All submissions should refer to file number SR–GEMX–2026–32 and should be submitted on or before October 9, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[12]

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106368; File No. SR–CboeBZX–2026–074]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Introduce a Data Vendor Program

September 15, 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 September 8, 2026, Cboe BZX Exchange, Inc. (the ''Exchange'' or ''BZX'') 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

Cboe BZX Exchange, Inc. (the ''Exchange'' or ''BZX'') proposes to introduce a Data Vendor Program, which includes introducing a new defined term of Data Vendor, along with other clarifying changes. The text of the proposed rule change is provided in Exhibit 5.

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/bzx/*), and at the principal office of the Exchange.

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 this proposed rule change is to (i) introduce a definition of Data Vendor; (ii) codify the existing definition (as defined in the Exchange's applicable North American Market Data Policies) of Extranet Service Provider; (iii) codify an existing practice that permits an External Distributor of both Cboe One Summary and Cboe One Premium to be liable only for the External Distribution Fee for Cboe One Premium; and (iv) create a program for Data Vendors in order to incentivize Data Vendors to build out the applicable feeds and make them commercially available to subscribers.[3] The proposed program will provide fee waivers (as described below) for External Distribution Fees for Data Vendors for the Cboe One Summary Feed, Cboe One Premium Feed, and BZX Summary Depth Feed.

Proposed Definitions

In connection with this proposed program, the Exchange first proposes to adopt a definition for a specific category of participants. Specifically, the Exchange proposes to establish the term ''Data Vendor'' to mean ''an External Distributor that (i) is actively engaged, as part of its primary business objective, in the solicitation of unaffiliated third-party Distributors to redistribute a transformed Market Data Product; (ii) does not maintain a brokerage relationship with Users in connection with the receipt or use of the applicable Market Data Product; and (iii) is not an Extranet Service Provider.'' As part of this new definition, and as further described below, the Exchange proposes to codify the existing definition of Extranet Service Provider within the Cboe Global North American Market Data Policies to be within its Fee Schedule.

The Exchange has also established objective, verifiable criteria for determining eligibility as a Data Vendor. The following criteria, which will be reflected in the Exchange's Fee Schedule, must be satisfied: (1) the External Distributor must identify itself as a Data Vendor in publicly available marketing materials; (2) the External Distributor must transform the applicable Market Data Product before redistribution, which may include aggregation across multiple data sources, normalization into a consistent format, enrichment with reference data or analytics, or repackaging into a proprietary delivery mechanism (*e.g.,* terminal, API, or proprietary feed); (3) the External Distributor must redistribute the applicable transformed Market Data Product to downstream Distributors as part of a paid commercial offering; (4) the External Distributor must not maintain a brokerage relationship with any User to whom it distributes the applicable Market Data Product; (5) the External Distributor must not be an Extranet Service Provider; and (6) the External Distributor must be actively engaged in the solicitation of unaffiliated third-party Distributors to subscribe to and redistribute the applicable transformed Market Data Product. Upon request, the External Distributor must provide a written attestation certifying compliance with the foregoing criteria. The Exchange may request supporting documentation, including but not limited to Distributor subscriber lists, revenue breakdowns by recipient type, and descriptions of the transformations applied to the Market Data Product. These objective eligibility criteria ensure that the Data Vendor Program is equitably applied to all similarly situated market participants.

External Distributor

To begin, ''Data Vendor'' is intended to only encompass External Distributors and not Internal Distributors. An External Distributor is defined as a Distributor that receives the Exchange Market Data product and then distributes that data to a third party or one or more Users outside the Distributor's own entity.[4] The Exchange seeks to adopt this program in order to encourage broader redistribution of this

[12] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] The Exchange initially submitted the proposed rule change on July 1, 2026 (SR–CboeBZX–2026–059). On July 15, 2026, the Exchange withdrew that filing and submitted SR–CboeBZX–2026–060. On September 8, 2026, the Exchange withdrew that filing and submitted this filing.

[4] *See* BZX Equities Fee Schedule.

data. As such, the Exchange limits this to External Distributors as the intent of this program is to have data distributed outside one's own entity.

Primary Business Is To Redistribute to Distributors

To be eligible as a Data Vendor, an External Distributor must be taking in data for the primary business purpose of selling access to the applicable feed as a service in its own right, not merely redistributing data in incidental support of broader business functions such as trade execution, account management, or brokerage services. The Exchange notes that, as part of its business, a Data Vendor may redistribute a market data product to Users, but the primary purpose must be to redistribute data to Distributors. The Exchange will assess whether an External Distributor's primary business purpose satisfies this criterion based on the External Distributor's publicly available marketing materials. If the Exchange were to modify this requirement to permit a primary business purpose of redistribution to either Distributors *or* Users, it would unintentionally include firms that may redistribute only to Users and that are not traditionally considered data vendors (*e.g.,* a media outlet or a bank).

Transformed Market Data Product

To be eligible, the Exchange requires that the Data Vendor not simply pass through data in its original form. Transformation may include aggregation across multiple sources, normalization into a consistent format, enrichment with derived analytics, or repackaging into a proprietary delivery mechanism (*e.g.,* terminal, API, feed), or any other value-added processing that distinguishes the output from the original source data.

No Brokerage Relationship With Users

Next, the Exchange proposes that the definition of Data Vendor include a stipulation that a Data Vendor must not maintain a brokerage relationship with Users who receive the market data product. The Exchange already has programs aimed at retail brokers, for example, both the Small Retail Broker Program and the Small Retail Broker Hosted Solutions Program.[5] This proposed program is intended to encourage Data Vendors specifically to take in the applicable feeds and distribute them. A Data Vendor's service model is different from a retail broker's, as a Data Vendor's business model is built around providing data to firms and Users alike, whereas a retail broker's business model is focused on connecting Users to markets in order to trade and may include providing market data as part of its offering to its Users. As the Exchange already has programs specifically for retail brokers, the Exchange does not believe it would be appropriate to include retail brokers here. The Exchange notes that if a Data Vendor that is currently receiving a fee waiver under this Program subsequently commences a brokerage relationship with its Users, it will no longer satisfy the definition of Data Vendor and will cease to be eligible for the Program. In such case, the External Distributor would be assessed the standard External Distribution Fee for the applicable feed as of the date it no longer satisfies the definition of Data Vendor.

