibility to choose which series in their appointed classes they will continuously electronically quote—increasing the continuous electronic quoting in the series of one class while allowing for a decrease in the continuous electronic quoting in the series of another class. This flexibility, however, does not diminish the Preferred Market Maker’s obligation to continuously electronically quote in a significant percentage of series for a significant part of the trading day. This flexibility is especially important for classes that have relatively few series and may prevent a Preferred Market Maker from reaching the continuous electronic quoting obligation when failing to quote 90% of the trading day in more than one series in an appointed class. The Exchange believes that the proposed rule change will not diminish, and may in fact increase, market making activity on the Exchange, by applying continuous electronic quoting obligations in a reasonable manner, which is already in place on other options exchanges.<sup>7</sup>

###### 2. Statutory Basis

The Exchange believes that the proposal is consistent with the

<sup>6</sup> See CBOE Rule 8.13(d).

<sup>7</sup> See e.g., Nasdaq ISE, LLC (“ISE”) Rule 713, Supplementary Material .03 and Rule 804(e); and NYSE Arca, Inc. (“NYSE Arca”) Options Rule 6.88-O.

<sup>5</sup> *Id.*

<sup>6</sup> 17 CFR 200.30-3(a)(31).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

requirements of Section 6(b) of the Securities Exchange Act of 1934 (the "Act"),<sup>8</sup> in general, and Section 6(b)(5) of the Act,<sup>9</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. In particular, the proposed change will more closely align how the Exchange applies the quoting requirements for Preferred Market Makers with another options exchange.<sup>10</sup> The Exchange believes the proposed change will provide increased flexibility to Preferred Market Makers in their ability to provide liquidity, which in turn, will benefit the public.

With respect to the application of continuous electronic quoting obligations collectively, the Exchange believes that providing Preferred Market Makers with flexibility to satisfy their continuous electronic quoting obligations collectively across their appointed classes will not diminish Preferred Market Makers' obligations to provide continuous electronic quotes in a significant percentage of series for a significant part of the trading day. BOX believes that the balance between the obligations imposed on and benefits provided to Preferred Market Makers under the rules is appropriate. The proposed rule change does not diminish any of the obligations imposed on Preferred Market Makers. Rather, it merely changes how the continuous electronic quoting obligation is applied. The Exchange notes that Preferred Market Makers are subject to many obligations under the rules, including the obligation to satisfy bid/ask differential requirements, to meet minimum quote size requirements, and to contribute to the maintenance of a fair and orderly market in their appointed classes, which the Exchange believes will ensure continued liquidity on the Exchange. BOX believes that its proposed rule change is consistent with the Act in that providing flexibility does not detract from the overall market making obligations of Preferred Market Makers. The proposed rule change better supports a Preferred Market Maker's continuous obligation to engage in dealings for its own account. Accordingly, any benefits of the

proposed rule change to provide flexibility to Preferred Market Makers are offset by the continued responsibilities to provide significant liquidity to the market to the benefit of all market participants.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As discussed above, the proposed change simply aligns the rules of the Exchange with those of other options exchanges.<sup>11</sup> Additionally, the proposed change is only amending how the quoting obligations are calculated; not the quoting obligations themselves.

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

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

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

Because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>12</sup> and Rule 19b-4(f)(6) thereunder.<sup>13</sup>

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule change should be approved or disapproved.

<sup>11</sup> See *supra* note 7.

<sup>12</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>13</sup> 17 CFR 240.19b-4(f)(6). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

### **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 email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-BOX-2017-35 on the subject line.

#### *Paper Comments*

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

All submissions should refer to File Number SR-BOX-2017-35. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet 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 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 Web site viewing and printing in the Commission's Public Reference Room, on official business days between the hours of 10:00 a.m. and 3:00 p.m., located at 100 F Street NE., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BOX-2017-35 and should be submitted on or before December 15, 2017.

<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).

<sup>10</sup> See *supra* note 7.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>14</sup>

**Eduardo A. Aleman,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-82108; File No. SR-BatsBZX-2017-34]

### Self-Regulatory Organizations; Bats BZX Exchange, Inc.; Notice of Designation of a Longer Period for Commission Action on Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change To Introduce Bats Market Close, a Closing Match Process for Non-BZX Listed Securities Under New Exchange Rule 11.28

November 17, 2017.

