

change is consistent with the Act.⁵ Comments may be submitted electronically by using the Commission's internet comment form (https://www.sec.gov/rules-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-BX-2025-002) or by sending an email to rule-comments@sec.gov. Please include file number SR-BX-2025-002 on the subject line. Alternatively, paper comments may be sent to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090. All submissions should refer to file number SR-BX-2025-002. 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-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-BX-2025-002). 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-BX-2025-002 and should be submitted on or before February 11, 2025.

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

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025-01293 Filed 1-17-25; 8:45 am]

BILLING CODE 8011-01-P

⁵ Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange.

⁶ 17 CFR 200.30-3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102190; File No. SR-IEX-2025-02]

Self-Regulatory Organizations; Investors Exchange LLC; Notice of Filing of a Proposed Rule Change to Adopt Rules to Govern the Trading of Options on the Exchange for a New Facility Called IEX Options

January 14, 2025.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 ("Act")² and Rule 19b-4 thereunder,³ notice is hereby given that, on January 10, 2025, the Investors Exchange LLC ("IEX" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Pursuant to the provisions of Section 19(b)(1) under the Act,⁴ and Rule 19b-4 thereunder,⁵ the Exchange is filing with the Commission a rule change proposal to adopt rules to govern the trading of options on IEX Options LLC, a facility of the Exchange that will be established in a separate rule filing (referred to herein as "IEX Options"). As proposed, the Exchange will operate IEX Options as a fully automated trading system built on the core functionality of the Exchange's approved equities platform, and in a manner similar to that of other options exchanges. In addition, IEX Options will utilize a de minimis delay on incoming order and quote messages designed to enable IEX to update its view of the market prior to processing orders and quotes, and an optional Market Maker quote parameter designed to protect Market Makers from excessive risk due to execution of stale quotes, in addition to other risk protections substantially similar to those offered by other options exchanges.

The text of the proposed rule change is available at the Exchange's website at <https://www.iexexchange.io/resources/regulation/rule-filings>, at the principal

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ 15 U.S.C. 78s(b)(1).

⁵ 17 CFR 240.19b-4.

office of the Exchange, and at the Commission's Public Reference Room.

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

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

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

1. Purpose

Overview

The Exchange proposes to adopt a series of rules in connection with IEX Options, which will be a facility of the Exchange.⁶ As proposed, the Exchange will operate IEX Options as a fully automated trading system built on the core functionality of the Exchange's approved equities platform, and in a manner similar to that of other options exchanges.⁷

As proposed, IEX Options will operate an electronic trading system to list and trade options issued by the Options Clearing Corporation ("Clearing Corporation" or "OCC"). Specifically, IEX proposes to operate a fully automated, pro-rata priority options market in a manner similar to that of other options exchanges. In addition, IEX Options will utilize a de minimis delay on incoming order and quote messages designed to enable IEX to update its view of the market prior to processing orders and quotes, and an optional Market Maker quote parameter designed to protect Market Makers from

⁶ IEX will file a separate proposed rule change with the Commission pursuant to Section 19 of the Act to provide that IEX Options will be operated by IEX Options LLC, a Delaware limited liability company wholly owned by the Exchange, as a facility of the Exchange as that term is defined in Section 3(a)(2) of the Act.

⁷ The IEX Options proposed rules are largely based on the rules of other options exchanges, as described herein. When a particular proposed rule is described as "substantively identical" to a rule(s) of another exchange that means that the substance of the proposed IEX Options rule is identical to the referenced rule of the other exchange, with differences only to reflect terminology and numbering. When a particular proposed rule is described as "substantially similar" to a rule(s) of another exchange this rule filing describes the relevant differences.

excessive risk due to execution of stale quotes, in addition to other risk protections substantially similar to those offered by other options exchanges.

The Exchange proposes to adopt rules applicable to IEX Options that are substantially similar to the approved rules of the MEMX, C1, MIAX, and NYSE Amex and Arca options exchanges, with the material proposed differences described herein.⁸

As provided in proposed Rule 17.110 (Applicability), existing Exchange Rules⁹ applicable to the IEX equities market contained in Chapters 1 through 16 of the Exchange Rules will apply to Options Members unless a specific Exchange Rule applicable to the IEX Options market (in proposed Chapters 17 through 29 of the Exchange Rules) governs or unless the context otherwise requires.

The IEX Options Trading System¹⁰ will provide for the electronic display and execution of orders on a pro-rata basis. All Exchange Members will be eligible to participate in IEX Options by qualifying as Options Members¹¹ and obtaining one or more trading permits for their activity on IEX Options, in accordance with applicable IEX Options rules. The IEX Options Trading System will provide an optional routing service for orders when trading interest is not present on IEX Options and will comply with all applicable securities laws and regulations and the obligations of the Options Order Protection and Locked/Crossed Market Plan.

IEX Options Members

Pursuant to the proposed rules in Chapter 18 (Participation on IEX Options), the Exchange will authorize any Exchange Member that meets certain enumerated qualification requirements (any such Member, an “Options Member”) and any Options Member’s Sponsored Participants to obtain access to, and transact business on, IEX Options.¹²

There will be three types of Options Members—Options Order Entry Firms (“OEFs”), Options Market Makers, and Options Clearing Members. Options Members may act in one, two, or all

such capacities. OEFs will be those Options Members representing Customer Orders as agent on IEX Options or trading as principal on IEX Options. Options Market Makers, in turn, will be eligible to participate as Registered Market Makers or Specialists, as set forth in Rule 23.100. Additionally, all Options Market Makers may participate as Directed Market Makers.¹³ Clearing Members will be those Options Members that have been admitted to membership in the Clearing Corporation pursuant to the provisions of the Rules of the Clearing Corporation and are self-clearing or that clear IEX Options Transactions for other Options Members.

IEX proposes to issue different types of Trading Permits to Options Members that allow the Trading Permit Holders to: (i) trade one or more products authorized for trading on the Exchange; (ii) act in one or more trading functions authorized by the Rules of IEX Options; and/or (iii) act as a Clearing Member.¹⁴ Trading Permits shall be for the types and terms as shall be determined by the Exchange from time to time, and subject to effectiveness of one or more rule filings pursuant to Section 19(b) of the Act. The proposed rule governing IEX’s Trading Permits, 18.140, is based on C1 Rule 3.1.¹⁵

The rules governing Registered Market Makers and Specialists are substantially based on MIAX and C1 rules.¹⁶ To become an Options Market

¹³ Directed Market Makers are subject to enhanced quoting obligations (as compared to Registered Market Makers) as set forth in proposed Rule 23.150(e)(3), which is substantively identical to NYSE Amex Options Rule 964.1NYP.

¹⁴ See proposed Rule 18.140.

¹⁵ On C1, part of the process of applying to be a Trading Permit Holder is for a broker-dealer to qualify as a participant or member of the exchange. IEX’s proposed rule therefore differs from C1 Rule 3.1 because it does not include the membership qualification-related provisions that are addressed elsewhere in IEX’s proposed Chapter 18. In particular, IEX is not proposing to incorporate C1 Rule 3.1(a)(3)’s language regarding jurisdiction over Trading Permit Holders because it is covered by Rule 2.120 (requiring all IEX Members to consent to the Exchange’s jurisdiction) and proposed Rule 18.140(e) (applying the Exchange’s jurisdictional authority to all Options Members). In addition, C1’s rule includes limitations on the number of trading permits the exchange may issue. IEX is not proposing such limitations.

¹⁶ See MIAX Rules 600–609 (regarding market maker qualifications and obligations) and MIAX Rules 514(d),(e), and (g) (regarding market maker quoting and priority). The primary differences between these MIAX rules and IEX’s proposed Market Maker rules are: (1) MIAX has three tiers of market makers, while IEX proposes to have two tiers; (2) MIAX puts Market Makers at a priority level above other non-Priority Customer interest, while IEX will not (IEX’s proposed rules are substantively identical to the priority rules in C1 Rule 5.32 as it pertains to C1’s Preferred Market Makers); (3) IEX proposes to allocate participation

Maker, an Options Member will be required to register by filing a written application and obtain any required trading permits.¹⁷ The Exchange will not place any limit on the number of entities that may become Options Market Makers, the number of appointments an Options Market Maker may have, or the number of Options Market Makers that may have appointments in a class unless the Exchange determines to impose any such limit based on system constraints, capacity restrictions, or other factors relevant to protecting the integrity of the Trading System. The Exchange will not impose any such limitations until it has submitted objective standards for imposing the limits to the Commission for its review and approval.¹⁸

As proposed, the Exchange shall appoint Registered Market Makers to one or more classes of options contracts traded on the Exchange. In making such appointments the Exchange shall consider the financial resources available to the Registered Market Maker, the Registered Market Maker’s experience and expertise in market making or options trading, the preferences of the Registered Market Maker to receive appointments in specific options classes, and the maintenance and enhancement of competition among Registered Market Makers in each class of options contracts to which they are appointed.¹⁹

While there may be several Registered Market Makers appointed to a particular class of options contracts, the Exchange may appoint only one Specialist to each options class traded on the Exchange.²⁰ To be appointed as a Specialist, an Options Member must first satisfy the criteria for appointment as a Registered Market Maker set forth in Rule 23.120(a)(1) and then must participate in the Specialist Qualification Process conducted by the Exchange and detailed in proposed Rule 23.130(b).²¹ Factors to

entitlements for Specialists with a priority quote based on the amount of non-Priority customer interest (which is how C1 Rule 5.32(a)(2)(B) allocates priority overlays), while MIAX only looks at the amount of other market maker interest; and (4) MIAX offers a Market Turner priority overlay which IEX is not proposing to adopt.

¹⁷ See proposed Rules 23.100 and 18.140.

¹⁸ This provision is substantively identical to MEMX Rule 22.2(c) and MIAX Rule 600(d).

¹⁹ See proposed Rule 23.120(a)(1).

²⁰ See proposed Rule 23.130(g)(1)(A), which is substantively identical to NYSE Amex Options Rule 923NY(b). The language providing that the Exchange “may” appoint only one Specialist to each options class is based upon and substantively identical to NYSE Amex Options Rule 923NY(b).

²¹ IEX based the proposed Specialist rule (23.130) on NYSE Amex Options Rules 927NY, 927.1NY, and 927.2NY because these rules provide clear instructions to prospective Specialist candidates

⁸ See rulebooks of MEMX LLC (“MEMX”), Cboe Exchange, Inc. (“C1”), Miami International Securities Exchange, LLC (“MIAX”), NYSE Arca, Inc. (“NYSE Arca Options”), and NYSE American LLC (“NYSE Amex Options”). However, IEX is not proposing to trade index options at this time and therefore is not proposing rules for the listing and trading of index options.

⁹ See IEX Rule 1.160(jj).

¹⁰ See proposed Rule 22.100(a).

¹¹ See proposed Rule 17.100.

¹² See proposed Rules 18.100, 18.110, 18.120, and 18.130.

be considered for selection as a Specialist include, but are not limited to, representations regarding capital operations, personnel or technical resources.²² After designating certain Market Makers as Specialists, the Exchange will conduct a process to determine which options classes to allocate to which Specialist, based upon which candidate appears best able to perform the functions of a Specialist in the designated options classes. Factors to be considered in the allocation of options classes to Specialists by the Exchange include, but are not limited to the following: experience with trading the options issue; adequacy of capital; willingness to promote the Exchange as a marketplace; operational capacity; support personnel; history of adherence to Exchange rules and securities laws; and evaluations made pursuant to Rule 23.130(f).²³ The Exchange will also consider the number and quality of issues that have been allocated, reallocated or transferred to a Specialist and the Specialist's willingness to promote the Exchange as a marketplace.²⁴

The Exchange will also evaluate the performance of Specialists, and upon a finding that a Specialist failed to meet minimum performance standards, may take adverse action against the Specialist; Specialists shall have the right to appeal any adverse actions against them pursuant to IEX Rule Series 9.500, which governs adverse actions.²⁵

Quotations may only be entered by a Market Maker and only in classes of options contracts to which the Market Maker is appointed.²⁶ Market Makers may also submit orders in classes of options contracts to which the Market Maker is appointed, which shall constitute a quote, and thus would help to satisfy the Market Maker's quoting obligation.²⁷ In addition, an Options

about the manner in which the Exchange selects and evaluates Specialists, and detailed rules about Specialist rights and obligations.

²² See proposed Rule 23.130(b)(1). This rule is substantively identical to NYSE Amex Options Rule 927NY, with the exception that IEX is not proposing to obligate Specialists to make FLEX quotes, because those are not offered by the Exchange.

²³ See proposed Rule 23.130(g). This rule is substantively identical to NYSE Amex Options Rule 927.2NY

²⁴ *Id.*

²⁵ See proposed Rule 23.130(b)(2), and (f). These rules are substantively identical to NYSE Amex Options Rules 927NY(b)(2) and 927.1NY, respectively.

²⁶ See proposed Rule 23.150(a).

²⁷ See proposed Rule 17.100 (defining "Quote" to include orders entered by a Market Maker in the option series to which such Market Maker is registered).

