A proposed rule change filed under Rule 19b–4(f)(6) [25] normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b–4(f)(6)(iii),[26] the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests that the Commission waive the 30-day operative delay so that the proposed rule change may become operative immediately upon filing. The proposed rule change sets forth rules that are substantially the same as the rules of another options exchange.[27] In addition, waiver of the operative delay would permit the Exchange to implement this functionality as soon as practical, which in turn could permit investors to receive sooner the benefits of the ''step-up'' feature, including potential price improvement. Further, the Exchange states that waiver of the operative delay is necessary and appropriate for competitive purposes given that other exchanges currently offer substantially similar functionality. For these reasons, and because the proposal raises no new or novel legal or regulatory issues, the Commission finds that waiver of the 30-day operative delay is consistent with the protection of investors and the public interest. Accordingly, the Commission waives the 30-day operative delay and designates the proposed rule change to be operative upon filing.[28]

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

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–C2–2026–024 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–C2–2026–024. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–C2–2026–024 and should be submitted on or before September 23, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[29]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–17913 Filed 9–1–26; 8:45 am]

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description and 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. The Exchange has satisfied this requirement.

[25] 17 CFR 240.19b–4(f)(6).

[26] 17 CFR 240.19b–4(f)(6)(iii).

[27] *See, e.g.,* IEX Rule 22.270. The Exchange's proposed rules are also substantially the same as the rules of one of its affiliated options exchanges. *See* Cboe EDGX Rule 21.18.

[28] For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

[29] 17 CFR 200.30–3(a)(12) and (59).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106232; File No. SR–SAPPHIRE–2026–34]

Self-Regulatory Organizations; MIAX Sapphire, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Fees and Rebates for Professional Customer Orders for QCC and cQCC Transactions and Establish a Tiered Fee Structure for Away Market Maker Facilitation of Customer QFOs or cQFOs

August 28, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on August 17, 2026, MIAX Sapphire, LLC (''MIAX Sapphire'' 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 proposes to amend the MIAX Sapphire Options Exchange Fee Schedule (''Fee Schedule'') to: (1) reduce the initiating and contra-side fees applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book and Trading Floor; (2) reduce the rebates applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book and Trading Floor; and (3) establish a tiered fee structure applicable to Trading Floor transactions where a Member firm directs a paired order to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker of the Member firm, depending on certain breakup percentages and minimum sizes (all terms described below).

The text of the proposed rule change is available on the Exchange's website at *https://www.miaxglobal.com/markets/us-options/miax-sapphire/rule-filings,* and at the Exchange's principal office.

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

[2] 17 CFR 240.19b–4.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend the Fee Schedule to: (1) reduce the initiating and contra-side fees applicable to Professional Customer [3] orders for QCC [4] and cQCC [5] transactions on the Exchange's Electronic Book [6] and Trading Floor; [7] (2) reduce the rebates applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book and Trading Floor; and (3) establish a tiered fee structure applicable to Trading Floor transactions where a Member [8] firm directs a paired QFO [9] or cQFO [10] to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker [11] of the Member firm, depending on certain breakup percentages and minimum sizes. The Exchange initially filed this proposal on July 31, 2026.[12] On August 17, 2026, the Exchange withdrew SR–SAPPHIRE–2026–31 and refiled this proposed rule change.

Proposal To Reduce Initiating and Contra-Side Fees for Professional Customer Orders for QCC and cQCC Transactions

First, the Exchange proposes to amend Sections 1)a)ii)–iii) and 1)c)ii)–iii) of the Fee Schedule to reduce the initiating and contra-side fees applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book and Trading Floor. Currently, the Exchange assesses Professional Customers the same initiating and contra-side fee of $0.12 per contract side for QCC and cQCC transactions that occur either on the Exchange's Electronic Book or on the Trading Floor. The Exchange now proposes to reduce this fee such that the Exchange will assess Professional Customers the same initiating and contra-side fee of $0.00 per contract side for QCC and cQCC transactions that occur either on the Exchange's Electronic Book or on the Trading Floor. The purpose of these changes is for business and competitive reasons. The proposed changes will also align the Exchange's fee for such transactions with the similar fee structures in place at other exchanges for both electronic and trading floor QCC (and/or cQCC) transactions for professional customer orders.[13]

Proposal To Reduce Rebates Applicable to Professional Customer Orders for QCC and cQCC Transactions