On May 5, 2017, Bats BZX Exchange, Inc. (now known as Cboe BZX Exchange, Inc.) (“BZX” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”) <sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to adopt Bats Market Close, a closing match process for non-BZX Listed Securities. The proposed rule change was published for comment in the **Federal Register** on May 22, 2017.<sup>3</sup> On July 3, 2017, the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved.<sup>4</sup> The Commission received 54 comment letters on the proposed rule change, including a response from the Exchange.<sup>5</sup> On August 18, 2017, the

Counsel and Corporate Secretary, New York Stock Exchange, dated June 13, 2017 (“NYSE Letter 1”); (7) John M. Bowers, Bowers Securities, dated June 14, 2017 (“Bowers Letter”); (8) Jonathan D. Corpina, Senior Managing Partner, Meridian Equity Partners, dated June 16, 2017 (“Meridian Letter”); (9) Fady Taniou, Chief Executive Officer, and Brian Fraioli, Chief Compliance Officer, Americas Executions, LLC, dated June 16, 2017 (“Americas Executions Letter”); (10) Ari M. Rubenstein, Co-Founder and Chief Executive Officer, GTS Securities LLC, dated June 22, 2017 (“GTS Securities Letter 1”); (11) John Ramsay, Chief Market Policy Officer, Investors Exchange LLC, dated June 23, 2017 (“iEX Letter”); (12) Jay S. Sidhu, Chairman, Chief Executive Officer, Customers Bancorp, Inc., dated June 27, 2017 (“Customers Bancorp Letter”); (13) Joanne Freiburger, Vice President, Treasurer, Masonite International Corporation, dated June 27, 2017 (“Masonite International Letter”); (14) David B. Griffith, Investor Relations Manager, Orion Group Holdings, Inc., dated June 27, 2017 (“Orion Group Letter”); (15) Kieran O’Sullivan, Chairman, President and CEO, CTS Corporation, dated June 28, 2017 (“CTS Corporation Letter”); (16) Sherri Brillon, Executive Vice-President and Chief Financial Officer, Encana Corporation, dated June 29, 2017 (“Encana Letter”); (17) Steven C. Lilly, Chief Financial Officer, Triangle Capital Corporation, dated June 29, 2017 (“Triangle Capital Letter”); (18) Robert F. McCadden, Executive Vice President and Chief Financial Officer, Pennsylvania Real Estate Investment Trust, dated June 29, 2017 (“Pennsylvania REIT Letter”); (19) Andrew Stevens, General Counsel, IMC Financial Markets, dated June 30, 2017 (“IMC Letter”); (20) Daniel S. Tucker, Senior Vice President and Treasurer, Southern Company, dated July 5, 2017 (“Southern Company Letter”); (21) Cole Stevens, Investor Relations Associate, Nobilis Health, dated July 6, 2017 (“Nobilis Health Letter”); (22) Mehmet Kinak, Head of Global Equity Market Structure & Electronic Trading, et. al., T. Rowe Price Associates, Inc., dated July 7, 2017 (“T. Rowe Price Letter”); (23) David L. Dragics, Senior Vice President, Investor Relations, CACI International Inc., dated July 7, 2017 (“CACI Letter”); (24) Mark A. Stegeman, Senior Vice President & CFO, Turning Point Brands, Inc., dated July 12, 2017 (“Turning Point Letter”); (25) Jon R. Moeller, Vice Chair and Chief Financial Officer, and Deborah J. Majoras, Chief Legal Officer and Secretary, The Procter & Gamble Company, dated July 12, 2017 (“P&G Letter”); (26) Christopher A. Iacovella, Chief Executive Officer, Equity Dealers of America, dated July 12, 2017 (“EDA Letter”); (27) Rob Bernsheteyn, Chief Executive Officer, Chairman Board of Directors, Coupa Software, Inc., dated July 12, 2017 (“Coupa Software Letter”); (28) Sally J. Curley, Senior Vice President, Investor Relations, Cardinal Health, Inc., dated July 14, 2017 (“Cardinal Health Letter”); (29) Mickey Foster, Vice President, Investor Relations, FedEx Corporation, dated July 14, 2017 (“FedEx Letter”); (30) Alexander J. Matturri, CEO, S&P Dow Jones Indices, dated July 18, 2017 (“SPDJI Letter”); (31) John L. Killea, Chief Legal Officer, Stewart Information Services, dated July 19, 2017 (“Stewart Letter”); (32) M. Farooq Kathwari, Chairman, President & CEO, Ethan Allen Interiors, Inc., dated July 24, 2017 (“Ethan Allen Letter”); (33) Jeff Green, Founder, Chief Executive Officer and Chairman of the Board of Directors, The Trade Desk Inc., dated July 26, 2017 (“Trade Desk Letter”); (34) James J. Angel, Associate Professor, McDonough School of Business, Georgetown University, dated July 30, 2017 (“Angel Letter”); (35) Jon Stonehouse, CEO, and Tom Staab, CFO, BioCryst Pharmaceuticals, Inc., dated July 31, 2017 (“BioCryst Letter”); (36) Peter Campbell, Chief Financial Officer, Mimecast, dated July 31, 2017 (“Mimecast Letter”); (37) Joanne Moffic-Silver, Executive Vice President, General Counsel, and Corporate Secretary, Bats Global Markets, Inc., dated August 2, 2017 (“BZX Letter 1”); (38) David M. Weisberger, Head of Equities,

Commission instituted proceedings under Section 19(b)(2)(B) of the Exchange Act<sup>6</sup> to determine whether to approve or disapprove the proposed rule change.<sup>7</sup> Since then, the Commission has received four more comment letters, including a response from the Exchange.<sup>8</sup>