Market Maker with an OEF trading permit may submit orders in classes of options in which the Market Maker has no appointment, provided that the total number of such orders executed by the Market Maker do not exceed 25% of all contracts the Market Maker executes on the Exchange in any calendar quarter.²⁸

Options Market Makers will be required to electronically engage in a course of dealing reasonably calculated to contribute to the maintenance of fair and orderly markets.²⁹ IEX does not propose to incorporate MIAx's requirement that Market Makers refrain from purchasing an option at a price more than \$0.25 below parity,³⁰ because IEX does not believe the restriction is necessary to the maintenance of fair and orderly markets requirement, and notes that other exchanges do not include this restriction.³¹ Market Makers will be required to maintain a two-sided market on a continuous basis³² in at least 60% of the non-adjusted options series to which they are appointed as Registered Market Makers and at least 90% of the non-adjusted options series to which they are appointed as Specialists, provided the options classes have a time to expiration of less than nine months.³³ And, as noted above, Directed Market Makers are subject to enhanced quoting obligations compared to Registered Market Makers.³⁴ Market Makers and Specialists may use quotes and orders to meet the applicable quoting requirements. These obligations will not apply to an intra-day add-on series on the day during which such series was added for trading. Market Maker quotes must be firm quotes that comply with enumerated price and size rules.³⁵ These obligations also will not apply when an Options series is halted because the underlying security has entered a Limit or Straddle state.³⁶ Registered Market Makers and Specialists also must maintain minimum net capital in accordance with Commission and Exchange rules.³⁷

²⁸ See proposed Rule 23.150(g).

²⁹ See proposed Rule 23.140(a).

³⁰ See MIAx rule 603(a).

³¹ See, e.g., NYSE Arca Options Rule 6.37-O.

³² "Continuous quoting" is defined as 90% of the time. See proposed Rule 23.150(e).

³³ See proposed Rule 23.150(e)(2) and (e)(1). Proposed Rule 23.150(e)(1) is based upon and substantively identical to NYSE Amex Options Rule 925.1NYP(b) and proposed Rule 23.150(e)(2) is based upon and substantively identical to NYSE Amex Options Rule 925.1NYP(c).

³⁴ See *supra* note 13.

³⁵ See proposed Rule 23.150(b) and (d).

³⁶ See Supplementary Material .01 to proposed Rule 23.150(h), which is substantively identical to MIAx Rule 530(f)(1).

³⁷ See proposed Rule 23.180 (\$200,000 net capital requirement for Registered Market Makers), which

Substantial or continued failure by an Options Market Maker to meet any of its obligations and duties will subject the Options Market Maker to disciplinary action, suspension, or revocation of the Market Maker's registration as such or its appointment in one or more of its appointed options classes.³⁸

As on other exchanges, Options Market Makers receive certain benefits for carrying out their duties. For example, a lender may extend credit to a broker-dealer without regard to the restrictions in Regulation T of the Board of Governors of the Federal Reserve System if the credit is to be used to finance the broker-dealer's activities as a specialist or market maker on a national securities exchange. Thus, an Options Market Maker has a corresponding obligation to hold itself out as willing to buy and sell options for its own account on a regular or continuous basis to justify this favorable treatment.

Every Options Member shall at all times maintain membership in another registered options exchange that is not registered solely under Section 6(g) of the Exchange Act or in FINRA.³⁹ OEFs and other Options Members that transact business with Public Customers must at all times be members of FINRA. Pursuant to proposed Rule 18.110(h), every Options Member will be required to have at least one registered Options Principal who satisfies the criteria of that rule, including the satisfaction of a proper qualification examination. An OEF may only transact business with Public Customers if such Options Member also is an Options Member of another registered national securities exchange or association with which the Exchange has entered into an agreement under Rule 17d-2 under the Exchange Act⁴⁰ pursuant to which such other exchange or association shall be the designated options examining authority for the OEF.⁴¹

The proposed rules relating to qualification and participation on IEX Options as an Options Member (including as an OEF, Options Market

is substantively identical to MEMX Rule 22.9 and proposed Rule 23.130(c)(1)(H) (\$1,000,000 net capital requirement for Specialists), which is substantively identical to Amex Options Rule 927NY(c)(10).

³⁸ See proposed Rule 23.120(f). NYSE Amex Options Rule 927.1NY(1)(B) specifies that NYSE Amex Options provides its specialists information related to their market share in allocated issues on a monthly basis as part of the evaluation process. IEX is not proposing to include this provision because it understands that Specialist firms are well-equipped to monitor their market share and performance on IEX and other markets.

³⁹ See proposed Rule 18.110(g).

⁴⁰ 17 CFR 240.17d-2.

⁴¹ See Rule 27.100.

Maker, or Clearing Member) are substantively identical to the relevant rules of MEMX Options.⁴²

As provided in proposed Rule 17.110, existing Exchange Rules applicable to the IEX equities market contained in Chapters 1 through 16 of the Exchange Rules will apply to Options Members unless a specific Exchange Rule applicable to the IEX Options market (proposed Chapters 17 through 29 of the Exchange Rules) governs or unless the context otherwise requires. Options Members can therefore provide sponsored access to the IEX Options Exchange to a non-Member (*i.e.*, a Sponsored Participant) pursuant to Rule 11.130 of the Exchange Rules.

Definitions

The Exchange proposes to define a series of terms under proposed Rule 17.100 (Definitions), which are to be used in proposed Chapters 17 to 29 relating to the trading of options contracts on the Exchange. Unless otherwise indicated, all of the terms defined in proposed Rule 17.100 are either identical or substantially similar to definitions included in MEMX Rule 16.1. Any modifications to the MEMX definitions, or definitions based upon the rules of other exchanges are specifically indicated below.

The definitions under proposed Rule 17.100 are as follows:

- **ABBO.** The term “ABBO” or “Away Best Bid or Offer” means the best bid(s) or offer(s) disseminated by other Eligible Exchanges (as defined in Rule 28.100) and calculated by the Exchange based on market information the Exchange receives from OPRA.⁴³

- **Aggregate Exercise Price.** The term “Aggregate Exercise Price” means the exercise price of an options contract multiplied by the number of units of the underlying security covered by the options contract.

- **American-Style Option.** The term “American-Style” option means an options contract that, subject to the provisions of Rule 24.100 (relating to the cutoff time for exercise instructions) and to the Rules of the Clearing Corporation, may be exercised at any time from its commencement time until its expiration.

- **Associated Person and Person Associated with an Options Member.** The terms “associated person” and “person associated with an Options Member” mean any partner, officer, director, or branch manager of an

Options Member (or any person occupying a similar status or performing similar functions), any person directly or indirectly controlling, controlled by, or under common control with an Options Member or any employee of an Options Member, except that any person associated with an Options Member whose functions are solely clerical or ministerial shall not be included in the meaning of such term for purposes of these Rules.

- **Bid.** The term “bid” means a Limit order to buy one or more options contracts.

- **Board.** The term “Board” means the Board of Directors of Investors’ Exchange LLC.

- **Call.** The term “call” means an options contract under which the holder of the option has the right, in accordance with the terms of the option, to purchase from the Clearing Corporation the number of shares of the underlying security covered by the options contract.

- **Capacity.** The term “capacity” means the capacity in which a User submits an order, which the User specifies by applying the corresponding code to the order. The capacity codes available on IEX Options will be listed in publicly available specifications and published in a Regulatory Circular.

- **Class of Options.** The terms “class” or “class of options” mean all options contracts with the same unit of trading covering the same underlying security.

- **Clearing Corporation and OCC.** The terms “Clearing Corporation” and “OCC” mean The Options Clearing Corporation.

- **Clearing Member.** The term “Clearing Member” means an Options Member that is self-clearing or an Options Member that clears IEX Options Transactions for other Options Members.

- **Closing Purchase Transaction.** The term “closing purchase transaction” means an IEX Options Transaction that reduces or eliminates a short position in an options contract.

- **Closing Writing Transaction.** The term “closing writing transaction” means an IEX Options Transaction that reduces or eliminates a long position in an options contract.

- **Control.** The term “control” means the power to exercise a controlling influence over the management or policies of a person, unless such power is solely the result of an official position with such person. Any person who owns beneficially, directly or indirectly, more than 20% of the voting power in the election of directors of a corporation, or more than 25% of the voting power in the election of directors

of any other corporation which directly or through one or more affiliates owns beneficially more than 25% of the voting power in the election of directors of such corporation, shall be presumed to control such corporation.⁴⁴

- **Covered Short Position.** The term “covered short position” means (i) an options position where the obligation of the writer of a call option is secured by a “specific deposit” or an “escrow deposit” meeting the conditions of Rules 610(f) or 610(g), respectively, of the Rules of the Clearing Corporation, or the writer holds in the same account as the short position, on a share-for-share basis, a long position either in the underlying security or in an options contract of the same class of options where the exercise price of the options contract in such long position is equal to or less than the exercise price of the options contract in such short position; and (ii) an options position where the writer of a put option holds in the same account as the short position, on a share-for-share basis, a long position in an options contract of the same class of options where the exercise price of the options contract in such long position is equal to or greater than the exercise price of the options contract in such short position.

- **Customer.** The term “Customer” means a Public Customer or a broker-dealer.

- **Customer Order.** The term “Customer order” means an agency order for the account of a Customer.

- **Directed Order.** The term “Directed Order” is an order entered into the Trading System by an Options Member with a designation for a Market Maker in that class (referred to as a “Directed Market Maker” or “DMM”). To qualify as a Directed Order, an order must be entered on behalf of a Priority Customer.⁴⁵

- **Discretion.** The term “discretion” means the authority of a broker or dealer to determine for a Customer the type of

⁴⁴ This definition is substantively identical to the definition in C1 Rule 1.1. IEX proposes to incorporate this definition, because the term is not specifically defined in the MEMX rulebook and IEX believes that term would provide helpful context to Options Members with respect to other rules that use the term, *e.g.*, proposed IEX Rule 19.200.

⁴⁵ This definition is based upon the definition in MIA X Options Exchange (“MIA X”) Rule 100, with the distinction that IEX proposes to make any Market Maker eligible to receive a Directed Order, while MIA X only allows their Lead Market Makers (akin to IEX’s proposed “Specialists”) and Primary Lead Market Makers eligible; this aspect of IEX’s proposed rule change is based upon and substantially similar to C1 Rule 5.32. Additionally, IEX proposes to include language in the last sentence of this definition based on NYSE Amex Rule 900.3NYP(i)(4) to clarify that an order submitted on behalf of a non-Priority Customer would be treated as a non-Directed Order.

⁴² See MEMX Rulebook Chapters 17 and 22.

⁴³ IEX notes that this definition differs from the MEMX definition of ABBO by spelling out the phrase “Away Best Bid or Offer” that ABBO refers to for added clarity.

option, the class or series of options, the number of contracts, or whether options are to be bought or sold.

- European-Style Option. The term “European-style option” means an options contract that, subject to the provisions of Rule 24.100 (relating to the cutoff time for exercise instructions) and to the Rules of the Clearing Corporation, can be exercised only on its expiration date.

- Exchange Act. The term “Exchange Act” or “Act” means the Securities Exchange Act of 1934, as amended, or Rules thereunder.

- Exercise Price. The term “exercise price” means the specified price per unit at which the underlying security may be purchased or sold upon the exercise of an options contract.

- He, Him, and His. The terms “he,” “him” and “his” are deemed to refer to persons of female as well as male gender, and to include organizations, as well as individuals, when the context so requires.

- IEX Exchange and Exchange. The terms “IEX Exchange” and “Exchange” mean Investors’ Exchange LLC, a registered national securities exchange.

- IEX Options. The term “IEX Options” means IEX Options LLC, a Delaware limited liability company wholly owned by the Exchange, which operates as an options trading facility of the Exchange under Section 3(a)(2) of the Exchange Act.

- IEX Options Book. The term “IEX Options Book” means the electronic book of options orders maintained by the Trading System.⁴⁶

- IEX Options Transaction. The term “IEX Options Transaction” means a transaction involving an options contract that is effected on or through IEX Options or its facilities or systems.⁴⁷

- Individual Equity Option. The term “individual equity option” means an options contract which is an option on an equity security.

- Long Position. The term “long position” means a person’s interest as the holder of one or more options contracts.

- Market Makers (and Options Market Makers). The terms “Market Makers” or “Options Market Makers” refer collectively to Options Members registered, pursuant to Rule 23.100, as either a “Registered Market Maker” or a “Specialist”.⁴⁸

- MPID. The term “MPID” means unique market participant identifier assigned to an Options Member.

- NBB, NBO, and NBBO. The term “NBB” means the national best bid, the term “NBO” means the national best offer, and the term “NBBO” means the national best bid or offer as calculated by IEX Options based on market information received by IEX Options from OPRA.

- Offer. The term “offer” means a Limit order to sell one or more options contracts.

- OPRA. The term “OPRA” means the Options Price Reporting Authority.

- Opening Purchase Transaction. The term “opening purchase transaction” means a IEX Options Transaction that creates or increases a long position in an options contract.

- Opening Writing Transaction. The term “opening writing transaction” means a IEX Options Transaction that creates or increases a short position in an options contract.

- Options Contracts. The term “options contract” means a put or a call issued, or subject to issuance by the Clearing Corporation pursuant to the Rules of the Clearing Corporation.

- Options Market Close and Market Close. The terms “options market close” and “market close” mean the time the Exchange specifies for the end of a trading session on the Exchange on that trading day.

- Options Market Open and Market Open. The terms “options market open” and “market open” mean the time the Exchange specifies for the beginning of a trading session on the Exchange on that trading day.

- Options Member. The term “Options Member” means a firm, or organization that is registered with the Exchange pursuant to Chapter 18 of these Rules for purposes of participating in options trading on IEX Options as an “Options Order Entry Firm”, “Options Market Maker”, or “Clearing Member.”

- Options Member Agreement. The term “Options Member Agreement” means the agreement to be executed by Options Members to qualify to participate on IEX Options.