Next, the Exchange proposes to amend Sections 1)a)ii)–iii) of the Fee Schedule to reduce the rebates applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book. Currently, for EEMs [14] entering Professional Customer orders for both QCC and cQCC electronic transactions, the Exchange provides EEMs the following rebates: ($0.07) per contract when the contra-side is a Priority Customer; [15] ($0.17) per contract when the contra-side is a Professional Customer; and ($0.25) per contract when the contra-side is all other market participants (*i.e.,* MIAX Sapphire Market Maker,[16] Away Market Maker, Non-Member Broker-Dealer, and Firm). The Exchange now proposes to reduce these rebates. In particular, the Exchange proposes that for EEMs entering Professional Customer orders for both QCC and cQCC electronic transactions, the Exchange will provide EEMs the following rebates: ($0.00) per contract when the contra-side is a Priority Customer; ($0.00) per contract when the contra-side is a Professional Customer; and ($0.17) per contract when the contra-side is all other market participants (*i.e.,* MIAX Sapphire

[3] ''Professional Customer'' for the purposes of the Fee Schedule shall mean a Public Customer that is not a Priority Customer. *See* the Definitions section of the Fee Schedule. ''Public Customer'' means a person that is not a broker or dealer in securities. *Id.*

[4] A QCC transaction is comprised of an 'initiating order' to buy (sell) at least 1,000 contracts that is identified as being part of a qualified contingent trade, coupled with a contra-side order to sell (buy) an equal number of contracts. *See* Fee Schedule, Sections 1)a)ii) and 1)c)ii).

[5] 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. The stock handling fee for the stock leg of cQCC transactions is described in Section 1)a)v) of the Fee Schedule for electronic transactions. The stock handling fee for the stock leg of cQCC transactions is described in Section 1)c)vi) of the Fee Schedule for Trading Floor transactions. *See* Fee Schedule, Sections 1)a)iii) and 1)c)iii).

[6] ''Electronic Book'' means the Exchange's Simple Order Book and Strategy Book. *See* the Definitions section of the Fee Schedule and Exchange Rule 100. The ''Simple Order Book'' is the Exchange's regular electronic book of orders and quotes. *See* Exchange Rule 100. The ''Strategy Book'' is the Exchange's electronic book of complex orders. *Id.*

[7] ''Trading Floor'' or ''Floor'' means the physical trading floor of the Exchange located in Miami, Florida. The Trading Floor shall consist of one ''Crowd Area'' or ''Pit'' where Floor Participants will be located and option contracts will be traded. The Crowd Area or Pit shall be marked with specific visible boundaries on the Trading Floor, as determined by the Exchange. A Floor Broker must represent all orders in an ''open outcry'' fashion in the Crowd Area. *See* the Definitions section of the Fee Schedule and Exchange Rule 100.

[8] *See* Exchange Rule 100.

[9] ''Qualified Floor Order'' or ''QFO'' is a two-sided order with an initiating side and a contra-side. QFOs may also be complex orders as defined in Rule 518(a) (''cQFO'') with no more than the applicable number of legs as determined by the Exchange and communicated to Participants via Regulatory Circular. *See* the Definitions section of the Fee Schedule and Exchange Rule 2040.

[10] ''Complex Qualified Floor Order'' or ''cQFO'' has the meaning ascribed to such term in the Exchange Rules. *See* the Definitions section of the Fee Schedule and Exchange Rule 2040.

[11] ''Away Market Maker'' for the purposes of the Fee Schedule shall mean a non MIAX Sapphire Market Maker. *See* the Definitions section of the Fee Schedule.

[12] *See* Securities Exchange Act Release No. 106093 (August 12, 2026), 91 FR 53311 (August 17, 2026) (SR–SAPPHIRE–2026–31).

[13] *See, e.g.,* BOX Exchange LLC (''BOX'') Fee Schedule, Section IV.D. (assessing professional customers $0.00 per contract for both the agency side and contra-side of QCC transactions); Nasdaq PHLX LLC (''PHLX''), Options 7: Pricing Schedule, Section 4, QCC Transaction Fee (providing that customers and professionals are not assessed a QCC transaction fee and that the QCC transactions fees apply to both electronic and floor QCC orders).

[14] ''Electronic Exchange Member'' or ''EEM'' means the holder of a Trading Permit who is a Member representing as agent Public Customer Orders or Non-Customer Orders on the Exchange and those non-Market Maker Members conducting proprietary trading. Electronic Exchange Members are deemed ''members'' under the Exchange Act. *See* the Definitions section of the Fee Schedule and Exchange Rule 100.

[15] ''Priority Customer'' means a person or entity that (i) is not a broker or dealer in securities, and (ii) does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial accounts(s). The number of orders shall be counted in accordance with Interpretation and Policy .01 of Exchange Rule 100. *See* Exchange Rule 100, including Interpretation and Policy .01, and the Definitions section of the Fee Schedule.