Not an Extranet Service Provider

As noted above, the Exchange proposes also to define Extranet Service Provider when it introduces the definition of Data Vendor into its Fee Schedule. Today, this term already exists in the Cboe Global Markets North American Data Policies.[6] The Exchange proposes to codify this definition in its Fee Schedule because the proposed definition of Data Vendor directly references this defined term. Specifically, the Exchange proposes to codify that an Extranet Service Provider is ''an entity that has entered into a Cboe Global Markets Global Data Agreement and Transmits an Exchange Market Data Product, via an extranet operated by such entity, to data recipients. 'Transmit' means to direct an Exchange Market Data Product to one or more data recipients without modification of the content, format, or other characteristics of the Exchange Market Data Product.'' An Extranet Service Provider is not authorized to use or process an Exchange Market Data Product for any purpose.

Applicable Data Feeds

By way of background, the Exchange offers the Cboe One Premium Data Feed, which is a data feed that disseminates, on a real-time basis, the aggregate best bid and offer (''BBO'') of all displayed orders for securities traded on the Exchange and its affiliated equities exchanges and enables recipients to receive aggregated two-sided quotations from BZX and its affiliated equities exchanges for up to twelve (12) price levels (and, for a limited time, up to five (5) price levels).[7] The Cboe One Premium Data Feed is created using the data from the Exchange and each of its affiliated equities exchanges' Summary Depth data feeds (allowing for up to 48 total price levels).

The Exchange also offers the Cboe One Summary Data Feed, which disseminates, on a real-time basis, the aggregate BBO of all displayed orders for securities traded on BZX and its affiliated equities exchanges and also contains individual last sale information for BZX and its affiliated equities exchanges.[8]

The Exchange also offers the BZX Summary Depth Data Feed, which is a data feed that offers aggregated two-sided quotations for up to 12 price levels for all displayed orders entered into the System.

External Distribution Fees for Cboe One Premium and Cboe One Summary

The proposed rule change also clarifies that External Distributors of both Cboe One Summary and Cboe One Premium shall only be responsible for paying the External Distribution Fee for Cboe One Premium. The current fee schedule provides that ''Cboe One Summary User Fees can be applied to Cboe One Summary and Cboe One Premium External Distribution Fees.'' Under the Exchange's existing application of this provision, an External Distributor receiving both Cboe One Summary and Cboe One Premium is assessed only the Cboe One Premium External Distribution Fee,[9] and User

[5] *See* BZX Equities Fee Schedule.

[6] *See* Market_Data_Policies.pdf.

[7] BZX filed to increase the levels of the Cboe One Premium Data Feed from five (5) levels to twelve (12) levels. To help in this transition, it is currently supporting both the five and twelve level feeds; however, as stated in its rule, BZX shall sunset the five (5) level feed of Cboe One Premium by December 31, 2026 (with the date to be announced via Exchange Notice). *See* Rule 11.22(i).

[8] The Cboe One Summary Feed is distinguishable from the Cboe One Premium Feed in that it does not provide depth of book data. In contrast, the Cboe One Premium Feed contains all the available data in the Cboe One Summary Feed and also provides depth of book data.

[9] To better illustrate this concept, consider the following examples. Example 1: If a firm subscribes to only Cboe One Summary, its User costs will be used to offset the External Distribution Fee for Cboe One Summary. In the event the firm's User costs total $2,000, the firm will pay $2,000 in User fees and $3,000 ($5,000 − $2,000) for its External Distribution Fee. Example 2: If a firm subscribes only to Cboe One Premium, its User costs will be used to offset the External Distribution Fee for Cboe One Premium. In the event a firm's User costs total $10,000, the firm will pay $10,000 in User fees and $2,500 ($12,500 − $10,000) for its External Distribution Fee. Example 3: If a firm subscribes to both Cboe One Summary and Cboe One Premium, only the External Distribution Fee for Cboe One Premium is assessed and this fee may be offset by both Cboe One Summary and Cboe One Premium User fees. In the event a firm's User costs are $2,000 for Cboe One Summary and $10,000 for Cboe One Premium, the firm will pay a total of $12,000 in User fees ($10,000 + $2,000) and it will pay $500

Continued

Fees for both Cboe One Summary and Cboe One Premium may be applied to offset that fee.

The Exchange is now proposing to make this treatment explicit by adding clarifying language to the fee schedule stating that External Distributors of both feeds are only responsible for paying the External Distribution Fee for Cboe One Premium. This amendment does not alter the economic substance of the Exchange's existing fee structure, nor does it impose any new or increased fees on market participants. Rather, it reduces potential ambiguity by expressly codifying the Exchange's existing application of the user fee offset provisions. The Exchange believes this clarification will promote transparency and reduce confusion among External Distributors regarding their fee obligations under the Cboe One market data product offerings.

Impact of Proposed Program

As noted above, the proposed program would waive External Distribution Fees for Data Vendors of the Cboe One Summary Feed, the Cboe One Premium Feed, and the BZX Summary Depth Feed (each, an ''Applicable Feed'') that satisfy certain eligibility requirements. A Data Vendor must not have received the Applicable Feed for which it seeks the waiver during the 18 months [10] preceding the waiver application date, and must integrate, or be actively in the process of integrating, the Applicable Feed and making it commercially available to its subscribers. The Data Vendor need not have fully integrated the Applicable Feed or made it commercially available before the waiver begins. For a qualifying Data Vendor, the applicable waiver commences on the date it first receives the Applicable Feed, and, if that date occurs mid-month, that partial month counts as the first month of the waiver period. Specifically, the Exchange proposes to waive the External Distribution Fee of $5,000 per month for Cboe One Summary for 12 months (the ''Summary Waiver Period''), except that a Data Vendor is not eligible for a Summary Waiver Period if it is receiving Cboe One Premium because Cboe One Summary is included in the Cboe One Premium External Distribution Fee as noted herein. To clarify, because a Data Vendor receiving Cboe One Premium pays only the Cboe One Premium External Distribution Fee (and no separate fee is assessed for Cboe One Summary), there is no separate Cboe One Summary External Distribution Fee to waive for such a firm.[11] The Exchange proposes to waive the External Distribution Fee of $12,500 per month for Cboe One Premium for 24 months (the ''Premium Waiver Period'').

If an eligible Data Vendor already receives Cboe One Summary, it may still receive the Premium Waiver Period if it has not received Cboe One Premium during the 18 months preceding the waiver application date and satisfies the integration and commercial availability requirement with respect to Cboe One Premium. During the Premium Waiver Period, the Data Vendor's Cboe One Summary subscription would be covered under the Premium Waiver, and no separate External Distribution Fee would be assessed for Cboe One Summary. Similarly, an eligible Data Vendor that builds out both Cboe One feeds simultaneously would receive only the Premium Waiver Period.

Lastly, for eligible Data Vendors, the Exchange also proposes to waive the External Distribution Fee of $5,000 per month for BZX Summary Depth for 24 months (the ''Summary Depth Waiver Period'').