- Options Order Entry Firm, Order Entry Firm, and OEF. The terms “Options Order Entry Firm” and “Order Entry Firm” or “OEF” mean those

has three classes of Market Makers (Registered Market Makers, Lead Market Makers, and Primary Lead Market Makers) while IEX proposes to have two classes of Market Makers: Registered Market Makers (equivalent to MIAAX Registered Market Maker) and Specialists (which is based on MIAAX’s Lead Market Maker and Primary Lead Market Maker rules). IEX proposes to incorporate this definition, because the Market Maker rules proposed herein are substantially based upon the rules of MIAAX.

Options Members representing as agent Customer Orders on IEX Options and those non-Market Maker Members conducting proprietary trading.

- Options Principal. The term “Options Principal” means a person engaged in the management and supervision of the Options Member’s business pertaining to options contracts that has responsibility for the overall oversight of the Options Member’s options related activities on the Exchange.

- Order. The term “order” means a firm commitment to buy or sell options contracts as defined in Rule 22.100.

- Outstanding. The term “outstanding” means an options contract which has been issued by the Clearing Corporation and has neither been the subject of a closing writing transaction nor has reached its expiration date.

- Primary Market. The term “primary market” means the primary exchange on which an underlying security is listed.⁴⁹

- Priority Customer and Priority Customer Order. The term “Priority Customer” means any person or entity that is not: (A) a broker or dealer in securities; or (B) a Professional. The term “Priority Customer Order” means an order for the account of a Priority Customer.

- Professional. The term “Professional” means any person or entity that (A) is not a broker or dealer in securities; and (B) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). All Professional orders shall be appropriately marked by Options Members.⁵⁰

- Protected Quotation. The term “Protected Quotation” has the meaning provided in Rule 28.100.

- Public Customer and Public Customer Order. The term “Public Customer” means a person that is not a broker or dealer in securities. The term “Public Customer Order” means an order for the account of a Public Customer.

- Put. The term “put” means an options contract under which the holder of the option has the right, in accordance with the terms and provisions of the option and the Rules of the OCC, to sell to the Clearing Corporation the number of units of the underlying security covered by the

⁴⁶ This definition is substantively identical to the equivalent definition in the MEMX rulebook, except that it refers to IEX, not MEMX.

⁴⁷ This definition is substantively identical to the equivalent definition in the MEMX rulebook, except that it refers to IEX, not MEMX.

⁴⁸ This definition is substantively identical to the definition in the MIAAX rulebook, except that MIAAX

⁴⁹ This definition is based on the definition in C1 Rule 1.1, because IEX believed the definition was easier to understand than the equivalent definition in the MEMX rulebook.

⁵⁰ See Proposed Supplementary Material .01 to Rule 17.100, which sets forth the methodology for calculation of Professional orders.

options contract, at a price per unit equal to the exercise price, upon the timely exercise of such option.

- Quarterly Options Series. The term “Quarterly Options Series” means a series in an options class that is approved for listing and trading on the Exchange in which the series is opened for trading on any business day and expires at the close of business on the last business day of a calendar quarter.

- Quote or Quotation. The terms “quote” or “quotation” means a bid or offer entered by a Market Maker as a firm order that updates the Market Maker’s previous bid or offer, if any. When the term order is used in these Rules and a bid or offer is entered by the Market Maker in the options series to which such Market Maker is registered, such order shall, as applicable, constitute a quote or quotation for purposes of these Rules. A quote or quotation may be canceled or repriced in accordance with Rules 22.250, 22.260, or 23.150, if so designated by the Market Maker to assist in its risk management.

- Registered Market Maker. The term “Registered Market Maker” means an Options Member registered with the Exchange for the purpose of making markets in securities traded on the Exchange, who is vested with the rights and responsibilities specified in Chapter 23 of these Rules with respect to Registered Market Makers.⁵¹

- Responsible Person. The term “Responsible Person” means a U.S.-based officer, director, or management-level employee of an Options Member, who is registered with the Exchange as an Options Principal, responsible for the direct supervision and control of associated persons of that Options Member.

- Rules of IEX Options. The term “Rules of IEX Options” mean the rules contained in Chapters 17 to 29 of the Investors Exchange Rules governing the trading of options on the Exchange.

- Rules of the Clearing Corporation and Rules of the OCC. The terms “Rules of the Clearing Corporation” and “Rules of the OCC” mean the Certificate of Incorporation, the By-Laws and the Rules of the Clearing Corporation, and all written interpretations thereof, as may be in effect from time to time.

- SEC or Commission. The terms “SEC” or “Commission” mean the United States Securities and Exchange Commission.

⁵¹ This definition is substantively identical to the definition in MIA X Rule 100. IEX proposes to incorporate this definition, because the Market Maker rules proposed herein are substantially based upon the rules of MIA X.

- Series of Options. The terms “series” or “series of options” mean all options contracts of the same class that are the same type of options and have the same exercise price and expiration date.

- Short Position. The term “short position” means a person’s interest as the writer of one or more options contracts.

- Short Term Options Series. The term “Short Term Options Series” means a series in an options class that is approved for listing and trading on the Exchange in which the series is opened for trading on any Monday, Tuesday, Wednesday, Thursday or Friday that is a business day and that expires on the Monday, Tuesday, Wednesday, Thursday or Friday of the next business week, or, in the case of a series that is listed on a Friday and expires on a Monday, is listed one business week and one business day prior to that expiration. If a Tuesday, Wednesday, Thursday or Friday is not a business day, the series may be opened (or shall expire) on the first business day immediately prior to that Tuesday, Wednesday, Thursday or Friday, respectively. For a series listed pursuant to this section for Monday expiration, if a Monday is not a business day, the series shall expire on the first business day immediately following that Monday.

- Specialist. The term “Specialist” means a Market Maker appointed by the Exchange to act as the primary lead Market Maker for the purpose of making markets in securities traded on the Exchange. The Specialist is vested with the rights and responsibilities specified in Chapter 23 of these Rules with respect to Specialists.⁵²

- SRO. The term “SRO” means a self-regulatory organization as defined in Section 3(a)(26) of the Exchange Act.

- Timestamp. The term “timestamp” means the effective time sequence assigned to an order for purposes of determining its priority ranking.

- Trading Permit. The term “Trading Permit” means a license issued by the Exchange to an Options Member that grants the Trading Permit Holder (“TPH”) the right to access one or more of the facilities of the Exchange for the purpose of effecting transactions in options traded on the Exchange without

⁵² This definition is substantively identical to the definition of Lead Market Makers and Primary Lead Market Makers in MIA X Rule 100. As discussed above, IEX proposes to incorporate the MIA X definitions for both Lead Market Makers and Primary Lead Market Makers into its definition for Specialists, because the Market Maker rules proposed herein are substantially based upon the rules of MIA X.

the services of another person acting as broker, and otherwise to access the facilities of the Exchange for purposes of trading or reporting transactions or transmitting orders or quotations in options traded on the Exchange, or to engage in other activities that, under the Rules of IEX Options, may only be engaged in by the TPH that satisfies any applicable qualification requirements to exercise those rights. A Trading Permit conveys no ownership interest in the Exchange, is only available through the Exchange, and is subject to the terms and conditions set forth in Rule 18.140.⁵³

- Trading Permit Holder. The term “Trading Permit Holder” or “TPH” means the holder of a Trading Permit, as described in IEX Rule 18.140.⁵⁴

- Trading System. The term “Trading System” means the automated trading system used by IEX Options for the trading of options contracts.

- Type of Option. The term “type of option” means the classification of an options contract as either a put or a call.

- Uncovered. The term “uncovered” means a short position in an options contract that is not covered.

- Underlying Security. The term “underlying security” means the security that the Clearing Corporation shall be obligated to sell (in the case of a call option) or purchase (in the case of a put option) upon the valid exercise of an options contract.

- User. The term “User” means any Options Member or Sponsored Participant who is authorized to obtain access to the Trading System pursuant to Rule 11.130 (Access).

Execution System

IEX Options will utilize a pro-rata allocation model with execution priority dependent on the size and capacity of an order; specifically, Priority Customer or non-Priority Customer, as well as status as a Registered Market Maker or Specialist, as applicable. The proposed pro-rata allocation model is similar to the MIA X and NYSE Amex options exchanges.⁵⁵

The Exchange will become an exchange member of the OCC. The Trading System will be linked to OCC

⁵³ This definition is substantively identical to the definition in C1 Rule 1.1. IEX proposes to incorporate this definition, because its proposed Trading Permit rule (Rule 18.140), is substantively similar to the equivalent C1 Rule (C1 Rule 3.1).

⁵⁴ This definition is substantively identical to the definition in C1 Rule 1.1. IEX proposes to incorporate this definition, because its proposed Trading Permit rule (Rule 18.140), is substantively similar to the equivalent C1 Rule (C1 Rule 3.1).

⁵⁵ See *infra* note 79.

for the Exchange to transmit locked-in orders for clearance and settlement.⁵⁶

IEX Options will include a *de minimis* delay on incoming order and quote messages designed to enable IEX to update its view of the market prior to processing orders and quotes, and an optional Market Maker quote parameter designed to protect Market Makers from excessive risk due to execution of stale quotes, in addition to other risk protections substantially similar to those offered by other options exchanges.

Anonymity

As set forth in proposed Rule 22.190, aggregated and individual transaction reports produced by the Trading System will indicate the details of a User's transactions, including the contra party's unique market participant identifier ("MPID"), capacity, and clearing firm account number.⁵⁷

Latency Mechanism⁵⁸

IEX's proposal includes a *de minimis* hardware based latency mechanism (or speedbump) of up to 350 microseconds added to each incoming order and quote message⁵⁹ designed to enable IEX to update its view of the market prior to processing orders and quotes as well as to perform the Options Quote Indicator ("Indicator") calculation with current market data.⁶⁰ The specific amount of latency provided by the latency mechanism will be communicated by Trading Alert with at least 30 days prior notice; however, the amount of latency will not exceed 350 microseconds.⁶¹ If

⁵⁶ Proposed Rule 22.220(a) notes that all Options transactions shall be submitted for clearance to the Clearing Corporation, and the Exchange shall assume no responsibility with respect to any unmatched trade or for any delays or errors in the reporting to it of trade information. This provision is based upon and substantively identical to MIAX Rule 524.

⁵⁷ The Exchange shall also reveal a User's identity: (i) when a registered clearing agency ceases to act for a participant, or the User's clearing firm, and the registered clearing agency determines not to guarantee the settlement of the User's trades; and (ii) for regulatory purposes or to comply with an order of an arbitrator or court. See proposed Rule 22.190. The Exchange notes that proposed Rule 22.190 is identical to MEMX Rule 21.10.

⁵⁸ See proposed Rule 22.100(n).

⁵⁹ As it does for with equities trading (which applies a constant inbound latency of 350 microseconds), IEX will subject incoming order and quote messages to a *de minimis* delay using coiled optical fiber. See Rule 11.510(a).

⁶⁰ See *infra* for more information about the Indicator.

⁶¹ In determining the amount of latency, the Exchange will seek to achieve a healthy balance between liquidity providers and liquidity takers. Due to force majeure events and acts of third parties, the Exchange does not guarantee that the delay will always be consistent. The Exchange will periodically monitor such latency and will make adjustments to the latency as reasonably necessary

the Exchange determines to increase the duration of the maximum delay, it will do so only pursuant to an effective rule filing submitted to the Commission pursuant to Section 19 of the Exchange Act.⁶²

Hours of Operation

As provided in proposed Rule 22.110(a), the IEX Options Trading System will begin accepting orders and quotes beginning at 8:00 a.m.⁶³ pursuant to the market opening procedures described in proposed Rule 22.160. Orders and bids and offers shall be open and available until 4:00 p.m. except for options contracts on Fund Shares, as defined in proposed Rule 20.120(i), which may close as of 4:15 p.m. The Proposed Hours of Operation rule is based on MEMX Rule 21.2, except that MEMX does not allow for submission of quotes before the market opens for trading; IEX notes that other exchanges begin accepting orders and quotes before the market opens, for example C1 begins accepting quotes at 7:30 a.m.⁶⁴ Except as set forth above, IEX Options shall operate during the normal business days and hours set forth in the rules of the primary market trading the securities underlying options traded on IEX Options, absent unusual conditions as may be determined by the Exchange.⁶⁵ IEX Options will not be open for business on any holiday observed by the Exchange.⁶⁶

Units of Trading

As stated in proposed Rule 22.120, the unit of trading in each series of options traded on IEX Options will be the unit of trading established for that series by the OCC pursuant to the rules of the OCC and the agreements of the Exchange with the OCC. The proposed determination of the unit of trading for a series of options traded on IEX Options is the same as on MEMX Options pursuant to MEMX Rule 21.3.

to achieve consistency with the target latency (*i.e.*, the latency that has been communicated) as soon as commercially practicable.

⁶² The latency mechanism will not apply to outbound communications from the Exchange to a User, inbound and outbound communications between the Exchange and an Away Market regarding a routed order, inbound communications from data feeds, order processing and order execution on the IEX Options Order Book, outbound communications to the Exchange's proprietary data feeds or OPRA.

⁶³ All times in this filing refer to the Eastern time zone.

⁶⁴ See C1 Rule 5.7.

⁶⁵ See Proposed IEX Rule 22.110(b).

⁶⁶ See Proposed IEX Rule 22.110(c).