[16] ''Market Maker'' means a Member registered with the Exchange for the purpose of making markets in options contracts traded on the Exchange and that is vested with the rights and responsibilities specified in Chapter VI of Exchange Rules. *See* the Definitions section of the Fee Schedule and Exchange Rule 100.

Market Maker, Away Market Maker, Non-Member Broker-Dealer, and Firm).

Next, the Exchange proposes to amend Sections 1)c)ii)–iii) of the Fee Schedule to reduce the rebates applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Trading Floor. Currently, for Floor Brokers [17] entering Professional Customer orders for both QCC and cQCC transactions on the Trading Floor, the Exchange provides Floor Brokers the following rebates: ($0.07) per contract when the contra-side is a Priority Customer or where the Firm met the Firm Fee Cap; [18] ($0.17) per contract when the contra-side is a Professional Customer; and ($0.25) per contract when the contra-side is all other market participants (*i.e.,* Floor Market Maker, Away Market Maker, Broker-Dealer, and Firm), except for Firm origin orders where that Firm met the Firm Fee Cap. The Exchange now proposes to reduce these rebates. In particular, the Exchange proposes that for Floor Brokers entering Professional Customer orders for both QCC and cQCC transactions on the Trading Floor, the Exchange will provide Floor Brokers the following rebates: ($0.00) per contract when the contra-side is a Priority Customer or where the Firm met the Firm Fee Cap; ($0.00) per contract when the contra-side is a Professional Customer; and ($0.17) per contract when the contra-side is all other market participants (*i.e.,* Floor Market Maker, Away Market Maker, Broker-Dealer, and Firm), except for Firm origin orders where that Firm met the Firm Fee Cap.

The purpose of these changes is for business and competitive reasons. The Exchange believes that even with the proposal to remove the rebate payable to an EEM (or Floor Broker) entering a Professional Customer order as part of a QCC or cQCC transaction (electronic or on the Trading Floor) where the contra-side is a Priority Customer or Professional Customer, the Exchange's QCC and cQCC rebates remain competitive with those of other exchanges for Professional Customer orders.[19] The Exchange believes these changes will also align the Exchange's QCC and cQCC rebates with those of other exchanges for Professional Customer orders where the contra-side is a Priority Customer or Professional Customer.[20]

Proposal To Establish a Tiered Fee Structure for Away Market Makers Facilitation of Customer QFOs or cQFOs on the Trading Floor

Next, the Exchange proposes to amend Section 1)c)i) of the Fee Schedule to establish a tiered fee structure applicable to Trading Floor transactions where a Member firm directs a paired QFO or cQFO to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker of the Member firm, depending on certain breakup percentages and minimum sizes.

For background, the Exchange assesses fees and applies rebates to both executed sides of the paired QFO or cQFO on the Trading Floor. cQFO fees and rebates are per executed side per leg. Floor Broker rebates are only payable on the Floor Brokers' billable sides. The rebates do not apply to Priority Customer, Professional Customer, Firm/Broker-Dealer Facilitating a Priority Customer or Professional Customer, competing Floor Broker orders, Floor Market Maker (sides) executions, and Firm (sides) executions where the Firm Fee Cap threshold has been met for the relevant Clearing Corporation [21] account in the relevant month. Fees for Floor Market Maker volume executed via a Floor Broker are assessed to the Floor Market Maker. Fees and rebates for Floor Broker volume, other than the executing Floor Broker's own orders, entered on behalf of a competing Floor Broker, are assessed to the competing Floor Broker.

Currently, the Exchange assesses a $0.25 per contract fee for QFO and cQFO transactions in SPY/QQQ/IWM, Penny classes (excluding SPY/QQQ/IWM), and non-Penny classes, for Away Market Maker, Firm, and Broker-Dealer origins. The Exchange does not assess a fee (or provide a rebate) for QFO and cQFO transactions in SPY/QQQ/IWM, Penny classes (excluding SPY/QQQ/IWM), and non-Penny classes, for Firm and Broker-Dealer origins that are facilitating a Priority Customer or Professional Customer order.

The Exchange now proposes to establish a new row in the table in Section 1)c)i) of the Fee Schedule that will apply to transactions for Away Market Maker facilitation of customer orders for the same Member firm. The Exchange proposes to specify in third explanatory paragraph below the table of fees in Section 1)c)i) of the Fee Schedule that the rates for Away Market Maker Facilitation will apply to any Trading Floor transaction where a Member firm directs a paired order to the Trading Floor, where the agency order is a customer of the Member firm, and where the contra-side of the transaction is the Away Market Maker of the Member firm. Further, the Away Market Maker firm must notify the Exchange for participation in the Away Market Maker Facilitation program.