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the ''Act'') and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.[12] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5) [13] requirements that the rules of an exchange be 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 regulating, clearing, settling, processing information with respect to, and 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5) [14] requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes the proposed rule change promotes just and equitable principles of trade by establishing a clear, objective, and transparent definition of ''Data Vendor'' that properly captures the characteristics distinguishing Data Vendors from other categories of External Distributors. The proposed definition sets forth specific, verifiable criteria—namely, that a Data Vendor must (i) be an External Distributor; (ii) be actively engaged, as part of its primary business objective, in the solicitation of unaffiliated third-party Distributors to redistribute a transformed Market Data Product; (iii) not maintain a brokerage relationship with Users; and (iv) not be an Extranet Service Provider. By establishing objective eligibility criteria, the proposed rule change ensures that similarly situated market participants are treated consistently and that the benefits of the Data Vendor Program are available to all External Distributors that meet the defined qualifications.

The Exchange further believes that the codification of the existing Extranet Service Provider definition within the Fee Schedule promotes just and equitable principles of trade. Because the proposed Data Vendor definition directly references the term ''Extranet Service Provider,'' market participants seeking to understand their eligibility for the Program should not be required to consult the Cboe Global Markets North American Data Policies to determine how that term applies. By incorporating both defined terms into the Fee Schedule itself, the Exchange ensures that participants have access to the complete framework.

The Exchange further believes that the proposed rule change removes impediments to and perfects the mechanism of a free and open market and a national market system. The Data Vendor Program is designed to incentivize Data Vendors to integrate the Applicable Feeds, make them commercially available to subscribers, and redistribute them by providing fee waivers for External Distribution Fees for the Cboe One Summary Feed, Cboe One Premium Feed, and BZX Summary Depth Feed. By waiving the External Distribution Fee of $5,000 per month for Cboe One Summary for the Summary Waiver Period, waiving the External Distribution Fee of $12,500 per month for Cboe One Premium for the Premium Waiver Period, and waiving the External Distribution Fee of $5,00 per month for BZX Summary Depth for the Summary

for its External Distribution Fee ($12,500 − ($10,000 + $2,000)).

[10] The Exchange notes that this same 18-month requirement is the standard for its other fee waiver programs. *See* BZX Equities Fee Schedule.

[11] As noted above, a firm that subscribes to both Cboe One Premium and Cboe One Summary is only charged the External Distribution Fee for Cboe One Premium. Accordingly, an eligible Data Vendor that builds out both feeds simultaneously receives only the Premium Waiver Period.

[12] 15 U.S.C. 78f(b).

[13] 15 U.S.C. 78f(b)(5).

[14] *Id.*

Depth Waiver Period, the Exchange encourages broader redistribution of its market data products. Broader distribution of market data enhances price transparency and supports informed decision-making across the national market system, which in turn perfects the mechanism of a free and open market by ensuring that market participants have access to comprehensive, competitive data offerings.

By allowing the waiver to begin while an eligible Data Vendor is actively integrating the Applicable Feed and working to make it commercially available, the Program lowers barriers to entry during the build-out period and incentivizes a broader set of market participants to enter the Exchange's market data distribution chain, thereby expanding the availability of market data throughout the national market system.

The proposed rule change also protects investors and the public interest. By encouraging Data Vendors to take in, transform, and redistribute market data feeds, the proposed program promotes greater availability of enriched market data products to downstream Distributors and Users. The transformation requirement—which may include aggregation across multiple sources, normalization into a consistent format, enrichment with derived analytics, or repackaging into a proprietary delivery mechanism such as a terminal, API, or feed—is a key element of qualifying as a Data Vendor and ensures that meaningful value is added to the data before redistributing it, thereby increasing the utility and accessibility of market information. To the extent the Program achieves its purpose and results in more widespread redistribution of the Applicable Feeds, market participants may benefit from enhanced access to consolidated, real-time price, last sale, and depth information through the distribution channels developed by Data Vendors.

Additionally, the codification of the existing Extranet Service Provider definition within the Fee Schedule provides additional clarity on the program requirements and codifies the definition that exists already in the Cboe Global Markets North American Market Data Policies. Furthermore, the clarification that External Distributors of both Cboe One Summary and Cboe One Premium are only responsible for paying the External Distribution Fee for Cboe One Premium promotes transparency by expressly codifying a practice that is already reflected in the Exchange's existing application of the fee provision. This reduces potential confusion among market participants regarding their fee obligations.

Not Unfairly Discriminatory

The Exchange believes that the proposed Data Vendor Program is consistent with and complementary to its existing programs for other categories of market participants, and that offering a targeted fee waiver program specifically for Data Vendors does not constitute unfair discrimination. The Exchange has a history of establishing differentiated programs that recognize the distinct roles of different market participants. For example, the Small Retail Broker Distribution Program provides discounted Distribution Fees and Data Consolidation Fees for eligible broker-dealers distributing the applicable feeds to Non-Professional Data Users with whom the broker-dealer has a brokerage relationship.[15] This program is designed to address the specific characteristics and economic needs of small retail broker-dealers. Similarly, the Small Retail Broker Hosted Solutions Program provides fee waivers for eligible Small Retail Brokers that provide the applicable feeds to other Small Retail Brokers via hosted solutions.[16] This program recognizes that smaller retail brokers face unique integration challenges and cost constraints when building out hosted data solutions. In addition, the New Internal Distributor Waiver for the BZX Depth Data Feed waives Internal Distribution Fees for three months for Internal Distributors that have not received the BZX Depth Data Feed during the prior 18 months.[17] This program incentivizes new Internal Distributors to integrate the depth-of-book feed into their systems. Lastly, the Exchange's affiliated options exchange, Cboe Exchange, Inc., introduced a 24-month waiver for qualifying retail brokers for its Complex Order Book Feed.[18]

The proposed Data Vendor Program is consistent with the Exchange's practice of creating a distinct program to serve a specific use case. Data Vendors occupy a distinct role in the market data distribution ecosystem. Unlike retail brokers, whose primary business is providing trade execution and account management services to Users (with market data distribution as an ancillary feature), Data Vendors are primarily engaged in the business of transforming and redistributing market data to other Distributors. This fundamental difference in business model justifies a distinct program with tailored eligibility criteria and waiver periods. The waiver periods under the proposed Data Vendor Program—12 months for Cboe One Summary and 24 months for Cboe One Premium and BZX Summary Depth—are designed to reflect the relative complexity of integrating each feed. Depth-of-book products such as Cboe One Premium and BZX Summary Depth typically require more extensive technical build-out, including handling of larger data volumes, more complex display and aggregation logic, and more rigorous quality assurance processes. Additionally, BZX Summary Depth and Cboe One Premium are more expensive relative to the top of book feeds. This means that Data Vendors require additional interest from clients in these products before they can even break even. Accordingly, the Exchange believes a 24-month waiver period for these products is appropriate to provide sufficient time for Data Vendors to complete their build-out. Top-of-book and summary products, in contrast, are generally less complex to integrate, and the Exchange believes a 12-month waiver period is appropriate for Cboe One Summary.