Minimum Quotation and Trading Increments

As stated in proposed Rule 22.140(a), the Exchange is proposing to apply the following quotation increments: (1) if the options series is trading at less than \$3.00, five (5) cents; (2) if the options series is trading at \$3.00 or higher, ten (10) cents; and (3) if the options series is trading pursuant to the Penny Interval Program one (1) cent if the options series is trading at less than \$3.00, five (5) cents if the options series is trading at \$3.00 or higher, except for QQQ, SPY, or IWM where the minimum quoting increment will be one (1) cent for all series. In addition, as stated in proposed Rule 22.140(b), the Exchange is proposing that the minimum trading increment for options contracts traded on IEX Options will be one (1) cent for all series. Such proposed minimum quotation and trading increments are the same as on MEMX Options pursuant to MEMX Rules 21.5(a) and (b).

Penny Interval Program

As set forth in proposed Rule 22.140(c), the Exchange is proposing to adopt a Penny Interval Program that is substantially similar to the penny programs of other exchanges, including MEMX Options pursuant to MEMX Rule 21.5(d), which includes minimum quoting requirements for options classes listed under the Penny Interval Program. However, eligibility for inclusion in the Penny Interval Program will be limited to those classes already operating under penny programs of other options exchanges at the time IEX Options is launched. The list of options classes included in the Penny Interval Program will be announced by the Exchange via circular distributed to Options Members and published by the Exchange on its website.

Order Types and Handling Instructions

The Trading System will make available to Users two Order Types (as defined in proposed Rule 22.100(d))—Limit orders and Market orders—as well as various order instructions and modifiers that can be appended to such orders. The characteristics and functionality of each Order Type is substantially similar to what is currently approved for use in the Exchange's equities trading facility or on other options exchanges, including MEMX Options, except where described below.

IEX Options will support bulk messages for Options Market Makers as specified in the description of each Order Type or other instruction. Proposed Rule 22.100(d) includes the

following details with respect to Limit orders and Market orders:

- **Limit order.** Limit orders are orders (including bulk messages) to buy or sell an option at a specified price or better. A Limit order is marketable when, for a Limit order to buy, at the time it is entered into the Trading System, the order is priced at the current inside offer or higher, or for a Limit order to sell, at the time it is entered into the Trading System, the order is priced at the current inside bid or lower.

- **Market order.** Market orders are orders to buy or sell at the best price available at the time of execution. Market orders to buy or sell an option traded on IEX Options will be rejected if they are received when the underlying security is subject to a “Limit State” or “Straddle State” as defined in the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the “Limit Up-Limit Down Plan”). Bulk messages may not be Market orders.

Pursuant to Rule 22.100(d)(3), Users have the option to designate an order as “attributable” to that User’s MPID.

Attributable orders are Market or Limit orders which display the User’s MPID for purposes of trading on the Exchange. Use of attributable orders is voluntary. Attributable orders may not be available for all Exchange processes. The Exchange will distribute a circular to Options Members specifying the processes for which the attributable order-type shall be available.⁶⁷

The Trading System will also make available to Users several additional instructions that can be designated on an order (“Handling Instructions”). A Handling Instruction applied to a bulk message applies to each bid and offer within that bulk message. The Handling Instructions available on IEX Options are described in proposed Rule 22.100(e) and will include the following:

- **Book Only.** Book Only is an instruction that an order is to be ranked and executed on the Exchange pursuant to proposed Rule 22.170 (Order Display and Book Processing) or to be repriced or cancelled, as appropriate, without routing away to another options exchange.

- **Post Only.** Post Only is an instruction that an order is to be ranked and executed on the Exchange pursuant to proposed Rule 22.170 (Order Display and Book Processing) or cancelled, as appropriate, without routing away to

another options exchange except that the order will not remove liquidity from the IEX Options Book. The Trading System reprices, cancels or rejects a bid (offer) designated as Post Only with a price that locks or crosses the Exchange’s best offer (bid). A Market order cannot be designated as Post Only.

- **Intermarket Sweep Order (“ISO”).** ISOs are orders that shall have the meaning provided in proposed Rule 28.100, which relates to intermarket trading. Such orders may be executed at one or multiple price levels in the Trading System without regard to Protected Quotations at other options exchanges (*i.e.*, may trade through such quotations). The Exchange relies on the marking of an order as an ISO order when handling such order, and thus, it is the entering Options Member’s responsibility, not the Exchange’s responsibility, to comply with the requirements relating to ISOs. ISOs are not eligible for routing pursuant to proposed Rule 22.180. A Market order cannot be designated as an Intermarket Sweep Order. Users may not designate bulk messages as ISOs.

The Exchange notes that each of the proposed Order Types and Handling Instructions available on IEX Options are based upon and substantially similar to those of MEMX, with the exception of the Attributable Orders not offered by MEMX.

Time-in-Force (“TIF”) Designations

Users entering orders into the Trading System may designate such orders to remain in force and available for display and/or potential execution for varying periods of time. Unless cancelled earlier, once these time periods expire, the order (or the unexecuted portion thereof) is returned to the entering party. A TIF applied to a bulk message applies to each bid and offer within that bulk message. Unless otherwise specified in the Exchange Rules or the context indicates otherwise, the Exchange determines which of the following TIFs are available on a class or system basis. The TIF designations available on IEX Options are described in proposed Rule 22.100(g) and will include the following:

- **Immediate Or Cancel (“IOC”).** IOC means, for an order so designated, an order that is to be executed in whole or in part as soon as such order is received. The portion not so executed immediately on the Exchange or another options exchange is cancelled and is not posted to the IEX Options Book. IOC orders that are not designated as Book Only and that cannot be executed in accordance with proposed Rule 22.170 on the Trading System when reaching

the Exchange will be eligible for routing away pursuant to proposed Rule 22.180.

- **Day.** Day means, for an order so designated, an order to buy or sell which, if not executed expires at market close. Market Makers may designate bulk messages as Day.

The Exchange notes that each of the proposed TIF designations available on IEX Options is identical to the same TIF designations available on MEMX Options, except that they are applied differently in one respect. Specifically, MEMX Options allows bulk messages to have a TIF of IOC. IEX is proposing to only allow bulk messages to have a TIF of DAY so that Market Makers do not take liquidity with quotes submitted via bulk messages, and which are meant for liquidity provision by Market Makers, which by definition the Exchange believes constitutes orders resting on the Order Book.

Anti-Internalization Qualifier (“AIQ”) Modifiers

As with its equities market, the Exchange will allow Users to use certain AIQ modifiers, which are described in proposed Rule 22.100(h). Any incoming order designated with an AIQ modifier will be prevented from executing against a resting opposite side order also designated with an AIQ modifier and originating from the same MPID, Options Member identifier, trading group identifier, or Sponsored Participant identifier. The Exchange will offer the following AIQ modifiers: AIQ Cancel Newest, described in proposed Rule 22.100(h)(1); AIQ Cancel Oldest, described in proposed Rule 22.100(h)(2); AIQ Cancel Both, described in proposed Rule 22.100(h)(3); and AIQ Cancel Smallest, described in proposed Rule 22.100(h)(4). The Exchange notes that each of the proposed AIQ modifiers available on IEX Options is substantially similar to the same modifiers available on MEMX Options⁶⁸, with the distinction that on MEMX a market maker may include the AIQ modifier on bulk messages, while IEX is proposing to not allow AIQ modifiers to be included on bulk messages because it would be meaningless on IEX where bulk messages will only be for liquidity adding quotes, and the AIQ modifier that dictates the AIQ interaction is determined by the liquidity removing order.⁶⁹

⁶⁸ MEMX does not offer an AIQ Cancel Smallest modifier, but it is offered by other exchanges such as C1. See C1 Rule 5.6 (Match Trade Prevention Modifier—MTP Cancel Smallest).

⁶⁹ MEMX calls them “Match Trade Prevention” modifiers. See MEMX Rule 21.1(h).

⁶⁷ The proposed definition is substantively identical to the definition in MIA Rule 516(e). IEX proposes to incorporate this definition and functionality, because MEMX Options does not have Attributable Orders.

Re-Pricing Mechanism

Like other options exchanges, the Exchange proposes to offer a re-pricing mechanism to Users to comply with the order protection and trade through restrictions of the Options Order Protection and Locked/Crossed Market Plan.⁷⁰ This re-pricing mechanism, described in proposed Rule 22.100(i), is referred to by the Exchange as Price Adjust and is substantially similar to the Price Adjust mechanism offered by MEMX Options pursuant to MEMX Rule 21.1(i), with the exception that IEX will only allow the ranked price and displayed price of an order that has been repriced to be adjusted to a more aggressive price one additional time (unlike MEMX, which allows multiple adjustments).⁷¹

MPIDs

As proposed in Rule 22.100(j), the term “MPID” means the unique market participant identifier assigned to a User and shall refer to what the Trading System uses to identify the User and the clearing number for the execution of orders and quotes submitted to the Trading System with that MPID. Each MPID corresponds to a single User and a single clearing number of a Clearing Member with the Clearing Corporation. A User may obtain multiple MPIDs, which may be for the same or different clearing numbers. A User is able (in a form and manner determined by the Exchange) to designate which of its MPIDs may be used for each of its ports. If a User submits an order or quote through a port with an MPID not enabled for that port, the Trading System cancels or rejects the order or quote. The Exchange notes that its proposed Rule 22.100(j) is identical to MEMX Rule 21.1(j) except that MEMX uses the term EFID rather than MPID.

Ports and Bulk Messages

Proposed Rule 22.100(k) defines two types of ports: (1) a “physical port,” which provides a physical connection to the Trading System and may provide access to multiple logical ports; and (2) a “logical port” or “application session,” which provides Users with the ability within the Trading System to accomplish a specific function through a connection, such as order entry, data receipt, or access to information. The Exchange notes that each of the proposed types of ports available on IEX

⁷⁰ See Securities Exchange Act Release No. 60405 (July 30, 2009), 74 FR 39362 (Aug. 6, 2009) (File No. 4-546).

⁷¹ The Exchange notes that this behavior is substantially similar to the “single price adjust” behavior in C1 Rule 5.32(b)(2)(A).

Options is identical to the same types of ports on MEMX Options.

The term “bulk message” is proposed to mean a single electronic message a User submits with a Market Maker Capacity to the Exchange in which the User may enter, modify, or cancel up to an Exchange-specified number of bids and offers (which number the Exchange will announce via Exchange notice and publicly available technical specifications). The Trading System handles a bulk message in the same manner as it handles an order or quote, unless the Exchange Rules specify otherwise.

Only Market Makers may submit bulk messages through a logical port in a class in which the Market Maker has an appointment. In addition, bulk messages have a default TIF of Day and a default designation of Post Only. As proposed, the Trading System will cancel, reject, or reprice a Post Only bulk message bid (offer) with a price that locks or crosses the Exchange best offer (bid) or ABO (ABB).⁷² These provisions are similar to the manner in which market maker bulk messages are handled by MEMX, which allows bulk messages to also have a TIF of IOC, a designation as book only, and post only bulk messages in unassigned classes.⁷³

Cancel Back

The term “Cancel Back” is proposed to mean an instruction a User designates on an order (including bulk messages) to not be subject to the Price Adjust process pursuant to proposed Rule 22.100(i). The Trading System cancels or rejects an order with a Cancel Back instruction (immediately at the time the Trading System receives the order or upon return to the Trading System after being routed away) if displaying the order on the Book would create a violation of proposed Rule 28.120, or if the order cannot otherwise be executed or displayed in the Book at its limit price. The Trading System executes a Book Only—Cancel Back order against resting orders. The proposed definition of Cancel Back in proposed Rule 22.100(m) is substantively identical to a Cancel Back Order defined in MEMX Rule 21.1(m).

⁷² See proposed IEX Rule 22.100.

⁷³ See MEMX Rule 21.1(l). IEX notes that the ability of the Trading System to cancel or reject a post only order submitted on a bulk port with a price that locks or crosses the Exchange best offer (bid) or ABO (ABB) is substantively identical to MEMX Rule 21.1(l)(3); IEX will also allow the Trading System to reprice a post only order submitted on a bulk port with a price that locks or crosses the Exchange best offer (bid) or ABO (ABB), which is substantively identical to the functionality in C1 Rule 5.32(b)(1)(B).

Market Opening Procedures

As proposed, the Trading System will accept quotes, Limit orders with a TIF of DAY and Market orders for inclusion in the opening process (“Opening Process”) beginning at 8:00 a.m. or immediately upon trading being halted in an options series due to the primary listing market for the applicable underlying security declaring a regulatory trading halt, suspension, or pause with respect to such security (a “Regulatory Halt”), and will continue to accept Market and Limit orders and quotes until such time as the Opening Process is initiated in that options series (the “Pre-open state”).⁷⁴

After the first transaction on the primary listing market after 9:30 a.m. in the securities underlying the options as reported on the first print disseminated pursuant to an effective national market system plan or the Regulatory Halt has been lifted, the related options series will be opened automatically as described below. The Exchange will conduct its “Core Open Auction” for each series of options contracts upon receipt of an “Auction Trigger”, *i.e.*, the moment that the Primary Market for the underlying security first disseminates both a two-sided quote and a trade of any size that is at or within the quote (in the case of reopening after a Regulatory Halt, the Auction Trigger also includes notification that the underlying stock is no longer halted).⁷⁵ The Exchange will disseminate a message to market participants indicating the initiation of the opening process, conduct the opening auction, and then transition to continuous trading for each series of options contracts.⁷⁶ The proposed market opening procedures are substantially similar to the market opening procedures specified in NYSE Arca Options Rule 6.64P–O, subject to several differences, most notably that any imbalance would be allocated on a pro rata basis.⁷⁷

⁷⁴ See proposed Rule 22.160(a)(13).

⁷⁵ See proposed Rule 22.160(a)(5) and (7).

⁷⁶ See proposed Rule 22.160. IEX notes that pursuant to proposed Rule 22.160(b)(3), the priority overlays specified in proposed Rule 22.170(f)(2) and (3) will not be available during an Auction, but will resume once the Exchange has transitioned to continuous trading.