The Exchange proposes to establish a new table at the end of the explanatory text in Section 1)c)i) of the Fee Schedule, which will be titled ''Away Market Maker Facilitation Breakup Table'' (referred to herein as the ''Breakup Table''). The Breakup Table [22] will provide the proposed tiered reduced fees (instead of the $0.25 per contract fee that would otherwise apply to an Away Market Maker Floor transaction) for transactions where a Member firm directs a paired QFO or cQFO to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker of the Member firm, depending on the following breakup percentages: 0 to 5% breakup

[17] ''Floor Broker'' means an individual who is registered with the Exchange for the purpose, while on the Trading Floor, of accepting and handling options orders. A Floor Broker must be registered as a Floor Participant prior to registering as a Floor Broker. A Floor Broker may take into his own account, and subsequently liquidate, any position that results from an error made while attempting to execute, as Floor Broker, an order. *See* the Definitions section of the Fee Schedule and Exchange Rule 2015. ''Floor Participant'' means Floor Brokers as defined in Rule 2015 and Floor Market Makers as defined in Rule 2105(b). *See* the Definitions section of the Fee Schedule and Exchange Rule 100.

[18] *See* Fee Schedule Section 1)c)vii) for a description of the Firm Fee Cap.

[19] *See, e.g.,* NYSE American LLC (''NYSE American'') Options Fee Schedule, Section I.F. (providing no fee or rebate for customer and professional customer orders where the contra-side is a customer or professional customer in a QCC transaction and providing a rebate of ($0.12) per contract where a floor broker executes a customer or professional customer order where the contra-side is a market maker, firm or broker dealer in a QCC transaction); NYSE Arca Inc. (''NYSE Arca'') Options Fees and Charges, page 7 (providing no fee or rebate for QCC transactions involving all customers and providing a rebate of ($0.16) per contract when a customer order trades against a non-customer).

[20] *Id.*

[21] The term ''Clearing Corporation'' means The Options Clearing Corporation. *See* Exchange Rule 100.

[22] A breakup of a QFO or cQFO generally refers to the scenario where a paired order is interacted with by a Floor Market Maker. Similarly, using the Away Market Maker facilitation as example, a breakup of a QFO or cQFO refers to the scenario where a paired customer order is facilitated for execution on the Trading Floor with the Away Market Maker being the contra-side of the transaction and having the order interacted with by a Floor Market Maker. For purposes of determining the breakup percentage for the Away Market Maker facilitation, the Exchange proposes to aggregate each month all QFOs with at least 1,000 initiating sides per order, and all cQFOs where the smallest leg is at least 1,000 contracts per order. The Exchange proposes to exclude from the breakup percentage calculation non-eligible QFOs with less than 1,000 initiating sides per order and non-eligible cQFOs where the smallest leg is less than 1,000 contracts per order.

will be assessed a per contract fee of $0.10; greater than 5% to 15% breakup will be assessed a per contract fee of $0.09; greater than 15% to 25% breakup will be assessed a per contract fee of $0.08; greater than 25% to 35% breakup will be assessed a per contract fee of $0.07; greater than 35% to 40% breakup will be assessed a per contract fee of $0.06; and greater than 40% breakup will be assessed a per contract fee of $0.05.

The Exchange also proposes to add the new note ''*'' to the Breakup Table and the corresponding note below table, which will provide as follows:

* These rates only apply to QFO or cQFO orders that are not part of a QCC, cQCC or Strategy transaction. For QFO volume to count towards the calculation to qualify for these rates, the Away Market Maker must facilitate at least 1,000 initiating sides per order. For cQFO volume to count towards the calculation to qualify for these rates, the smallest leg must be at least 1,000 initiating sides per order. The order breakup percentage is calculated on a monthly basis.

The Exchange also proposes to amend the second sentence in the first paragraph of explanatory text below the tables in Section 1)c)i) of the Fee Schedule to specify that Floor Brokers will not be entitled to receive rebates from Away Market Maker Facilitation transactions. This reduced fee structure is similar in concept to another program offered by the Exchange, where the Exchange assesses a lower fee for a Firm or Broker-Dealer that facilitates a Priority Customer or Professional Customer QFO or cQFO (in that case, $0.00 per contract), and subsequently does not provide a rebate to the executing Floor Broker.[23]

The purpose of these changes is for business and competitive reasons. The proposed Breakup Table provides the lower tiered fees that the Away Market Maker may be assessed instead of the fee that would otherwise apply to such Floor transactions, *i.e.,* $0.25 per contract. The Exchange believes that the proposed changes may encourage Away Market Makers to send their affiliate customer orders to Floor Brokers for execution on the Trading Floor where that Away Market Maker acts as the contra-side of the transaction. The Exchange believes that this may, in turn, increase open outcry participation, which may promote increased executions on the Trading Floor to the benefit of all Floor Participants that can interact with larger sized orders being sent to the Floor that were facilitated by Away Market Makers.