Data Vendors' cost and investment trade-offs further support this distinction. A Data Vendor's primary commercial objective is to transform market data and make the resulting product available to unaffiliated downstream Distributors, rather than to provide market data only incidentally in support of another business (in comparison to retail brokers). Because a single Data Vendor can make a Cboe data product available through its platform to multiple downstream Distributors, the waiver is targeted to participants capable of materially expanding the product's distribution footprint. Like any business operator, a Data Vendor evaluates whether to add an Applicable Feed based on expected return on investment, weighing expected revenue against the upfront costs of connectivity, programming, technical integration, and sales and marketing, as well as the ongoing exchange market data fees associated with making the product available to subscribers. In many cases, a Data Vendor may need to add three to five new downstream Distributors merely to offset the ongoing External Distribution Fee. These costs are typically incremental: Data Vendors may already offer one or more equity feeds to clients and add an Applicable Feed only where it is expected to provide return on

[15] *See* BZX Equities Fee Schedule.

[16] *See* BZX Equities Fee Schedule.

[17] *Id.*

[18] *See* Securities Exchange Act Release No. 105198 (April 10, 2026), 91 FR 20204 (April 15, 2026) (SR–CBOE–2026–033).

investment beyond their current offerings. A retail broker's determination is different. A retail broker will often migrate or swap from a competitor's product, and may be able to implement the change through a Data Vendor API into its front-end with a simple entitlement change, without bearing the same upfront connectivity and technical build-out costs.

The waiver periods under the proposed Data Vendor Program are longer than certain other Exchange programs because they support more than initial feed access or recruitment of a first User.[19] A qualifying Data Vendor must complete significant technical and commercial build-out before it can distribute the product and begin recovering its upfront costs. Its downstream Distributors may then have their own evaluation, contracting, and integration cycles, further extending the path to meaningful adoption; as noted above, a Data Vendor may need to add three to five new downstream Distributors to offset the ongoing External Distribution Fee.

The Exchange does not maintain comparable fee waiver programs for larger broker-dealers that distribute market data to their brokerage customers. The Exchange believes this distinction is appropriate. The Small Retail Broker programs are specifically designed to address the cost constraints faced by smaller broker-dealers in building out market data distribution capabilities. Larger broker-dealers typically have established data infrastructure and greater resources to absorb market data distribution costs as part of their overall brokerage operations, and, as such, their cost per user is meaningfully lower. Data distribution by large broker-dealers is typically an ancillary component of brokerage services offered. In contrast, a Data Vendor must incur incremental buildout fees and ongoing External Distribution Fees to establish and support a new external redistribution channel. The relevant distinction is therefore the nature of the service and the associated barriers to distribution, not the size or identity of the participant.

The Data Vendor Program is intended to address a different need: incentivizing specialized data redistribution firms to build out the Applicable Feeds and bring on additional downstream Distributors. By encouraging Data Vendors to invest in the transformation and redistribution of the Exchange's market data products, the Program expands the reach and availability of this data throughout the national market system, benefiting end users and promoting competition. The Exchange therefore believes that creating a targeted program for Data Vendors, in addition to its existing programs for Small Retail Brokers and Internal Distributors, among others, is consistent with Section 6(b)(5) of the Act and does not constitute unfair discrimination.

The Exchange also believes the proposed rule change is consistent with Section 6(b)(5) of the Act in that it is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Data Vendor Program is available to all External Distributors that satisfy the objective criteria set forth in the proposed definition of Data Vendor and, for waiver eligibility, the additional objective criteria regarding the 18-month lookback for prior receipt of the Applicable Feed and integration or active integration of the Applicable Feed for commercial availability. The distinctions drawn by the definition—(i) requiring that a Data Vendor's primary business objective be the solicitation of unaffiliated third-party Distributors, (ii) that it not maintain a brokerage relationship with Users, and (iii) that it not be an Extranet Service Provider—reflect meaningful differences in business models and market functions.

External Distributors

The Exchange believes that limiting the Data Vendor Program to External Distributors is not unfairly discriminatory. Internal Distributors and External Distributors occupy fundamentally different roles in the market data distribution ecosystem and are not similarly situated participants. An Internal Distributor receives a market data product and distributes it solely within its own entity, whereas an External Distributor redistributes data outside its entity to Users or other Distributors—and a Data Vendor, as a specialized category of External Distributor, further serves the specific function of soliciting unaffiliated third-party Distributors to redistribute a transformed market data product. The Data Vendor Program is designed precisely to incentivize and expand this type of external redistribution, a purpose that has no meaningful application to Internal Distributors who, by definition, cannot advance the proposed program's goal of broadening the reach of the Exchange's market data to downstream Distributors and end-user investors. Furthermore, the Exchange already offers programs for its Internal Distributors that it does not offer for External Distributors.[20]

Primary Business Is To Redistribute to Distributors

To be eligible as a Data Vendor, an External Distributor must be taking in data for the primary business purpose of selling access to the applicable feed as a service in its own right—not merely redistributing data in incidental support of broader business functions such as trade execution, account management, or brokerage services. The Exchange notes that as part of its business, a Data Vendor may redistribute a market data product to Users, but the primary purpose must be the redistribution of data to Distributors. The Exchange will assess whether an External Distributor's primary business purpose satisfies this criterion based on the External Distributor's publicly available marketing materials. This requirement is not unfairly discriminatory because it is directly tied to the purpose of the Program: encouraging entities whose core commercial activity is the transformation and redistribution of market data to build out the Applicable Feeds and bring on additional downstream Distributors, thereby expanding the reach and availability of the Exchange's data products. An entity that distributes market data only incidentally—as an ancillary feature of a brokerage, execution, or account management business—does not serve this purpose.

Transformed Market Data Product

The Exchange believes it is not unfairly discriminatory to require that a Data Vendor transform market data as a condition of eligibility, as transformation is a definitional characteristic that goes to the core of what distinguishes a Data Vendor from other categories of External Distributors and is directly tied to the Program's purpose of incentivizing participants that create new, differentiated distribution channels for the Exchange's consolidated market data. This reasoning is directly analogous to the rationale for excluding Extranet Service Providers—entities that transmit data without modification and therefore cannot create the type of value-added products, whether delivered via terminal, API, or proprietary feed, that the Program is designed to incentivize. Because the transformation requirement ensures that the Program's fee

[19] However, as noted above, Cboe Exchange, Inc., offers a 24-month waiver for qualifying retail brokers for its Complex Order Book Feed.