⁷⁷ See proposed Rule 22.160(b). Other differences include: IEX will begin accepting orders for the opening auction at 8:00 a.m., while NYSE Arca begins accepting orders for their opening auction at 6:00 a.m. See proposed Rule 22.160(a)(13)(A) versus NYSE Arca Options Rule 6.64P–O(a)(12)(A). Additionally, IEX will begin disseminating Auction Imbalance Information at 8:30 a.m., while NYSE Arca begins disseminating imbalance information at 8:00 a.m. See proposed Rule 22.160(c)(1) versus NYSE Arca Options Rule 6.64P–O(c)(1). Further,

Order Display/Matching System

The Trading System will be based upon functionality currently approved for use in the Exchange's equities trading system. Specifically, the Trading System will allow Users to enter Market orders and priced Limit orders to buy (bids) and sell (offers). All bids or offers made and accepted on IEX Options in accordance with the Exchange Rules shall constitute binding contracts, subject to applicable requirements of the Exchange Rules and the Rules of the Clearing Corporation. Such orders are executable against marketable contra-side orders in the Trading System.⁷⁸ Resting quotes and orders on the IEX Options Book will be prioritized according to price. If there are two or more quotes or orders at the best price, then the options contracts will be allocated proportionally according to size (in a pro-rata fashion), rounded down to the nearest contract. If there are residual options contracts to be filled, the quote or order with the largest remaining size (based on the pro rata calculation) will receive the first contract, and each successive contract (if any) will be allocated to each subsequent quote or order based on size (largest to smallest). If there are two or more quotes or orders with the same remaining size, then the quote or order with the first time priority will be allocated the next options contract. Each successive options contract (if any) will be allocated in the same manner.⁷⁹

Routing

IEX Options will offer a simple optional routing functionality to facilitate compliance with applicable regulations and will not offer other complex routing strategies. Options Members can designate orders that have not been executed in full by the Trading System pursuant to Rule 22.170 above as either available for routing or not available for routing.⁸⁰ IEX Options will support orders that are designated to be routed to the NBBO as well as orders that will execute only within IEX Options. Orders that are designated to execute at the NBBO will be routed to other options markets to be executed when the Exchange is not at the NBBO⁸¹ consistent with the Options

IEX does not define Far Clearing Price, because IEX does not propose to have Auction Only orders, to which the Far Clearing Price relates.

⁷⁸ See proposed Rule 22.170.

⁷⁹ See proposed Rule 22.170(b). This pro-rata allocation methodology is based upon the substantially similar methodology in MIA X Rule 514(c)(2) and NYSE Amex Rule 964NYP(i)(2).

⁸⁰ See proposed Rule 22.180(a).

⁸¹ As described *infra*, if the order is eligible for the Step-Up Mechanism (set forth in proposed Rule

Order Protection and Locked/Crossed Market Plan.⁸²

Subject to the exceptions contained in proposed Rule 28.110(b), the Trading System will ensure that an order will not be executed at a price that trades through another options exchange. An order that is designated by an Options Member as routable will be routed in compliance with applicable trade-through restrictions. Any order entered with a price that would lock or cross a Protected Quotation that is not eligible for either routing or the price adjust process as defined in proposed Rule 22.100(i) will be cancelled. Bulk messages are not eligible for routing.

IEX Options will route orders in options via IEX Services LLC ("IEX Services"), which serves as the Outbound Router of the Exchange, as defined in Rule 2.220 (IEX Services LLC as Outbound Router).⁸³ The function of the Outbound Router will be to route orders in options listed and open for trading on IEX Options by transmitting such orders to one or more routing brokers that are not affiliated with the Exchange to other options exchanges ("Routing Services") pursuant to the Exchange Rules on behalf of IEX Options.⁸⁴ The Outbound Router is subject to regulation as a facility of the Exchange, including the requirement to file proposed rule changes under Section 19 of the Exchange Act.⁸⁵ Parties that do not desire to use the Routing Services provided by the Exchange must designate orders as not available for routing.⁸⁶ The Exchange notes that the proposed rules relating to the routing of orders on IEX Options to away options markets are substantively identical to the MEMX Back-Up Order Routing Services described in MEMX Rule 21.9(e).⁸⁷

Priority of Routed Orders

Orders that have been routed by the Trading System to other options exchanges are not ranked and maintained in the IEX Options Book pursuant to Rule 22.170, and therefore are not available to execute against incoming orders. Once routed by the Trading System, an order becomes

22.270), the Trading System will attempt to fill the order before routing it to an away market.

⁸² See *supra* note 70.

⁸³ See proposed Rule 22.180(d).

⁸⁴ *Id.*

⁸⁵ *Id.*

⁸⁶ *Id.*

⁸⁷ MEMX also offers the option of using its outbound router, MEMX Execution Services to route directly to other exchanges. See MEMX Rule 21.9(d). IEX is not proposing to adopt this functionality, because it will only provide for routing through IEX Services to third party broker dealers.

subject to the rules and procedures of the destination options exchange including, but not limited to, order cancellation. If a routed order is subsequently returned, in whole or in part, that order, or its remainder, shall receive a new time stamp reflecting the time of its return to the Trading System.⁸⁸

Market Access

In connection with the proposed rules regarding routing to away options exchanges, proposed Rule 22.180(e) provides that IEX Services has, pursuant to Rule 15c3-5 under the Act,⁸⁹ implemented certain tests designed to mitigate the financial and regulatory risks associated with providing the Exchange's Users with access to such away options exchanges. Pursuant to the policies and procedures developed by IEX Services to comply with Rule 15c3-5, if an order or series of orders are deemed to be erroneous or duplicative, would cause the entering User's credit exposure to exceed a preset credit threshold, or are non-compliant with applicable pre-trade regulatory requirements (as defined in Rule 15c3-5), IEX Services will reject such orders prior to routing and/or seek to cancel any orders that have been routed. This is consistent with the routing implementation of other options exchanges, and the Exchange notes that proposed Rule 22.180(e) is substantively identical to MEMX Rule 21.9(f).

Order Priority

After the opening, trades on the Exchange will occur when a buy order/quote and a sell order/quote match on the Exchange's order book. The Trading System shall execute trading interest within the Trading System in price priority, meaning it will execute all trading interest at the best price level within the Trading System before executing trading interest at the next best price. Pursuant to proposed Rule 22.170, after considering price priority, all options contracts are allocated proportionally according to size (in a pro-rata fashion). If the executed quantity cannot be evenly allocated, the remaining options contracts will be distributed one at a time based upon price-size-time priority.

In addition, the Exchange supports multiple priority overlays that apply ahead of the default pro-rata allocation at a given price level. Pursuant to proposed Rule 22.170(f),⁹⁰ these priority

⁸⁸ See proposed Rule 22.180(b).

⁸⁹ 17 CFR 240.15c3-5.

⁹⁰ Proposed Rule 22.170(f) is based upon and substantially similar to C1 Rule 5.32(a)(2), except is

overlays are made available at the Exchange's discretion on a class-by-class basis: (1) the Priority Customer overlay,⁹¹ which provides resting interest from Priority Customers with priority over all non-Priority Customer interest at the same price, will always take priority over all other priority overlays; (2) the Specialist Participation Entitlement overlay,⁹² which provides the Specialist with priority over interest from other non-Priority Customers for a certain percentage of contracts allocated at the same price (entitling the Specialist to 60% of the allocation if there is another non-Priority Customer at the NBBO or 40% if there are two or more other non-Priority Customers at the NBBO⁹³) when quoting at the NBBO, inclusive of the case in which the order is directed to the Specialist; (3) the Directed Market Maker Participation Entitlement overlay,⁹⁴ which provides a Directed Market Maker with priority over interest from other non-Priority Customers for a certain percentage of contracts allocated at the same price (entitling the DMM to 60% of the allocation if there is another non-Priority Customer at the NBBO or 40% if there are two or more other non-Priority Customers at the NBBO⁹⁵) when quoting at the NBBO and always applies in place of the Specialist Participation Entitlement overlay when both are in effect and the order is directed to a Directed Market Maker other than the Specialist;⁹⁶ and (4) the Small-Size Order Entitlement overlay,⁹⁷ which provides a Specialist quoting at

different in one respect. Unlike C1, in the event that a Small-Size order is directed to a Specialist, the IEX Options trading system will apply the Small-Size Order Entitlement to the order and not the Directed Order guarantee, meaning the Specialist will have priority to execute against the entire size of the order that does not execute against any Priority Customer orders at that price.

⁹¹ See proposed Rule 22.170(f)(1).
⁹² See proposed Rule 22.170(f)(2). This overlay may only be in effect if the Priority Customer overlay is also in effect. See proposed Rule 22.170(f).

⁹³ These allocation entitlements are based on MIAX Rule 514(h)(1), after accounting for the additional priorities afforded market makers on MIAX, as set forth in MIAX Rule 514(e). See *supra* note 79 and accompanying text.

⁹⁴ See proposed Rule 22.170(f)(2). This overlay may only be in effect if the Priority Customer overlay is also in effect. See proposed Rule 22.170(f).

⁹⁵ These allocation entitlements are based on MIAX Rule 514(h)(1), after accounting for the additional priorities afforded market makers on MIAX, as set forth in MIAX Rule 514(e). See *supra* note 79 and accompanying text.

⁹⁶ Prioritizing the DMM entitlement over the Specialist entitlement in these circumstances is the same functionality offered by several other exchanges. See, e.g., NYSE Amex Options Rule 964NYP(h)(1).

⁹⁷ See proposed Rule 22.170(f)(3).

the NBBO the priority to execute against the entire size of an order or quote of five or fewer contracts that does not first execute against any Priority Customer orders at that price, provided that if an order subject to the Small-Size Order Entitlement is directed to a Directed Market Maker who is not the Specialist quoting at the NBBO, and the Directed Market Maker priority overlay is enabled in the series, then the Directed Market Maker Participation Entitlement priority overlay will apply instead of the Small-Size Order Entitlement priority overlay⁹⁸, and in the case that an order subject to the Small-Size Order Entitlement is directed to the Specialist, the Small-Size Order Entitlement priority overlay will apply while the Specialist Participation Entitlement and Directed Market Maker Entitlement overlays will not.⁹⁹

After executions resulting from the Priority Overlays described above, orders and quotes within the Trading System for the accounts of non-Priority Customers, including Professional Customers, have next priority. If there is more than one highest bid or more than one lowest offer on the Options Order Book for the account of a non-Priority Customer, then such bids or offers will be afforded priority on a size pro-rata basis, as described above.

Step Up Mechanism

IEX proposes to offer Options Members an optional Step Up Mechanism ("SUM"), which is a feature within the Trading System that provides automated order handling in designated classes trading for qualifying orders that are not automatically executed by the Trading System.¹⁰⁰ The Exchange will determine eligibility of an order for the SUM (including order size, type, capacity, handling instructions, as well as which classes of options contracts). The Exchange will not initiate the SUM process if the NBBO is crossed.¹⁰¹ SUM automatically processes upon receipt of an eligible order that is marketable against the BBO that is not the NBBO; or an eligible order that would improve the Exchange's BBO and that is marketable against the ABBO. This proposed functionality is substantively identical to the Step-Up Mechanism offered by C1, with the exception that

⁹⁸ See proposed Rule 22.170(f)(3)(A).

⁹⁹ See proposed Rule 22.170(f)(3)(B). This is functionally identical to how NYSE Amex Options allocates small-size Directed Orders that are directed to a Specialist. See NYSE Amex Options Rule 965NYP(h)(2)(B).

¹⁰⁰ See proposed Rule 22.270. IEX's proposed Step-Up Mechanism is substantively identical to C1 Rule 5.35.

¹⁰¹ See proposed Rule 22.270(a).

IEX is not proposing to offer All or None orders.¹⁰² IEX notes that the optional SUM mechanism is designed to benefit a routable order that is not immediately eligible for execution on the Exchange, but if routed to an away exchange might miss a potential execution on that exchange. And, because SUM is optional, a Member can choose not to have its order subject to the SUM mechanism if it determines that the functionality is not consistent with its objectives. Given the multitude of tradeable listed options securities (compared to listed equities) not all available liquidity is always reflected in an exchange's order book, and the SUM mechanism provides an opportunity to source such additional liquidity to the benefit of the order in question. Moreover, IEX notes as well that other options exchanges offer similar mechanisms, and order flow might be directed to such exchanges if IEX did not offer such a mechanism.

Upon receipt of a SUM eligible order, the Trading System will expose the order at the NBBO upon receipt for a period of time determined by the Exchange on a class-by-class basis, which period of time may not exceed one second. All Users may submit responses to the exposure message, which must be limited to the size of the order being exposed, may be modified, cancelled or replaced any time during the exposure period, and are cancelled back at the end of the exposure period if unexecuted. Responses priced at the prevailing NBBO or better will immediately trade against the order in time priority. If during the exposure period the Exchange receives an unrelated order (or quote) on the opposite side of the market from the exposed order that could trade against the exposed order at the prevailing NBBO price or better, then the orders will trade at the prevailing NBBO price. The exposure period will not terminate if a quantity remains on the exposed order after such trade.

Responses that are not immediately executable based on the prevailing NBBO may become executable during the exposure period based on changes to the NBBO. In the event of a change to the NBBO and at the conclusion of the exposure period, the Exchange will evaluate remaining responses as well as the ABBO and execute any remaining portion of the exposed order to the fullest extent possible at the best price(s) by executing against responses and unrelated orders.