The Exchange believes that the Breakup Table is similar in concept to a table that is currently in place at the Exchange's affiliate, Miami International Securities Exchange, LLC (''MIAX''), related to agency credits provided to Priority Customer orders entered into MIAX's cPRIME[24] auction. Whereas the proposed Breakup Table provides the opportunity for Away Market Makers to earn discounted fees for facilitating customer orders on the MIAX Sapphire Trading Floor based on the monthly percentage breakup of the order that meets the minimum size requirements, MIAX provides its members the opportunity to receive increasing tiered agency credits for cPRIME Agency Orders for Priority Customers dependent upon the breakup percentage of the order, with certain exceptions.[25]

The Exchange also believes the concept of offering discounted or tiered fees for the contra-side of the transaction is not new or novel. For example, BOX assesses discounted fees for certain contra-side orders submitted in the BOX Price Improvement Period (''PIP'') or Complex Order Price Improvement Period (''COPIP'') auctions.[26] In addition, the Exchange offers a similar fee program for Firms and Broker-Dealers that facilitate certain customer orders. In particular, the Exchange offers Firms and Broker-Dealers the opportunity to not be assessed a fee when a Firm or Broker-Dealer facilitates a Priority Customer or Professional Customer QFO or cQFO on the Trading Floor.[27]

The proposed changes are immediately effective.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[28] in general, and furthers the objectives of Section 6(b)(5) of the Act,[29] in particular, in that it is not designed to permit unfair discrimination among customers, brokers, or dealers. The Exchange also believes that its proposal is consistent with Section 6(b)(4) of the Act[30] because it represents an equitable allocation of reasonable dues, fees and other charges among its Members or issuers using its facilities.

The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system ''has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.''[31]

There are currently 18 registered options exchanges competing for order flow. Based on publicly-available information, and excluding index-based and singly-listed options, no single exchange had more than approximately 11–12% of the multiply-listed equity options market share for the month of July 2026.[32] Therefore, no exchange possesses significant pricing power. More specifically, the Exchange had a market share of approximately 3.79% of executed volume of multiply-listed equity options for the month of July 2026.[33]

Proposal To Reduce Initiating and Contra-Side Fees for Professional Customer Orders for QCC and cQCC Transactions

The Exchange believes its proposal to reduce the initiating and contra-side fees applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book and Trading Floor is reasonable, equitable and not unfairly discriminatory because it may further incentivize Professional Customer orders to be submitted as QCC and cQCC transactions. The Exchange believes that this may, in turn, encourage Members to submit more Professional Customer orders, leading to increased liquidity on the Exchange to the benefit of all market participants by providing more trading opportunities and tighter spreads. The Exchange believes the proposed changes are

[23] *See* Fee Schedule, Section 1)c)i).

[24] *See, generally,* MIAX Rule 515A, and Interpretation and Policy .12 for a description of the cPRIME auction process.

[25] *See* MIAX Fee Schedule, Section 1)a)iii), cPRIME Agency Order Break-up Table.

[26] BOX assesses a discounted per contract execution fee based upon the tiered rates in Section IV.B.1 of the BOX Fee Schedule for Primary Improvement Order executions where the corresponding PIP or COPIP Order is from the account of a BOX Public Customer. A Primary Improvement Order is the matching contra order submitted to the PIP or COPIP on the opposite side of the PIP or COPIP order. BOX calculates percentage thresholds on a monthly basis by totaling the Initiating Participant's Primary Improvement Order volume submitted to BOX, relative to the total national Customer volume in multiply-listed options classes. *See* BOX Fee Schedule, Section IV.B.1 and footnote 24.

[27] *See* Fee Schedule, Section 1)c)i).

[28] 15 U.S.C. 78f(b).

[29] 15 U.S.C. 78f(b)(5).

[30] 15 U.S.C. 78f(b)(4).

[31] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496 (June 29, 2005).

[32] *See* the ''Market Share'' section of the Exchange's website, *available at https://www.miaxglobal.com/* (last visited August 12, 2026).