Section 19(b)(2) of the Act<sup>9</sup> provides that, after initiating proceedings, the Commission shall issue an order approving or disapproving the proposed rule change not later than 180 days after the date of publication of notice of filing of the proposed rule change. The Commission may, however, extend the period for issuing an order approving or

ViableMkts, dated August 3, 2017 (“ViableMkts Letter”); (39) Charles Beck, Chief Financial Officer, Digimarc Corporation, dated August 3, 2017 (“Digimarc Letter”); (40) Elizabeth K. King, General Counsel and Corporate Secretary, New York Stock Exchange, dated August 9, 2017 (“NYSE Letter 2”); (41) Representative Sean P. Duffy and Representative Gregory W. Meeks, dated August 9, 2017 (“Duffy/Meeks Letter”); (42) Michael J. Chewens, Senior Executive Vice President & Chief Financial Officer, NBT Bancorp Inc., dated August 11, 2017 (“NBT Bancorp Letter”); (43) Barry Zwarenstein, Chief Financial Officer, Five9, Inc., dated August 11, 2017 (“Five9 Letter”); (44) William A. Backus, Chief Financial Officer & Treasurer, Balchem Corporation, dated August 15, 2017 (“Balchem Letter”); (45) Raiford Garrabrant, Director, Investor Relations, Cree, Inc., dated August 15, 2017 (“Cree Letter”); (46) Steven Paladino, Executive Vice President & Chief Financial Officer, Henry Schein, Inc., dated August 16, 2017 (“Henry Schein Letter”); (47) Theodore Jenkins, Senior Director, Investor Relations and Communications, Corbus Pharmaceuticals, Inc., dated August 17, 2017 (“Corbus Letter”); (48) Ari M. Rubenstein, Co-Founder and Chief Executive Officer, GTS Securities LLC, dated August 17, 2017 (“GTS Securities Letter 2”); (49) Cameron Bready, Senior Executive VP, Chief Financial Officer, Global Payments Inc., dated August 17, 2017 (“Global Payments Letter”); (50) Mike Gregoire, CEO, CA Technologies, dated August 17, 2017 (“CA Technologies Letter”); (51) Patrick L. Donnelly, Executive Vice President & General Counsel, Sirius XM Holdings Inc., dated August 17, 2017 (“Sirius Letter”); (52) Theodore R. Lazo, Managing Director and Associate General Counsel, SIFMA, dated August 18, 2017 (“SIFMA Letter 2”); (53) Donald Bollerman, dated August 18, 2017 (“Bollerman Letter”); and (54) Sarah A. O’Dowd, Senior Vice President, Chief Legal Officer and Secretary, Lam Research Corporation, dated August 18, 2017 (“Lam Letter”).

<sup>6</sup> 15 U.S.C. 78s(b)(2)(B).

<sup>7</sup> See Securities Exchange Act Release No. 81437, 82 FR 40202 (August 24, 2017).

<sup>8</sup> See Letters to Brent J. Fields, Secretary, Commission, from: (1) Gabrielle Rabinovitch, VP, Investor Relations, PayPal Holdings, Inc., dated September 12, 2017 (“PayPal Letter”); (2) Edward S. Knight, Executive Vice President and General Counsel, Nasdaq, Inc., dated September 18, 2017 (“Nasdaq Letter 2”); (3) Joanne Moffic-Silver, Executive Vice President, General Counsel, and Corporate Secretary, Bats Global Markets, Inc., dated October 11, 2017 (“BZX Letter 2”); and (4) Elizabeth K. King, General Counsel and Corporate Secretary, New York Stock Exchange, dated November 3, 2017 (“NYSE Letter 3”). All comments on the proposed rule change are available at: <https://www.sec.gov/comments/sr-batsbzx-2017-34/batsbzx201734.htm>.

<sup>9</sup> 15 U.S.C. 78s(b)(2).

<sup>14</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 80683 (May 16, 2017), 82 FR 23320.

<sup>4</sup> See Securities Exchange Act Release No. 81072, 82 FR 31792 (July 10, 2017).

<sup>5</sup> See Letters to Brent J. Fields, Secretary, Commission, from: (1) Donald K. Ross, Jr., Executive Chairman, PDQ Enterprise, LLC, dated June 6, 2017 (“PDQ Letter”); (2) Edward S. Knight, Executive Vice President and General Counsel, Nasdaq, Inc., dated June 12, 2017 (“Nasdaq Letter 1”); (3) Ray Ross, Chief Technology Officer, Clearpool Group, dated June 12, 2017 (“Clearpool Letter”); (4) Venu Palaparathi, SVP, Compliance, Regulatory and Government Affairs, Virtu Financial, dated June 12, 2017 (“Virtu Letter”); (5) Theodore R. Lazo, Managing Director and Associate General Counsel, SIFMA, dated June 13, 2017 (“SIFMA Letter 1”); (6) Elizabeth K. King, General