Following the exposure period, the Exchange will route the remaining

¹⁰² See C1 Rule 5.35.

portion of the exposed order to other exchanges, unless otherwise instructed by the User. Any portion of a routed order that returns unfilled shall trade against the Exchange's best bid/offer unless another exchange is quoting at a better price in which case new orders shall be generated and routed to trade against such better prices.

Data Dissemination

The Exchange will disseminate to OPRA the highest bid and the lowest offer, and the aggregate quotation size associated therewith that is available, in accordance with the requirements of Rule 602 of Regulation NMS under the Act.¹⁰³ The Exchange will also offer three data products: (1) IEX Options DEEP: an uncompressed data feed that offers depth of book quotations and execution information based on options orders entered into the Trading System; (2) IEX Options TOPS: an uncompressed data feed that offers top of book quotations and execution information based on options orders entered into the Trading System; and (3) DROP: an uncompressed data feed that offers information regarding the options trading activity of a specific User.¹⁰⁴ DROP is only available to the User to whom the specific data relates and those recipients expressly authorized by the User.¹⁰⁵

Risk Controls

The Exchange also proposes to offer to all Users of IEX Options the ability to establish certain risk control parameters and limits that are intended to assist Users in managing their market risk. The proposed risk controls are based, in part, on those of the NYSE Arca and C1 options exchanges, with certain additions and differences described below. The proposed risk controls are designed to offer Users protection from entering orders outside of certain size and price parameters, as well as certain standard or Exchange-established parameters based on order type and market conditions.

The proposed risk controls include: (i) pre-trade risk controls; (ii) activity-based risk controls; and (iii) global risk controls, as set forth in proposed Rule 22.250.¹⁰⁶ Pre-trade, activity-based, and global risk controls may be set before the beginning of a trading day.¹⁰⁷ Pre-trade, activity-based, and global risk controls can be set at the MPID or MPID

Group level,¹⁰⁸ or both, depending on the risk control.¹⁰⁹ Additionally, pre-trade risk controls to restrict the options class(es) transacted must be set per options class.¹¹⁰ The following describes each category of risk protection mechanism:

Pre-Trade Risk Controls¹¹¹

The pre-trade risk controls mechanism is a set of optional limits, each of which an Options Member may utilize with respect to its trading activity on the Exchange. These controls include controls related to the maximum dollar amount for a single order to be applied one time and the maximum number of contracts that may be included in a single order before it can be traded. Additionally, there are optional controls related to the price of an order or quote (including percentage-based and dollar-based controls), controls related to the order types or modifiers that can be utilized, controls to restrict the options classes transacted, and controls to prohibit duplicative orders.

Activity-Based Risk Controls¹¹²

The Exchange also proposes to offer activity-based risk limits that may be applied to orders and quotes in an options class (when acting as a Market Maker, an Options Member is required to select at least one of the following controls¹¹³) based on specified thresholds measured over the course of a configurable time period ("Interval"). The Exchange will offer the following activity-based risk controls: (i) transaction-based risk limits, which are pre-established limits on the number of an Options Member's orders and quotes executed in a specified class of options per Interval; (ii) volume-based risk limit, which are pre-established limits on the number of contracts of an Options Member's orders and quotes that can be executed in a specified class of options

¹⁰⁸ MPID Groups, defined in proposed Rule 22.250(a)(5), are based upon C1 Rule 5.34(c)(4)(A), which allows for the setting of risk control limits for EFID Groups, which are equivalent to MPID Groups. IEX notes that it proposes to retain the right to limit the number of MPID Groups an Options Member can configure based upon potential technical limitations.

¹⁰⁹ See proposed Rule 22.250(b)(2). IEX notes that while it allows these risk controls to be set at MPID or MPID Group levels, NYSE Arca allows the equivalent controls to be set at either the MPID or the MPID Sub-ID level (a more granular level than the MPID).

¹¹⁰ See proposed Rule 22.250(b)(2).

¹¹¹ See proposed Rule 22.250(a)(1), which is substantively identical to NYSE Arca Rule 6.40P-O(a)(2).

¹¹² See proposed Rule 22.250(a)(2), which is substantively identical to NYSE Arca Rule 6.40P-O(a)(3).

¹¹³ See proposed Rule 22.250(c)(2)(A).

per Interval; and (iii) percentage-based risk limits, which are pre-established limits on the percentage of contracts executed in a specified class of options as measured against the full size of an Options Member's orders and quotes executed per Interval. To determine whether an Options Member has breached the specified percentage limit, the Exchange calculates the percent of each order or quote in a specified class of options that is executed during an Interval (each, a "percentage"), and sums up those percentages. This risk limit will be breached if the sum of the percentages exceeds the pre-established limit.

Global Risk Control¹¹⁴

The Exchange also proposes to offer a global risk control, which is a pre-established limit on the number of times an Options Member may breach its activity-based risk controls per Interval.

Automated Breach Actions¹¹⁵

Proposed Rule 22.250(c) details the "automated breach actions" the Exchange will take if any of the three above-described risk controls are breached. Based on User preference, these actions can include blocking new orders and quotes, canceling orders and quotes on the Order Book, or notifying the Options Member of the breach. With respect to the activity-based and global risk controls (as well as Kill Switch Actions described below), in order to remain consistent with the firm quote obligations of a broker-dealer pursuant to Rule 602 of Regulation NMS, any marketable interest that is executable against an order or quote that is received¹¹⁶ prior to the time the applicable threshold is triggered and processed by the Trading System will be automatically executed up to the size of the resting order or quote, regardless of whether the execution would cause the Member to exceed their pre-set risk threshold(s).¹¹⁷

¹¹⁴ See proposed Rule 22.250(a)(3), which is substantively identical to NYSE Arca Options Rule 6.40P-O(a)(4).

¹¹⁵ See proposed Rule 22.250(c), which is substantively identical to NYSE Arca Options Rule 6.40P-O(c).

¹¹⁶ The time of receipt for an order or quote is the time such message is processed by the Exchange's order book.

¹¹⁷ Pre-trade risk controls are implemented prior to an order or quote resting on the order book (or being placed on the book again following an auction) and therefore do not implicate firm quote obligations.

¹⁰³ See proposed Rule 22.240(a).

¹⁰⁴ See proposed Rule 22.240(b).

¹⁰⁵ Data products will be subject to fees as specified in an effective Commission rule filing.

¹⁰⁶ Proposed Rule 22.250 is based upon and substantially similar to NYSE Arca Rule 6.40P-O.

¹⁰⁷ See proposed Rule 22.250(b)(1).

Kill Switch Actions¹¹⁸

Additionally, Options Members may direct the Exchange to operate a “kill switch” to either cancel all unexecuted orders and quotes on the Order Book, block the entry of any new order and quote messages, or both.

Limit Order Price Protection¹¹⁹

The Exchange also proposes to offer price protection mechanisms, as set forth in proposed Rule 22.260.¹²⁰ These protections include Limit Order Price Protection, in which the Trading System will reject an order or quote upon entry, or cancel at the conclusion of an auction, if its price exceeds a pre-established, Exchange-defined “specified threshold” amount above or below the reference price. The Reference Price for calculating Limit Order Price Protection for an order or quote to buy (sell) will be the NBO (NBB), provided that, immediately following an auction, the reference price will be the price at which the auction match occurred, or, if none, the upper (lower) auction collar price, or, if none, the NBO (NBB).

Market Orders in No-Bid (Offer) Series¹²¹

If the Trading System receives a sell Market order in a series after it is open for trading with an NBB of zero and an NBO less than or equal to \$0.50, then the Trading System converts the Market order to a Limit order with a limit price equal to the minimum trading increment applicable to the series and enters the order into the IEX Options. If the Trading System receives a sell Market order in a series after it is open for trading with an NBB of zero and an NBO greater than \$0.50, then the Trading System cancels or rejects the Market order, except if the sell Market order would be subject to the drill-through protection (as discussed below), in which case the order joins the ongoing drill-through process. If the Trading System receives a buy Market order in a series after it is open for trading with an NBO of zero, the Trading System cancels or rejects the Market order.

¹¹⁸ See proposed Rule 22.250(e), which is substantively identical to NYSE Arca Options Rule 6.40P–O(e).

¹¹⁹ See proposed Rule 22.260(a), which is substantively identical to NYSE Arca Options Rule 6.62P–O(a)(3).

¹²⁰ IEX notes that these proposed risk control mechanisms are based on similar rules of other options exchanges, in particular: NYSE Arca Options Rules 6.62P–O(a)(3) and 6.41P–O and C1 Rules 5.34(a)(1), (2) and (4).

¹²¹ See proposed Rule 22.260(b), which is substantively identical to C1 Rule 5.34(a)(1).

Market Order NBBO Width Protection¹²²

If a User submits a Market order to the Trading System when the NBBO width is greater than x% of the midpoint of the NBBO, subject to a minimum and maximum dollar value (the Exchange determines “x” and the minimum and maximum dollar values on a class-by-class basis), the Trading System cancels or rejects the Market order.

Price Reasonability Checks¹²³

Additionally, the Exchange will apply price reasonability checks to most Limit orders and quotes during continuous trading on each trading day. One price reasonability check, the “arbitrage check”, will reject order or quote messages to buy put options if the price of the order is equal to or greater than the strike price of the option and will reject (or cancel, if resting) order or quote messages to buy call options if the price of the order is equal to or greater than the price of the last trade in the underlying security plus an Exchange-defined specified threshold.¹²⁴ Another price reasonability check, the “intrinsic value check”, will assess the intrinsic value of an option based on the last sale price of the underlying security (for calls) or the strike price of the option (for puts), and reject or cancel certain orders or quotes if the price of the order is dislocated from the intrinsic value of the option by a certain Exchange-defined specified threshold.¹²⁵

Drill-Through Protection

Another proposed price protection mechanism is drill-through protection, which will prevent an order from executing beyond a “buffer amount” determined based on a drill-through price.¹²⁶ This rule is based upon and substantially similar to C1 Rule 5.34(a)(4), with the distinction that IEX’s Drill-Through Protection will have a finite, Exchange-defined number of iterations, that are communicated by a

¹²² See proposed Rule 22.260(c), which is substantively identical to C1 Rule 5.34(a)(2).

¹²³ See proposed Rule 22.260(d), which is substantively identical to NYSE Arca Options Rule 6.41P–O.

¹²⁴ See proposed Rule 22.260(d)(2), which is substantively identical to NYSE Arca Options Rule 6.41P–O(b).

¹²⁵ See proposed Rule 22.260(d)(3), which is substantively identical to NYSE Arca Options Rule 6.41P–O(c). IEX notes that like NYSE Arca Options, the term “Automated Breach Action” is used in two of its risk controls with different meanings: first with respect to the intrinsic value risk checks for market makers, see NYSE Arca Options Rule 6.40P–O(d) and proposed Rule 22.260(d)(3)(E); and also with respect to activity based risk controls. See NYSE Arca Options Rule 6.41P–O(d) and proposed Rule 22.250(c).

¹²⁶ See proposed Rule 22.260(e).

Trading Alert with at least 30 days prior notice.¹²⁷ IEX notes that other exchanges have also set a finite number of iterations for their Drill-Through Protection.¹²⁸

Options Risk Parameter

In order to provide additional protection to Market Makers to address structural challenges¹²⁹ they face in the listed options market, IEX proposes to offer an optional quote parameter that would augment the standard risk tools that will be available to Options Market Makers referred to as the Options Risk Parameter (“ORP”). As proposed, the ORP will be a parameter that can be applied to a quotation that rests on the Order Book at the price designated by the Market Maker that entered the quotation. When the ORP is triggered based on pre-defined criteria, the relevant quotation(s) will be adjusted in a manner specified transparently in IEX’s rules and related Trading Alerts, as described below.¹³⁰

The ORP would leverage IEX’s proprietary mathematical formula—the Options Quote Indicator (the “Indicator”)—which is based on the preeminent Black-Scholes options pricing model. This Nobel-Prize-winning approach for evaluating the price of an options contract has been studied extensively, and is widely considered as a primary starting point for both academic and industrial options pricing applications.¹³¹

Proposed Rule 23.150(h) sets forth the application of the Indicator and optional ORP. As with the standard risk checks, the ORP is designed to enable Market Makers to provide tighter and deeper quotes on IEX by providing protection from execution against stale quotes by identifying when the best Protected Bid or best Protected Offer of the Away Markets (as defined in Proposed Rule 22.160(a)(8)) in a particular options series is sufficiently dislocated from the price of the underlying security to indicate that the best Protected Bid or best Protected Offer of the Away Markets in the options series is likely in transition.

¹²⁷ IEX notes that other exchanges also have the ability to change any exchange-determined parameters with a trading alert. See, e.g., C1 Rule 1.5.

¹²⁸ See, e.g., Securities Exchange Act Release No. 86923 (September 10, 2019), 84 FR 48664 (September 16, 2019) (SR–CBOE–2019–057) with respect to C1 prior functionality.

¹²⁹ See *infra* note 135.

¹³⁰ See proposed IEX Rule 23.150(h).

¹³¹ See Revolutionary Black-Scholes Option Pricing Model is Published by Fischer Black, Later a Partner at Goldman Sachs, available at <https://www.goldmansachs.com/our-firm/history/moments/1973-black-scholes>.