[33] *See id.*

equitable and not unfairly discriminatory because the reduced fees will apply equally to all market participants who provide Professional Customer orders as part of QCC and cQCC transactions either electronically or via the Exchange's Trading Floor. The Exchange also believes the proposed changes are reasonable because the changes will align the Exchange's fee for such transactions with the similar fee structures in place at other exchanges for both electronic and trading floor QCC (and/or cQCC) transactions for professional customer orders.[34]

Proposal To Reduce Rebates Applicable to Professional Customer Orders for QCC and cQCC Transactions

The Exchange believes its proposal to reduce the rebates applicable to Professional Customer orders for QCC and cQCC transactions on the Exchange's Electronic Book and Trading Floor is reasonable, equitable and not unfairly discriminatory because the changes are for business and competitive reasons. The Exchange believes that even with the proposal to remove the rebate payable to an EEM (or Floor Broker) entering a Professional Customer order as part of a QCC or cQCC transaction (electronic or on the Trading Floor) where the contra-side is a Priority Customer or Professional Customer, the Exchange's QCC and cQCC rebates remain competitive with those of other exchanges.[35] The Exchange believes these changes are reasonable because they will align the Exchange's QCC and cQCC rebates with those of other exchanges for Professional Customer orders where the contra-side is a Priority Customer or Professional Customer.

Proposal To Establish a Tiered Fee Structure for Trading Floor Transactions for Away Market Makers Facilitation of Customer Orders

The Exchange believes its proposal to establish a tiered fee structure where a Member firm directs a paired QFO or cQFO to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker of the Member firm, depending on certain breakup percentages and minimum sizes is reasonable, equitable and not unfairly discriminatory because these changes are for business and competitive reasons. The Exchange believes that the proposed changes may encourage Members to submit more customer orders to the Trading Floor where the contra-side is the Away Market Maker of the Member firm in order to be assessed the lower tiered fees than would otherwise apply to such transactions. The Exchange believes that this may, in turn, increase open outcry participation, which may promote increased executions on the Trading Floor to the benefit of all Floor Participants.

The Exchange believes this proposal is equitably allocated and not unfairly discriminatory because it is open to all Members that submit paired QFOs or cQFOs where the contra-side is an Away Market Maker of that Member firm, so long as the minimum size threshold is met. The Exchange believes the proposal to offer tiered reduced fees applicable to qualifying Away Market Maker transactions is equitable and not unfairly discriminatory because all Away Market Makers are eligible for the reduced fees each month so long as they facilitate qualifying customer QFO or cQFO volume to the Floor and take the contra-side of the transaction.

The Exchange believes this proposed change is reasonable because it is based on similar fee and/or rebate structures already in place at the Exchange, its affiliate MIAX, as well as at least one other equity options exchange (*i.e.,* BOX). First, the reduced fee structure for Away Market Maker facilitation transactions, as contemplated herein, is similar in concept to another program offered by the Exchange. In particular, the Exchange assesses a lower fee for a Firm or Broker-Dealer that facilitates a Priority Customer or Professional Customer QFO or cQFO (in that case, $0.00 per contract), and subsequently does not provide a rebate to the executing Floor Broker.[36] Next, the Exchange believes the proposed Breakup Table is similar in concept to a rebate structure in place at the Exchange's affiliate, MIAX, related to agency credits provided to Priority Customer orders entered into MIAX's cPRIME auction.[37] Whereas the MIAX structure provides the opportunity for members to receive increasing tiered agency credits for cPRIME Agency Orders for Priority Customers instead of reduced fees, the Exchange believes the structure and concept are similar to the proposed Breakup Table for Away Market Maker facilitation transactions. Finally, the Exchange believes the proposed change to offer tiered reduced fees for these transactions is similar to a fee structure in place at BOX, where BOX assesses discounted fees for certain contra-side orders submitted to the PIP or COPIP auctions.[38]

In addition, the Exchange believes that the proposal, which applies only to Away Market Makers facilitating eligible customer trades of certain sizes executed on the Trading Floor, is not unfairly discriminatory to other market participants because its purpose is to attract large order flow to the Trading Floor, where such orders can be better handled in comparison with electronic orders that are not negotiable. To the extent that this purpose is achieved, all of the Exchange's Floor Participants should benefit from the improved market liquidity, particularly as the Trading Floor continues to ramp up operations since its launch in September 2025.

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

The Exchange believes that the proposed rule changes will not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Inter-Market Competition

The proposed changes do not impose an undue burden on inter-market competition. The Exchange believes the proposed changes to reduce the fees and rebates applicable to initiating and contra-side Professional Customer orders entered as part of a QCC or cQCC transaction do not impose any burden on inter-market competition because other exchanges have similar fee structures for similar transactions.[39] The Exchange believes the proposed changes to establish a tiered fee structure where a Member firm directs a paired QFO or cQFO to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker of the Member firm, depending on certain breakup percentages and minimum sizes does not impose any burden on inter-market competition because other exchanges that offer trading floors can offer similar incentives to their market participants.