[20] *See, e.g.,* BZX Equities Fee Schedule that describes the New Internal Distributor Waiver for BZX Depth Data Feed.

incentives are directed only at entities whose business is built around adding that value, the Exchange believes this criterion is reasonable and does not constitute unfair discrimination.

No Brokerage Relationship With Users

The Exchange believes it is not unfairly discriminatory to require that Data Vendors not maintain a brokerage relationship with Users. The Exchange already maintains separate programs specifically for qualifying broker-dealers that distribute market data to their brokerage customers. Specifically, the Exchange offers the Small Retail Broker Distribution Program, which provides discounted Distribution Fees and Data Consolidation Fees for eligible broker-dealers distributing the applicable feeds to Non-Professional Data Users with whom the broker-dealer has a brokerage relationship. The Exchange also offers the Small Retail Broker Hosted Solutions Program, which provides fee waivers and lower data costs for Small Retail Brokers that provide the applicable feeds to other Small Retail Brokers via hosted solutions. These existing programs are specifically designed to encourage retail brokers to distribute market data, and the eligibility criteria for those programs reflect the characteristics of the retail brokerage business model.

The proposed Data Vendor Program does not displace or reduce the benefits available to retail brokers under those existing programs. Rather, it creates a parallel and complementary framework for a distinct category of participants—Data Vendors—that do not maintain brokerage relationships with Users, and whose primary business purpose is categorically different from that of a retail broker. Just as it would not be appropriate to extend the Small Retail Broker Program to Data Vendors, it is similarly appropriate—and not unfairly discriminatory—not to extend the Data Vendor Program to retail brokers or other participants that maintain brokerage relationships with their Users, whose needs are separately addressed by the Exchange's existing programs.

Not an Extranet Service Provider

The Exchange also believes it is not unfairly discriminatory to exclude Extranet Service Providers from the Data Vendor Program. An Extranet Service Provider, as defined, is an entity that transmits a market data product to data recipients without modification of the content, format, or other characteristics of the product. Extranet Service Providers do not transform, enrich, or add value to the data they transmit—they serve as conduits, passing data through in its original form. This is fundamentally distinct from the function of a Data Vendor, which, by definition, must transform the Market Data Product as part of its service offering.

The Data Vendor Program is specifically premised on the value that transformation adds to the data distribution ecosystem. By enabling Data Vendors to create differentiated products—delivered via a terminal, API, proprietary feed, or other value-added mechanism—that appeal to a broader range of downstream Distributors, the Program advances the Exchange's goal of maximizing the reach and utility of its consolidated market data throughout the national market system. Extending the Program to Extranet Service Providers, which do not perform this transformative function, would undermine the Program's core purpose and would not serve the policy goal of broadening distribution of market data products in readily accessible, value-added formats.

The Exchange has created programs to address the distinct needs and business models of different categories of market participants, and the proposed Data Vendor Program is a natural extension of this approach. In addition to the Small Retail Broker programs described above, the Exchange also offers fee waivers for eligible Internal Distributors of the BZX Depth Data Feed, which are intended to incentivize new Internal Distributors to integrate data feeds into their systems. The differentiation between Data Vendors and other categories of market participants reflects the distinct roles these entities play and the distinct incentive structures appropriate to each and does not constitute unfair discrimination.

18-Month and Integration Requirements

The Exchange further believes it is not unfairly discriminatory to limit the Program to Data Vendors that have not received the Applicable Feed for which they seek a waiver during the 18 months preceding the waiver application date, and that have integrated, or are actively in the process of integrating,[21] the Applicable Feed and making it commercially available to subscribers. The 18-month limitation is designed to ensure that the fee waivers serve their intended purpose of reducing the upfront cost barriers for new market participants. This approach is directly consistent with the analogous frameworks the Exchange has adopted in prior programs—including the Internal Distributor Waiver for the BZX Depth Data Feed, which similarly limits fee relief to distributors that have not received the relevant feed in the prior 18 months. The integration and commercial availability requirement is likewise reasonable because it ensures that the waiver is directed to Data Vendors that are undertaking the build-out necessary to distribute the Applicable Feed to subscribers, while not requiring full integration or commercial availability before the waiver begins. The Exchange therefore believes that these objective limitations are reasonable and appropriate, prevent the Program from operating as a permanent subsidy for established distributors, and are not unfairly discriminatory.

The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,[22] which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities. The proposed fee waivers represent a reasonable and equitable allocation of charges. The fee waivers for External Distribution Fees are limited in duration—the Summary Waiver Period for Cboe One Summary, the Premium Waiver Period for Cboe One Premium, and the Summary Depth Waiver Period for BZX Summary Depth—and are available only to Data Vendors that have not received the Applicable Feed for which they seek a waiver during the 18 months preceding the waiver application date and that have integrated, or are actively in the process of integrating, the Applicable Feed and making it commercially available to subscribers. This time-limited structure ensures that the waivers serve their intended purpose of incentivizing new market entry and build-out of data feeds. The 18-month lookback requirement further ensures the equitable allocation of fees by limiting the Program to new feeds for Data Vendors, and the integration and commercial availability requirement ensures that the waiver is tied to actual build-out and distribution activity. The Exchange notes that this same 18-month standard is consistent with the requirements applied in its other fee waiver programs.

The clarification that External Distributors of both Cboe One Summary and Cboe One Premium shall only be responsible for paying the External Distribution Fee for Cboe One Premium

[21] The Exchange notes that no specific step is required for this, only that Data Vendor is working to integrate the Applicable Feed into its system.

[22] 15 U.S.C. 78f(b)(4).

does not alter the economic substance of the Exchange's existing fee structure and does not impose any new or increased fees on market participants. Rather, it expressly codifies the Exchange's existing application of the user fee offset provisions—under which an External Distributor disseminating both products is assessed only the Cboe One Premium External Distribution Fee—thereby ensuring that all market participants have a clear and equitable understanding of their fee obligations. The Exchange therefore believes the proposed rule change provides for the equitable allocation of reasonable fees among persons using its facilities.