As proposed, the Exchange will utilize the Indicator, which is a fixed formula specified transparently in IEX's rules and related Trading Alerts, to assess the probability of an imminent change to the current best Protected Bid¹³² of the Away Markets to a lower price or of an imminent change to the current best Protected Offer¹³³ of the Away Markets to a higher price for a particular listed options series (*i.e.*, an imminent adverse price change).¹³⁴ The Indicator utilizes real time relative quoting activity of protected quotations from Signal Exchanges (as defined in IEX Rule 11.190(g)) in securities underlying each listed options series and a proprietary mathematical calculation (the "quote instability calculation"), as described in more detail below, to make such assessments. When the quote instability calculation identifies an imminent adverse price change to the best Protected Bid and/or best Protected Offer of the Away Markets in a particular listed options series, it will generate a quote instability determination. A quote instability determination may only be generated at least 200 microseconds after a prior quote instability determination for a particular options series on the same side of the market (*i.e.*, affecting resting bids or offers).

¹³² See *supra* note 70 at 39370.

¹³³ *Id.*

¹³⁴ See proposed IEX Rule 23.150(h). Two aspects of the formula—including the frequency of calculation of implied volatility and the quote instability threshold—will be periodically determined by the Exchange and communicated by Trading Alert with at least 30 days' notice. The Exchange believes that providing at least 30 days' notice of these discrete identified aspects will provide appropriate notice to market participants and give the Exchange the ability to adapt to changing market conditions and optimize the protections provided. The Exchange further notes that other options exchanges specify various rule-based values by similar publication approaches, *see, e.g.*, NYSE Amex Rule 994NY (providing that the exposure period for its Broadcast Order Liquidity Delivery Mechanism is determined and released by the exchange); *see also* MIAX Rule 515(c)(1) (providing price protections where certain minimum price variations are determined by MIAX within a specified range and announced through regulatory circulars); *see also* Nasdaq Stock Market LLC Dynamic M-ELO algorithm (providing updates that include determining the holding period for impacted orders that are announced by trading alerts).

¹³⁵ See Staff Report on Equity and Options Market Structure Conditions in Early 2021, (Oct. 14, 2021) at 4 (explaining that options market structure is broadly similar to equities market structure and noting a key difference that displayed liquidity is primarily derived from market maker quotes), available at <https://www.sec.gov/files/staff-report-equity-options-market-structure-conditions-early-2021.pdf>; *see also* Lehoczky, Sandor and Woods, Ellen and Russell, Matthew and Nguyen, Mina and Somers, James, Dead Man's Switch: Making Options Markets Safer with Active Quote Protection (May 2020) at 2 (explaining that options markets "depend

IEX believes that offering this optional risk protection for market makers is particularly important in the options markets where market makers are exposed to added risk given their continuous quoting obligations. Although equities and options exchanges share a number of similarities, a meaningful difference is that in the listed options market, liquidity is available only on-exchange and is primarily displayed and derived from market maker quotes, and options markets, when compared to equities markets, have a much higher quote to trade ratio.¹³⁵ Exchange market makers in the listed options market play an essential role in providing liquidity. Moreover, given the sheer difference in magnitude of tradeable instruments in listed options as compared to equities (approximately 1.5 million listed options series compared to approximately 11,000 listed equity securities), the options exchanges often do not have the same sources of natural liquidity of buyers and sellers for each tradeable instrument as is generally the case for equities exchanges. Thus, options market makers are tasked with affirmative obligations to support the provision of liquidity to options exchanges through continuous two-sided quotes in large numbers of listed options series. As a result, IEX understands that options market makers can be subject to excessive risk of one or more quotes being executed at stale prices compared to equities market makers or other liquidity providers.¹³⁶ Because options market makers maintain hundreds (and sometimes thousands) of quotes on options for a given underlying security at any one time, a sudden market move in the underlying security can leave an options market maker vulnerable to being executed across multiple quotes that are stale and dislocated from the price of the underlying securities. Liquidity takers can target one or more of these stale quotes, with limited risk should

especially on market makers—who account for 99.9% of open orders—to connect buyers and sellers, due to a combinatorial explosion of expirations and strike prices"), available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3675849.

¹³⁶ See, *e.g.*, Protecting Liquidity in Options Markets, Market Structure, Optiver, July 12, 2023 (concluding that "liquidity protection improves options markets" by safeguarding market makers against "excessive risk" that results from "liquidity providers maintain[ing] hundreds of quotes on a given underlying at any one time [and] a sudden market move can leave them vulnerable to showing stale, or outdated, quotes," thereby "exposing them to potentially major losses" if unable to amend or cancel quotes before executed), available at <https://optiver.com/insights/protecting-liquidity-in-options-markets/>.

they fail to execute (*i.e.*, lost opportunity vs. trading at a stale price), before the Market Makers are able to move their quotes (often hundreds or more for a given underlying) to reflect the price change in the underlying securities, thereby exposing those Market Makers to potentially major losses.

Without robust liquidity protection mechanisms to protect against these risks, Market Makers may be forced to widen their spreads, show less liquidity, or simply exit the market. Overall market quality could deteriorate as a result, and investors would suffer when it becomes too expensive to transact, or when there is insufficient liquidity to enable transacting altogether. Accordingly, liquidity protection mechanisms for market makers, which all options exchanges offer, and IEX proposes to offer, are vital for achieving a healthy balance between market makers and liquidity takers in the listed options market. These include, but are not limited to, activity-based risk controls, price reasonability checks, and functionality (such as bulk quoting and purge ports) to facilitate timely quoting, quote updates, and quote cancellation.

For each options series, the Trading System will maintain a real-time estimate of the sensitivity of the series to changes in the midpoint of the best Protected Bid and best Protected Offer of the Signal Exchanges for the underlying security (based on a Black-Scholes assessment). When there is a change in the best Protected Bid or best Protected Offer of the Signal Exchanges for the underlying security, the Trading System will use the quote instability calculation formula set forth in proposed IEX Rule 23.150(h) to calculate whether to generate a quote instability determination for each options series underlying the underlying security. The Trading System independently assesses whether to generate a quote instability determination affecting resting bids or offers for each options series. A quote instability determination is generated by the Trading System when, pursuant to the quote instability calculation, the quote instability factor is greater than the defined quote instability threshold.

If a Market Maker has opted to utilize the ORP and its quote in an options series that was the subject of a quote instability determination is at or above (below) the price level of the quote instability determination for the options series, the Trading System will either cancel the Market Maker's quote or reprice it to one MPV¹³⁷ below (above) the price level of the quote instability determination, pursuant to the Market

Maker's instruction. Notwithstanding this functionality, a Market Maker will be able to adjust the price of its quote in the same manner as other Market Maker quotes that have not opted into the ORP.

One Second Exposure Period

Proposed Rule 23.200 would require Options Members to expose their customers' orders on the Exchange for at least one second under certain circumstances before trading against such orders. During this one second exposure period, other Options Members will be able to enter orders to trade against the exposed order. In adopting a one second order exposure period, the Exchange is proposing a requirement that is consistent with the rules of other options exchanges.¹³⁸ Thus, the exposure period will allow Options Members that are members of other options exchanges to comply with proposed Rule 23.200 without programming separate time parameters into their systems for order entry or compliance purposes. The Exchange believes that market participants are sufficiently automated that a one second exposure period allows an adequate time for market participants to electronically respond to an order. Also, it is possible that market participants might wait until the end of the exposure period, no matter how long, before responding. Thus, the Exchange believes that any longer than one second would not further the protection of investors or market participants, but rather, would potentially increase market risk to investors and other market participants by creating a longer period of time for the exposed order to be subject to market risk.

Options Order Protection and Locked/Crossed Market Plan Rules

The Exchange will participate in the Options Order Protection and Locked/Crossed Market Plan (the "Plan"),¹³⁹ and therefore will be required to comply with the obligations of Participants under the Plan. The Exchange proposes to adopt rules relating to the Plan that are substantially similar to the rules in place on all of the options exchanges that are Participants to the Plan. The Plan essentially applies the Regulation NMS price-protection provisions to the options markets. Similar to Regulation NMS, the Plan requires the Plan Participants to adopt rules "reasonably designed to prevent Trade-Throughs",

while exempting ISOs from that prohibition. The Plan's definition of an ISO is essentially the same as under Regulation NMS. The remaining exceptions to the trade-through prohibition, discussed more specifically below, either track those under Regulation NMS or correspond to unique aspects of the options market, or both.

The proposed rules in Chapter 28 (Options Order Protection and Locked and Crossed Markets Rules) conform to the requirements of the Plan. Proposed Rule 28.100 sets forth the defined terms for use under the Plan. Proposed Rule 28.110 prohibits trade-throughs and exempts ISOs from that prohibition. Proposed Rule 28.110 also contains additional exceptions to the trade-through prohibition that track the exceptions under Regulation NMS or correspond to unique aspects of the options market, or both.

Proposed Rule 28.120 sets forth the general prohibition against locking/crossing other eligible exchanges as well as certain enumerated exceptions that permit locked markets in limited circumstances; such exceptions have been approved by the Commission for inclusion in the rules of other options exchanges. Specifically, the exceptions to the general prohibition on locking and crossing occur when: (1) the locking or crossing quotation was displayed at a time when the Exchange was experiencing a failure, material delay, or malfunction of its systems or equipment; (2) the locking or crossing quotation was displayed at a time when there is a Crossed Market; (3) the Options Member simultaneously routed an ISO to execute against the full displayed size of any locked or crossed Protected Bid or Protected Offer; or (4) with respect to a locking quotation, the order entered on the Exchange that will lock a Protected Bid or Protected Offer, is: (i) not a Customer order, and the Exchange can determine via identification available pursuant to the OPRA Plan that such Protected Bid or Protected Offer does not represent, in whole or in part, a Customer order; or (ii) a Customer order, and the Exchange can determine via identification available pursuant to the OPRA Plan that such Protected Bid or Protected Offer does not represent, in whole or in part, a Customer order, and, on a case-by-case basis, the Customer specifically authorizes the Member to lock such Protected Bid or Protected Offer.¹⁴⁰

The Exchange notes that the proposed rules in Chapter 28 (Options Order Protection and Locked and Crossed

Markets Rules) are substantively identical to the rules of MEMX Options.¹⁴¹

Securities Traded on IEX Options

General Listing Standards

The Exchange proposes to adopt listing standards for options traded on IEX Options as described in Chapter 20 (Securities Traded on IEX Options), which are substantively identical to the equivalent MEMX Options rules,¹⁴² with the exception of: (i) some language in Supplementary Material .02 to proposed Rule 20.140 concerning the \$1 strike price program which is not included in the equivalent MEMX rule, and therefore borrowed from the equivalent MIAAX rule;¹⁴³ and (ii) the addition of language allowing the Exchange to list for closing transactions an Options series that is listed but restricted to closing transactions on another exchange.¹⁴⁴ The Exchange will join the Options Listings Procedures Plan and will list and trade options already listed on other options exchanges. The Exchange will gradually phase-in its trading of options, beginning with a selection of actively traded options.

Conduct and Operational Rules for Options Members

The Exchange proposes to adopt rules in Chapter 19 for IEX Options that are substantively identical to the rules of MEMX Options regarding: exercises and deliveries as described in Chapter 24 (Exercises and Deliveries); records, reports and audits as described in Chapter 25 (Records, Reports and Audits); minor rule violations as described in Chapter 26 (Discipline and Summary Suspensions); doing business with the public as described in Chapter 27 (Doing Business With the Public); and margin as described in Chapter 29 (Margin Requirements).¹⁴⁵ The Exchange also proposes to adopt rules that are substantively similar to most of MEMX's Chapter 18 (Business Conduct), with the exception of proposed Rules 19.160 (Position Limits), 19.170 (Exemptions from Position Limits), 19.180 (Exercise Limits) that are

¹⁴¹ See MEMX Rule 27.1, 27.2, and 27.3.

¹⁴² See MEMX Rules, Chapter 19. IEX notes that the MEMX Rules include Chapter 29: Index Rules. IEX is not proposing to adopt similar rules at this time, and any references to index options in MEMX Chapter 19 are not in proposed IEX Chapter 20.

¹⁴³ See MIAAX Rule 404 Interpretation and Policy .01.

¹⁴⁴ See Supplementary Material .01 to proposed Rule 20.130, which mirrors MIAAX Rule 403 Interpretation and Policy .01.

¹⁴⁵ See MEMX Rules, Chapters 23, 24, 25, 26 and 28.

¹³⁷ See proposed IEX Rule 22.140(a).

¹³⁸ See, e.g., MEMX Rule 22.11; C1 Rule 5.9; and MIAAX Options Rule 520(b).

¹³⁹ See *supra* note 70.

¹⁴⁰ See proposed Rule 28.120(b).

substantively similar to MIAX Rules 307, 308, and 309, respectively. IEX proposed to adopt MIAX's versions of these rules because they provided specificity about the types of position limits the Exchange will apply to Options Members (as opposed to the MEMX rules, which rely on position limits set by other exchanges).

National Market System

IEX Options will operate as a full and equal participant in the national market system for options trading established under Section 11A of the Exchange Act.¹⁴⁶ IEX Options will become a member of the Options Price Reporting Authority ("OPRA"), the Options Linkage Authority ("OLA"), the Options Regulatory Surveillance Authority ("ORSA"), and the Options Listing Procedures Plan ("OLPP"). The Exchange expects to participate in those plans on the same terms currently applicable to current members of those plans. The Exchange is in the process of contacting the leadership of each options-related national market system plan to begin the membership process.