The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues if they deem fee levels at a particular venue to be excessive, or rebate opportunities available at other venues to be more favorable. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges. Because competitors are free to modify their own fees in response,

[34] *See supra* note 13.

[35] *See supra* note 19.

[36] *See* Fee Schedule, Section 1)c)i).

[37] *See* MIAX Fee Schedule, Section 1)a)iii), cPRIME Agency Order Break-up Table.

[38] *See supra* note 26.

[39] *See supra* notes 13 and 19.

and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited.

The Exchange believes that the proposed changes reflect this competitive environment because the changes modify the Exchange's fees and rebates in a manner designed to continue to incent participants to direct trading interest to the Exchange (both electronically and on the Trading Floor), to provide liquidity and to attract additional order flow. To the extent that Away Market Makers are encouraged to facilitate more Priority Customer and Professional Customer QFOs and cQFOs, all Exchange market participants stand to benefit from the improved market quality and increased opportunities for price improvement. For the reasons described above, the Exchange believes that the proposed rule change reflects this competitive environment.

Intra-Market Competition

In accordance with Section 6(b)(8) of the Act, the Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the Exchange believes that the proposed changes would encourage the submission of additional QCC and cQCC liquidity from Professional Customers (both electronically and on the Trading Floor), thereby promoting market depth, price discovery and transparency and enhancing order execution opportunities for all market participants. As a result, the Exchange believes that the proposed changes further the Commission's goal in adopting Regulation NMS of fostering integrated competition among orders.

The proposed change to establish a tiered fee structure where a Member firm directs a paired QFO or cQFO to the Trading Floor, the agency order is a customer of the Member firm, and the contra-side of the transaction is the Away Market Maker of the Member firm, depending on certain breakup percentages and minimum sizes is designed to attract additional customer order flow to the Trading Floor. Greater liquidity benefits all market participants on the Exchange and increased order flow would increase opportunities for execution of other trading interest.

The Exchange believes the proposal to offer tiered reduced fees applicable to qualifying Away Market Maker transactions does not impose any burden on intra-market competition because all Away Market Makers are eligible for the reduced fees each month so long as they facilitate qualifying customer QFO or cQFO volume to the Floor and take the contra-side of the transaction.

The Exchange believes this proposed change does not place any burden on intra-market competition that is not necessary or appropriate in furtherance of the purposes of the Act because it is based on similar fee and/or rebate structures already in place at the Exchange, its affiliate MIAX, as well as at least one other equity options exchange (*i.e.,* BOX). First, the reduced fee structure for Away Market Maker facilitation transactions, as contemplated herein, is similar in concept to another program offered by the Exchange. In particular, the Exchange assesses a lower fee for a Firm or Broker-Dealer that facilitates a Priority Customer or Professional Customer QFO or cQFO (in that case, $0.00 per contract), and subsequently does not provide a rebate to the executing Floor Broker.[40] Next, the Exchange believes the proposed Breakup Table is similar in concept to a rebate structure in place at the Exchange's affiliate, MIAX, related to agency credits provided to Priority Customer orders entered into MIAX's cPRIME auction.[41] Whereas the MIAX structure provides the opportunity for members to receive increasing tiered agency credits for cPRIME Agency Orders for Priority Customers instead of reduced fees, the Exchange believes the structure and concept are similar to the proposed Breakup Table for Away Market Maker facilitation transactions. Finally, the Exchange believes the proposed change to offer tiered reduced fees for these transactions is similar to a fee structure in place at BOX, where BOX assesses discounted fees for certain contra-side orders submitted to the PIP or COPIP auctions.[42]

In addition, the Exchange believes that the proposal, which applies only to Away Market Makers facilitating customer trades of certain sizes executed on the Trading Floor, may enhance competition by attracting large order flow to the Trading Floor, where such orders can be better handled in comparison with electronic orders that are not negotiable. To the extent that this purpose is achieved, all of the Exchange's Floor Participants should benefit from the improved market liquidity, particularly as the Trading Floor continues to ramp up operations since its launch in September 2025.

[40] *See* Fee Schedule, Section 1)c)i).

[41] *See* MIAX Fee Schedule, Section 1)a)iii), cPRIME Agency Order Break-up Table.

[42] *See supra* note 26.

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

No written comments were either solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act,[43] and Rule 19b–4(f)(2)[44] thereunder. At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

• Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or

• Send an email to *rule-comments@sec.gov.* Please include file number SR–SAPPHIRE–2026–34 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–SAPPHIRE–2026–34. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange.