Lastly, the Exchange believes that the limitations regarding the waiver structure for both Cboe One Premium and Cboe One Summary equitably allocate fees. With respect to the Cboe One Summary waiver, only Data Vendors that (i) have not received Cboe One Summary during the 18 months preceding the waiver application date, (ii) are integrating or actively in the process of integrating Cboe One Summary and making it commercially available to subscribers, and (iii) are not receiving Cboe One Premium are eligible for the Summary Waiver Period. The Exchange believes that this is reasonable, as a firm that subscribes to Cboe One Premium already may elect to receive (without incurring an additional External Distribution Fee) Cboe One Summary Feed. For this reason, there is no need to provide a separate Summary Waiver Period while a firm receives Cboe One Premium, because that firm may receive the Cboe One Summary Feed without paying an additional External Distribution Fee that the proposed program seeks to waive.

Next, the Exchange notes that if a Data Vendor currently receives Cboe One Summary and elects to receive Cboe One Premium under the proposed program, so long as the Data Vendor has not received the Cboe One Premium Feed during the 18 months preceding the waiver application date and satisfies the integration and commercial availability requirement with respect to Cboe One Premium, the Data Vendor may receive the Premium Waiver Period. During that period, the Data Vendor's existing Cboe One Summary [23] subscription will be covered under the Premium Waiver, and no separate External Distribution Fee will be assessed for Cboe One Summary. This is because the Cboe One Summary External Distribution Fee is subsumed within the Cboe One Premium External Distribution Fee—accordingly, there is no separate Cboe One Summary fee to waive for a firm receiving Cboe One Premium. The Exchange believes this treatment is reasonable because it avoids providing overlapping or duplicative waiver relief while still incentivizing an existing Summary subscriber to build out Cboe One Premium.

Lastly, if a Data Vendor has not received either Cboe One Summary or Cboe One Premium during the 18 months preceding the waiver application date and elects to build out both Cboe One feeds simultaneously, the Data Vendor will not receive separate Summary and Premium waivers. Instead, because the Cboe One Summary External Distribution Fee is subsumed within the Cboe One Premium External Distribution Fee, the Data Vendor will receive only the Premium Waiver Period, and no separate Summary Waiver Period will apply while it receives Cboe One Premium.

With respect to the BZX Summary Depth waiver, a Data Vendor is eligible for the Summary Depth Waiver Period only if it has not received the BZX Summary Depth Feed during the 18 months preceding the waiver application date and satisfies the integration and commercial availability requirement with respect to BZX Summary Depth. The Exchange believes this treatment is reasonable because it applies the same objective eligibility standards to BZX Summary Depth while providing a 24-month period intended to facilitate the build-out and commercial launch of that feed.

For all of the foregoing reasons, the Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder, including, in particular, the requirements of Sections 6(b)(4) [24] and 6(b)(5) [25] of the Act.

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. The Exchange does not believe the proposed rule change imposes any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed Data Vendor Program is available to all External Distributors that satisfy the objective, clearly defined criteria set forth in the proposed definition of "Data Vendor" and the Program's waiver eligibility standards. Any External Distributor that, as part of its primary business objective, solicits unaffiliated third-party Distributors to redistribute a transformed Market Data Product, does not maintain a brokerage relationship with Users in connection with the applicable Market Data Product, is not an Extranet Service Provider, has not received the Applicable Feed for which it seeks a waiver during the 18 months preceding the waiver application date, and has integrated or is actively integrating the Applicable Feed and making it commercially available to subscribers may qualify for the Program on equal terms. Because eligibility is determined by objective, verifiable criteria rather than by subjective or discretionary determinations, no External Distributor is advantaged or disadvantaged relative to any other similarly situated participant.

To the extent that certain External Distributors—such as retail broker-dealers or Extranet Service Providers—do not qualify for the Data Vendor Program, this does not impose a burden on intramarket competition. As described above, retail broker-dealers and Extranet Service Providers are not similarly situated to Data Vendors. Retail broker-dealers distribute market data to their own brokerage customers as an ancillary feature of their core business of providing trade execution and account management services, and their data distribution needs are more appropriately addressed by the Exchange's existing Small Retail Broker Distribution Program and Small Retail Broker Hosted Solutions Program. Extranet Service Providers, by contrast, transmit data in its original form without transformation, and therefore do not serve the same function in the data distribution ecosystem as Data Vendors, which aggregate, transform, and redistribute data to downstream Distributors. Designing a fee program specifically targeted to Data Vendors, rather than applying it uniformly across all categories of External Distributors, does not burden intramarket competition—it reflects the materially different roles, business models, and barriers of these distinct categories of participants.

[23] For example, if a Data Vendor currently subscribes to Cboe One Summary Feed and is eligible for the proposed program for the Cboe One Premium Feed, no separate External Distribution Fee would be assessed for Cboe One Summary during the Premium Waiver Period because Cboe One Summary is included in the Cboe One Premium subscription. The Data Vendor would receive the Premium Waiver Period and would not receive a separate Summary Waiver Period during that time.

[24] 15 U.S.C. 78f(b)(4).

[25] 15 U.S.C. 78f(b)(5).

Similarly, limiting the Data Vendor Program to External Distributors and not extending it to Internal Distributors does not impose a burden on intramarket competition. Internal Distributors receive and use market data solely within their own legal entities and do not redistribute data to third parties outside their organizations. They are therefore not participants in the same competitive market for external data redistribution that the Program is designed to promote, and their needs are separately addressed through the Exchange's existing Internal Distributor programs—including the New Internal Distributor Waiver for the BZX Summary Depth Data Feed. The proposed Program is specifically designed to incentivize external redistribution of the Applicable Feeds, a purpose that has no meaningful application to Internal Distributors and that creates no competitive disadvantage for them.

The Exchange does not believe the proposed rule change imposes any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the Exchange believes the proposed rule change will enhance intermarket competition by incentivizing a broader class of market participants to subscribe to and redistribute the Exchange's market data products, thereby increasing the Exchange's ability to compete with other national securities exchanges and data vendors for the business of Data Vendors and their downstream Distributor clients.

The market for equity market data is highly competitive. Numerous national securities exchanges offer products that compete directly with the Cboe One Summary Feed, Cboe One Premium Feed, and BZX Summary Depth Feed. Market participants can obtain comprehensive market data from numerous sources, including competing exchanges (such as NYSE and Nasdaq), the consolidated tape (SIP), and alternative trading systems. Prospective Data Vendors evaluating whether to build out the Applicable Feeds must weigh the upfront costs of connectivity, software development, integration, and commercial launch against the commercial opportunity presented by the Exchange's data products. The Data Vendor Program is designed to make the Exchange's market data offering competitively priced relative to alternative options, encouraging Data Vendors to enter the Exchange's market data distribution chain and thereby expanding the availability and reach of the Exchange's market data throughout the national market system.

Far from burdening intermarket competition, the proposed rule change is a direct response to competitive market forces. The Exchange's decision to offer targeted fee waivers to new Data Vendors reflects its recognition that it must compete aggressively for the participation of data redistribution firms, and that reducing the upfront cost of entry is a legitimate and necessary competitive tool in the market for exchange data products. The Commission has recognized that exchanges operate in a competitive environment with respect to market data, and that exchange fee programs designed to attract new participants and expand market data distribution are consistent with the Act's goals of promoting competition and efficiency in the national market system.

The proposed clarification that External Distributors of both Cboe One Summary and Cboe One Premium are only responsible for paying the External Distribution Fee for Cboe One Premium similarly does not impose any burden on intermarket competition. This change does not alter the economic substance of the Exchange's existing fee structure and does not impose any new fees on any market participant. It simply makes explicit the Exchange's existing application of the user fee offset provisions, reducing potential confusion and ensuring that all market participants have a clear and consistent understanding of their fee obligations. Regulatory clarity of this nature promotes, rather than burdens, competition by enabling market participants to make fully informed decisions about their participation in the Exchange's market data programs.

With respect to the Cboe One Summary and Cboe One Premium feeds specifically, the Exchange notes that the proposed Data Vendor Program does not impose any burden on competition arising from differential pricing between Cboe One and the applicable underlying equities feeds.[26] The Exchange notes that historically, its pricing for Cboe One products has been based on the sum of the External Distribution Fees for the four underlying equities feeds.[27] As an initial matter, not all underlying equities feeds are offered under this Program. The proposed Data Vendor Program applies only to the following feeds: EDGX Top, EDGX Summary Depth, BZX Summary Depth, Cboe One Premium, and Cboe One Summary. A Data Vendor may choose to receive a waiver for Cboe One Summary or Cboe One Premium, or for EDGX Top, or for EDGX Summary Depth, or for BZX Summary Depth, or any combination thereof, subject to the applicable eligibility requirements. However, the proposed Program does not offer fee waivers for BZX Top, BYX Top, or EDGA Top data feeds, nor does it offer fee waivers for BYX Summary Depth or EDGA Summary Depth. Accordingly, the applicable underlying equities feeds do not "sum" to the applicable Cboe One feed under this proposed Program.[28]

The Exchange has selected the products covered by the Program based on where it sees the greatest opportunity to expand distribution and align Data Vendor coverage with downstream end-user demand. This product-specific focus is not unfairly discriminatory. All qualifying Data Vendors are subject to the same product-specific eligibility requirements, and offering waivers for some, rather than all four, of the underlying feeds does not result in unequal treatment among similarly situated participants.

Even setting aside the foregoing, the Exchange does not believe that pricing the Cboe One Summary or Cboe One Premium feeds differently from the underlying equities feeds imposes any burden on competition. To date, the Exchange is not aware of any distributor that purchases the underlying equities feeds (either the Top or Summary Depth Feeds) for the purpose of creating its own consolidated product comparable to Cboe One Summary or Cboe One Premium. This demonstrates that the practical market concern underlying any perceived burden—that distributors

[26] For Cboe One Summary, the four equities feeds are BZX Top, BYX Top, EDGA Top, and EDGX Top. For Cboe One Premium, the four equities feeds are BZX Summary Depth, BYX Summary Depth, EDGA Summary Depth, and EDGX Summary Depth.

[27] For example, under the Small Retail Broker Distribution Program, the discounted External Distribution Fee for Cboe One Summary is $3,500 per month, which equals the sum of the External Distribution Fees for the four underlying Top feeds: BZX Top ($2,500), BYX Top ($250), EDGA Top ($0), and EDGX Top ($750). *See* Cboe BZX, BYX, EDGA, and EDGX U.S. Equities Exchange Fee Schedules. Because the proposed Data Vendor Program does not offer fee waivers for BZX Top, BYX Top, EDGA Top, BYX Summary Depth, or EDGA Summary Depth, the External Distribution Fee for each of those feeds would remain in effect for any Data Vendor receiving those feeds, while the External Distribution Fee for Cboe One Summary ($0 during the Summary Waiver Period) or Cboe One Premium ($0 during the Premium Waiver Period) would be waived. This results in a pricing differential between the sum of the underlying equities feeds and the Cboe One feeds under this Program.

[28] For example, the External Distribution Fee is $0 for Cboe One Summary under the proposed Program, but the sum of the four underlying equities feeds under the proposed Program is $2,750 ($0 EDGX Top + $2,500 BZX Top + $250 BYX Top + $0 EDGA Top).

might be disadvantaged by differential pricing on Cboe One that is not extended to the underlying feeds—does not correspond to actual market behavior.

Moreover, Cboe One Summary and Cboe One Premium are distinct, independent data products—they are not merely consolidations of data from the four underlying equities feeds. In addition to consolidating data from BZX, BYX, EDGX, and EDGA, Cboe One includes supplementary data elements not found in the individual underlying feeds, including data derived from the Securities Information Processor (''SIP'') containing information on the national cumulative volume. This additional content makes Cboe One a distinct product with independent utility. Market participants subscribe to the underlying equities feeds and Cboe One for fundamentally different purposes. For example, a subscriber may be interested only in top-of-book data from a single exchange, such as EDGX, for trading, routing or compliance purposes. Such a subscriber has no need for a consolidated product. Conversely, subscribers seeking a comprehensive, cross-exchange view of Cboe liquidity choose Cboe One precisely because it offers consolidated data with additional enhancements. These distinct use cases support differentiated pricing treatment.

Data Vendors may, in theory, choose to purchase each of the four underlying equities feeds and create their own consolidated product. However, the $1,000 monthly Data Consolidation Fee associated with purchasing Cboe One (and the primary pricing differential) provides access to a production-ready, supported consolidated product, and a vendor seeking to create a comparable offering independently would bear not only the applicable source-feed, but also the costs of developing and maintaining multiple feed handlers, normalizing the data, applying aggregation logic, performing quality assurance, supporting specification changes, and monitoring production feed health. Clients also generally prefer an official exchange product, such as Cboe One, over a vendor-derived consolidated product that requires reporting across multiple exchange products. From a user-experience perspective, the exchange-provided Cboe One is therefore a better solution. A simple combination of the four underlying feeds also would not recreate all Cboe One content, including supplementary SIP-derived information. The Exchange therefore believes that the $1,000 monthly Data Consolidation Fee is less than the full economic cost of independently creating and maintaining a comparable product, particularly for a vendor that does not already operate the required infrastructure.

Section 6(b)(8) of the Exchange Act requires that exchange rules not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Cboe One Summary, Cboe One Premium, and the applicable underlying equities feeds are separate products serving different market needs. Just as the Commission has permitted exchanges to offer different fees for depth-of-book data versus top-of-book data, the Exchange should have discretion to price its consolidated summary product differently from its component feeds.