[43] 15 U.S.C. 78s(b)(3)(A)(ii).

[44] 17 CFR 240.19b–4(f)(2).

Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–SAPPHIRE–2026–34 and should be submitted on or before September 23, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[45]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–17909 Filed 9–1–26; 8:45 am]

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[45] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106217; File No. SR–CboeBYX–2026–029]

Self-Regulatory Organizations; Cboe BYX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Introduce the Exchange's Order Entry Protocol Migration Program

August 28, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the ''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on August 20, 2026, Cboe BYX Exchange, Inc. (the ''Exchange'' or ''BYX'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend its fee schedule to implement an Exchange Order Entry Protocol Migration Program. The text of the proposed rule change is also available on the Commission's website (*https://www.sec.gov/rules/sro.shtml*), the Exchange's website (*https://www.cboe.com/us/equities/regulation/rule_filings/byx/*), and at the principal office of the Exchange.

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

[2] 17 CFR 240.19b–4.

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 purpose of the proposed rule change is to introduce the Exchange's Order Entry Protocol Migration Program (the, ''Program''). As described in further detail below, the Program is intended to provide Members,[3] subject to certain conditions, fee credits for logical ports that Members establish solely for use as a back-up connection during an Exchange initiated order entry protocol migration; *e.g.,* migrating from BOEv2 [4] logical ports to BOEv3 logical ports.

Specifically, the proposed Program would provide that during an Exchange initiated order entry protocol migration (''Migration'') a Member may establish a logical port to serve solely as a backup connection (''Redundant Logical Port'') during the Member's migration from a prior logical port protocol to the current logical port protocol (''New Logical Port''). The Redundant Logical Port may only be used for Exchange issues directly related to the Migration that prevent the Member from using their New Logical Port, thereby requiring the Member to instead use their Redundant Logical Port to enter orders and quotes into the System.[5] A Member shall be eligible for a credit of the monthly logical port fee(s) that would otherwise be assessed for such Redundant Logical Port, provided that: (i) the Member notifies the Exchange's Trade Desk, in a manner specified by the Exchange, that the Redundant Logical Port being established is intended to serve only as a backup connection during a Migration; (ii) the Redundant Logical Port is canceled by the Member within 30 calendar days of the Member designating such logical port as a Redundant Logical Port; (iii) any orders and/or quotes entered by the Member into the Redundant Logical Port must be due to an Exchange issue directly related to the Migration; and (iv) within 30 days following such cancelation, the Member submits to the Exchange's Trade Desk a request for a credit of the fees assessed by the Exchange for the Redundant Logical Port.

[3] The term ''Member'' shall mean any registered broker or dealer that has been admitted to membership in the Exchange. A Member will have the status of a ''member'' of the Exchange as that term is defined in Section 3(a)(3) of the Act. Membership may be granted to a sole proprietor, partnership, corporation, limited liability company or other organization which is a registered broker or dealer pursuant to Section 15 of the Act, and which has been approved by the Exchange. *See* Rule 1.5(n).

[4] The term BOE refers to Cboe Binary Order Entry (''BOE''), which is a proprietary order entry protocol. *See* ''Cboe Titanium U.S. Equities BOE Specification,'' available at: *https://www.cboe.com/document/tech-spec/content/technical-specifications/cboe-titanium-u.s.-equities-boe-specification.*

Following receipt of the credit request, the Exchange will review the Redundant Logical Port's order and quote usage for the period during which the Redundant Logical Port was designated as such and confirm the Member's compliance with (i)–(iv), above. If the Member satisfies these requirements the Exchange will apply a credit for the fees assessed for the Redundant Logical Port to the Member's invoice for the billing cycle following the Exchange's confirmation.

The Exchange is implementing the Program to credit logical port fees back to Members where their establishment of a Redundant Logical Port was solely for the purpose of creating backup logical ports to be used in the event a Member's New Logical Port, through no fault of their own, is not available for use, thereby preventing their access to the Exchange. In this regard, by creating Redundant Logical Ports, Members can responsibly ensure that they will maintain access to the Exchange even in the event where their New Logical Ports, which were created only because of an *Exchange* initiated order entry protocol migration, are not available for use because of an Exchange issue (*e.g.,* through clerical or ministerial error, a Member's New Logical Port was not created by the Exchange). In such a scenario, the Exchange does not believe it appropriate to assess Members logical port fees for Redundant Logical Port fees that are, absent an Exchange issue, not being utilized and instead are being created by Members to responsibly

[5] The term ''System'' shall mean the electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away. *See* Rule 1.5(aa).