Finally, the proposed Data Vendor Program is pro-competitive. By reducing the cost of consolidated and top-of-book data products for qualifying Data Vendors, the Exchange enables broader distribution of comprehensive market information to downstream distributors and, ultimately, to retail and institutional investors. Wider access to market data promotes informed investment decisions, enhances market efficiency, and supports the Exchange Act's goals of investor protection and fair and efficient markets. The Exchange does not view external distributors as competitors for its real-time feed offerings; rather, distributors serve as essential conduits that expand delivery of Cboe real-time market data to end users who do not have the technical capability or commercial need to connect directly to Cboe's individual market data feeds. This is particularly important for the retail community, as retail investors typically access market data through vendors rather than purchasing it directly from exchanges. By offering the proposed Data Vendor Program, the Exchange enables distributors to deliver competitively priced, comprehensive market data to a broader audience, thereby enhancing—not burdening—competition in the market data landscape.

For the foregoing reasons, the Exchange does not believe that the proposed rule change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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

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) of the Act [29] and paragraph (f) of Rule 19b–4 [30] thereunder. 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 will institute proceedings to determine whether the proposed rule change 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–CboeBZX–2026–074 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- CboeBZX–2026–074. 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–CboeBZX–2026–074 and should be submitted on or before October 9, 2026.

[29] 15 U.S.C. 78s(b)(3)(A).

[30] 17 CFR 240.19b–4(f).

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

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–19133 Filed 9–17–26; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106375; File No. SR–PEARL–2026–39]

Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Rule 2628 Concerning the Resumption of Trading Following a Level 3 Market-Wide Circuit Breaker Halt in Connection With the Industry's Expansion of Trading Hours to 23 Hours per Day, 5 Days per Week

September 15, 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 September 3, 2026, MIAX PEARL, LLC (''MIAX Pearl'' or the ''Exchange'') filed with the Securities and Exchange Commission (the ''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 change from interested persons.

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

The Exchange to amend Rule 2628 (''Trading Halts Due to Extraordinary Market Volatility'') concerning the resumption of trading following a Level 3 market-wide circuit breaker halt in connection with the industry's expansion of trading hours to 23 hours per day, 5 days per week. The text of the proposed rule change is available on the Exchange's website at *https://www.miaxglobal.com/markets/us-equities/pearl-equities/rule-filings,* and at MIAX Pearl's principal office.

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

In its filing with the Commission, MIAX Pearl 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. MIAX Pearl 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 2628 (''Trading Halts Due to Extraordinary Market Volatility'') concerning the resumption of trading following a Level 3 market-wide circuit breaker (''MWCB'') halt (''Level 3 Market Decline'') in connection with the industry's expansion of trading hours to 23 hours per day, 5 days per week (''23/5 Trading''). Some exchanges are planning to offer overnight trading,[3] and as a result, the uniform Level 3 Market Decline rules of each exchange are being modified, as explained further below.

Background

The MWCB mechanism under Rule 2628 provides an important, automatic mechanism that is invoked to promote stability and investor confidence during a period of significant stress when U.S. securities markets experience extreme broad-based declines. All U.S. equity exchanges and FINRA (collectively, the self-regulatory organizations or ''SROs'') adopted uniform rules relating to the MWCB mechanism in 2012, which are designed to slow the effects of extreme price movement through coordinated trading halts across U.S. securities markets when severe price declines reach levels that may exhaust market liquidity.[4] Such market-wide circuit breakers provide for trading halts in all U.S. cash equity and equities options markets during a severe market decline as measured by a single-day decline in the S&P 500 Index during regular trading hours.

Pursuant to Rule 2628, a market-wide trading halt will be triggered if the S&P 500 Index declines in price by specified percentages from the prior day's closing price of that index. Currently, the triggers are set at three circuit breaker thresholds: 7% (Level 1), 13% (Level 2), and 20% (Level 3). A market decline that triggers a Level 1 or Level 2 halt after 9:30 a.m. ET and before 3:25 p.m. ET would halt market-wide trading for 15 minutes, while a similar market decline at or after 3:25 p.m. ET would not halt market-wide trading. If a Level 3 Market Decline occurs at any time during the trading day, trading in all stocks will halt on the Exchange for the remainder of the trading day, and will resume the following trading day at 4:00 a.m. ET.

Proposal

The Exchange now proposes to amend Rule 2628 to reflect extended trading hours under 23/5 Trading. On December 6, 20206 [sic], several exchanges intend to offer new overnight trading sessions that would be available from 9:00 p.m. ET to 4:00 a.m. ET, increasing their hours of operation.

As discussed, consistent with the uniform rules in place across all SROs, current Rule 2628(b)(2) provides that if a Level 3 Market Decline occurs at any time during the trading day, the Exchange shall halt trading in all stocks on the Exchange for the remainder of the trading day. Currently, that means that the earliest that any exchange would re-open trading after a Level 3 Market Decline is 4:00 a.m. ET the following day, since no SROs are open for trading before 4:00 a.m. ET.

Unless amended, when 23/5 Trading is launched, the current rule's reference to halting ''for the remainder of the trading day''[5] would require SROs participating in 23/5 Trading to re-open trading at an earlier time, *i.e.,* 9:00 p.m. ET on the same calendar day, when those SROs' systems would generally become available for overnight trading. The Exchange does not believe that this is an expected or desired result and is therefore amending this rule in coordination with the other SROs such that trading on any SRO will not resume until 4:00 a.m. ET or later on the following trading day, consistent with current market practice. This proposed rule change is therefore not intended to make any substantive changes to the MWCB mechanism. Rather, the proposed rule change would preserve the current resumption time following a Level 3 Market Decline.

[31] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] *See, e.g.,* Securities Exchange Act Release No. 105532 (May 21, 2026), 91 FR 31509 (May 27, 2026) (SR–NYSEARCA–2026–53) (''NYSE Arca 23/5 Trading Notice'').

[4] *See* Securities Exchange Act Release No. 67090 (May 31, 2012), 77 FR 33531 (June 6, 2012) (SR–BATS–2011–038; SR–BYX–2011–025; SR–BX–2011–068; SR–CBOE–2011–087; SR–C2–2011–024; SR–CHX–2011–30; SR–EDGA–2011–31; SR–EDGX–2011–30; SR–FINRA–2011–054; SR–ISE–2011–61; SR–NASDAQ–2011–131; SR–NSX–2011–11; SR–NYSE–2011–48; SR–NYSEAmex-2011–73; SR–NYSEArca–2011–68; SR–Phlx–2011–129) (''MWCB Approval Order'').

[5] *See* Rule 2628(b)(2).