Regulation

The Exchange will leverage many of the structures it established to operate a national securities exchange trading NMS equities securities, in compliance with Section 6 of the Exchange Act.¹⁴⁷ As described in more detail below, there will be three elements of that regulation: (1) the Exchange will join the existing options industry agreements pursuant to Section 17(d) of the Exchange Act prior to commencing operations,¹⁴⁸ as it did with respect to equities; (2) the Exchange's Regulatory Services Agreement ("RSA") with FINRA will be amended prior to commencing operations to provide that FINRA will perform regulatory surveillance, investigation, disciplinary and hearing services of options trading on IEX subject to oversight by IEX Regulation, just as it does for equities regulation; and (3) the Exchange will perform options listing regulation, as well as authorize Options Members to trade on IEX Options. Section 17(d) of the Exchange Act and the related Exchange Act rules permit SROs to allocate certain regulatory responsibilities to avoid duplicative oversight and regulation. Under Exchange Act Rule 17d-1,¹⁴⁹ the SEC designates one SRO to be the Designated Examining Authority, or DEA, for each broker-

dealer that is a member of more than one SRO. The DEA is responsible for the financial aspects of that broker-dealer's regulatory oversight. Because IEX Options Members also must be members of at least one other SRO, the Exchange would generally not expect to be designated as the DEA for any of its members.¹⁵⁰

Exchange Act Rule 17d-2¹⁵¹ permits SROs to file with the Commission plans under which the SROs allocate among each other the responsibility to receive regulatory reports from, and examine and enforce compliance with specified provisions of the Exchange Act and rules thereunder and SRO rules by, firms that are members of more than one SRO ("common members"). If such a plan is declared effective by the Commission, an SRO that is a party to the plan is relieved of regulatory responsibility as to any common member for whom responsibility is allocated under the plan to another SRO.

All of the options exchanges, FINRA, and NYSE have entered into the Options Sales Practices Agreement, a Rule 17d-2 agreement, and the Exchange intends to join this agreement prior to the commencement of operations for IEX Options. Under this Agreement, the examining SROs will examine firms that are common members of the Exchange and the particular examining SRO for compliance with certain provisions of the Exchange Act, certain of the rules and regulations adopted thereunder, certain examining SRO rules, and certain proposed IEX Options rules. In addition, the proposed IEX Options rules contemplate participation in this Agreement by requiring that any Options Member also be a member of at least one of the examining SROs. The Exchange and FINRA are also party to a bilateral Rule 17d-2 agreement that requires minor modifications due to the proposed launch of IEX Options. The Exchange intends to modify and seek Commission approval of the modified bilateral Rule 17d-2 agreement prior to commencing of operations for IEX Options. Additionally, all of the options exchanges and FINRA have entered into the Options-Related Market Surveillance Agreement, a Rule 17d-2 agreement, and the Exchange intends to join this agreement prior to the commencement of operations for IEX Options.

For those regulatory responsibilities that fall outside the scope of any Rule

17d-2 agreements, the Exchange will retain full regulatory responsibility under the Exchange Act. However, the Exchange has entered into an RSA with FINRA, as discussed above, pursuant to which FINRA personnel operate as agents for the Exchange in performing certain of these functions. The Exchange and FINRA will continue to operate under the RSA that is currently in place but with modifications as necessary to accommodate the expanded scope of the relationship. The necessary modifications will be implemented prior to the commencement of operations of IEX Options. As is the case with the Exchange's equities market, the Exchange will oversee FINRA and continue to bear ultimate regulatory responsibility with respect to regulatory functions not subject to allocation to FINRA or another SRO pursuant to a Rule 17d-2 Agreement for the IEX Options Exchange.

Consistent with the Exchange's existing regulatory structure, the Exchange's Chief Regulatory Officer, reporting to the Regulatory Oversight Committee of the Exchange's board of directors, shall have general supervision of the regulatory operations of IEX Options, including responsibility for overseeing the surveillance, examination, and enforcement functions and for administering all regulatory services agreements applicable to IEX Options. Similarly, the Exchange's existing Regulatory Oversight Committee will be responsible for overseeing the adequacy and effectiveness of Exchange's regulatory and self-regulatory organization responsibilities, including those applicable to IEX Options.

As it does with equities, the Exchange will monitor trading on IEX Options, both through internal reports and FINRA surveillances for the purpose of maintaining a fair and orderly market. As it does with its equities trading, the Exchange will monitor IEX Options to identify unusual trading patterns and determine whether particular trading activity requires further regulatory investigation by FINRA.

Finally, the Exchange will oversee the process for determining and implementing trade halts, identifying and responding to unusual market conditions, and administering the Exchange's process for identifying and remediating "obvious errors" by and among its Options Members.¹⁵² The proposed rules in Chapter 21

¹⁴⁶ 15 U.S.C. 78k-1.

¹⁴⁷ 15 U.S.C. 78f.

¹⁴⁸ 15 U.S.C. 78q(d).

¹⁴⁹ 17 CFR 240.17d-1.

¹⁵⁰ If IEX were to be designated as the DEA for any of its members, FINRA would perform the DEA functions on behalf of IEX pursuant to the RSA.

¹⁵¹ 17 CFR 240.17d-2.

¹⁵² IEX notes that like MEMX Rule 20.6, proposed Rule 21.150 authorizes the proposed Error Panel to review decisions made under this rule, which includes decisions to classify a transaction as a Catastrophic Error.

(Regulation of Trading on IEX Options) regarding halts,¹⁵³ unusual market conditions, extraordinary market volatility, obvious errors, audit trail, and rules regarding prohibited and permissible transfers of options positions off the Exchange are substantively identical to the approved rules of MEMX Options.¹⁵⁴

Minor Rule Violation Plan

The Exchange's disciplinary rules, including Exchange Rules applicable to "minor rule violations," are set forth in Chapter 9 of the Exchange's current Rules. Such disciplinary rules will apply to Options Members and their associated persons.

The Commission approved the Exchange's Minor Rule Violation Plan ("MRVP") in 2016.¹⁵⁵ The Exchange's MRVP specifies the uncontested minor rule violations that are included in the MRVP and have sanctions not exceeding \$2,500. Any violations that are resolved under the MRVP would not be subject to the provisions of Rule 19d-1(c)(1) under the Act¹⁵⁶ requiring that an SRO promptly file notice with the Commission of any final disciplinary action taken with respect to any person or organization.¹⁵⁷ The Exchange's MRVP includes the policies and procedures included in Exchange Rule 9.216(b) and the violations included in Rule 9.218.

Under Rule 9.216(b), the Exchange may impose a fine (not to exceed \$2,500) and/or a censure on any Member or associated person with respect to any rule listed in IEX Rule 9.218. If the Financial Industry Regulatory Authority Department of

Enforcement or the Department of Market Regulation, on behalf of the Exchange, has reason to believe a violation has occurred and if the Member or associated person does not dispute the violation, the Department of Enforcement or the Department of Market Regulation may prepare and request that the Member or associated person execute a minor rule violation plan letter accepting a finding of violation, consenting to the imposition of sanctions, and agreeing to waive the Member's or associated person's right to a hearing before a Hearing Panel or, if applicable, an Extended Hearing Panel, and any right of appeal to the IEX Appeals Committee, the Board, the Commission, and the courts, or to otherwise challenge the validity of the letter, if the letter is accepted. The letter must describe the act or practice engaged in or omitted, the rule, regulation, or statutory provision violated, and the sanction or sanctions to be imposed. Unless the letter states otherwise, the effective date of any sanction imposed will be a date to be determined by IEX Regulation staff. In the event the letter is not accepted by the Member or associated person, or is rejected by the Office of Disciplinary Affairs, the matter can proceed in accordance with the Exchange's disciplinary rules, which include hearing rights for formal disciplinary proceedings.

The Exchange proposes to amend its MRVP and Exchange Rule 9.218 to add certain rules relating to Options as set forth in proposed Rule 26.120 (Penalty for Minor Rule Violations) to the list of rules eligible for Minor Rule Violation Plan treatment.¹⁵⁸ The rules included in proposed Rule 26.120, as appropriate for disposition under the Exchange's MRVP, are: (a) position limit and exercise limit violations; (b) violations regarding the failure to accurately report position and account information; (c) Market Maker quoting obligations; (d) violations regarding expiring exercise declarations; (e) violations relating to the failure to respond to the Exchange's requests for the submission of trade data; and (f) violations relating to noncompliance with the Consolidated Audit Trail Compliance Rule requirements. The rule violations included in proposed Rule 26.120 are the same as the rule violations included

in the MRVPs of other options exchanges.¹⁵⁹

Upon implementation of this proposal, the Exchange will include violations of the enumerated options trading rules, if any, in an applicable Exchange's quarterly report of any actions taken on minor rule violations under the MRVP.¹⁶⁰ A quarterly report would include: the Exchange's internal file number for the case, the name of the individual and/or organization, the nature of the violation, the specific rule provision violated, the sanction imposed, the number of times the rule violation has occurred, and the date of disposition. The Exchange's MRVP, as proposed to be amended herein, is consistent with Sections 6(b)(1), 6(b)(5) and 6(b)(6) of the Act, which require, in part, that an exchange have the capacity to enforce compliance with, and provide appropriate discipline for, violations of the rules of the Commission and of the exchange, 6(b)(6) provides that members and persons and associated members shall be appropriately disciplined for violation of the provisions of the rules of the exchange, by expulsion, suspension, limitation of activities, functions and operations, fine, censure, being suspended or barred from being associated with a member, or any other fitting sanction.¹⁶¹ Rule violations listed in proposed Rule 26.120 are minor in nature and will be more appropriately disciplined through the Exchange's MRVP and therefore proposes to add them to the list of rules eligible for minor rule fine disposition.

In addition, because Rule 9.216(b) offers procedural rights to a person sanctioned for a violation listed in proposed Rule 26.120, the Exchange will provide a fair procedure for the disciplining of members and associated persons, consistent with Section 6(b)(7) of the Act.¹⁶²

This proposal to include the rules listed in proposed Rule 26.120 in the Exchange's MRVP is consistent with the public interest, the protection of investors, or otherwise in furtherance of the purposes of the Act, as required by Rule 19d-1(c)(2) under the Act,¹⁶³ because it should strengthen the Exchange's ability to carry out its oversight and enforcement

¹⁵⁹ See, e.g., MEMX Rules, Chapter 25.

¹⁶⁰ To date, the Exchange has not taken any minor rule violation actions.

¹⁶¹ 15 U.S.C. 78f(b)(1), 78f(b)(5) and 78f(b)(6).

¹⁶² 15 U.S.C. 78f(b)(7). Rule 9.216(b) does not preclude an Options Member or person associated with an Options Member from contesting an alleged violation and receiving a hearing on the matter with the same procedural rights through a litigated disciplinary proceeding.

¹⁶³ 17 CFR 240.19d-1(c)(2).

¹⁵³ Proposed Rule 21.120(b) states that during a trading halt, the Exchange shall process new and existing orders and quotes in a series in accordance with proposed Rule 22.160(g). Proposed Rule 22.160(g), which is substantively identical to NYSE Arca Options Rule 6.64P-O(g), states that during a trading halt, the Exchange will cancel all resting Market Maker quotes.

¹⁵⁴ See MEMX Rules, Chapter 20.

¹⁵⁵ See Securities Exchange Act Release No. 78474 (August 3, 2016), 81 FR 52717 (August 9, 2016) (Order Declaring Effective a Minor Rule Violation Plan) (File No. 4-701).

¹⁵⁶ 17 CFR 240.19d-1(c)(1).

¹⁵⁷ The Commission adopted amendments to paragraph (c) of Rule 19d-1 to allow SROs to submit for Commission approval plans for the abbreviated reporting of minor disciplinary infractions. See Release No. 34-21013 (June 1, 1984), 49 FR 23828 (June 8, 1984). Any disciplinary action taken by an SRO against any person for violation of a rule of the SRO which has been designated as a minor rule violation pursuant to such a plan filed with and declared effective by the Commission will not be considered "final" for purposes of Section 19(d)(1) of the Act if the sanction imposed consists of a fine not exceeding \$2,500 and the sanctioned person has not sought an adjudication, including a hearing, or otherwise exhausted his administrative remedies.

¹⁵⁸ In its proposal to adopt the MRVP, the Exchange requested that, going forward, to the extent that there are any changes to the rules applicable to the Exchange's MRVP, the Exchange requests that the Commission deem such changes to be modifications to the Exchange's MRVP.

responsibilities as an SRO in cases where full disciplinary proceedings are unsuitable in view of the minor nature of the particular violation. In requesting the proposed change to the MRVP, the Exchange in no way minimizes the importance of compliance with Exchange Rules and all other rules subject to the imposition of fines under the MRVP. Minor rule fines provide a meaningful sanction for minor or technical violations of rules when the conduct at issue does not warrant stronger, immediately reportable disciplinary sanctions. The inclusion of a rule in the Exchange's MRVP does not minimize the importance of compliance with the rule, nor does it preclude the Exchange from choosing to pursue violations of eligible rules through the Exchange's disciplinary rules if the nature of the violation or prior disciplinary history warrants more significant sanctions. However, the MRVP provides a reasonable means of addressing rule violations that do not rise to the level of requiring formal disciplinary proceedings, while providing greater flexibility in handling certain violations.¹⁶⁴ The Exchange will continue to conduct surveillance with due diligence and make a determination based on its findings, on a case-by-case basis, whether a fine of more or less than the recommended amount is appropriate for a violation under the MRVP or whether a violation requires a formal disciplinary action.

Section 36 Exemption Request

The Exchange proposes to incorporate by reference as IEX Options rules certain rules of the Cboe Exchange, Inc. ("CBOE"), the New York Stock Exchange ("NYSE"), and FINRA. Specifically, proposed Rule 27.250 proposes to incorporate by reference the applicable rules of FINRA with respect to Communications with Public Customers, and proposed Rule 29.120 proposes to incorporate by reference initial and maintenance margin requirements of either CBOE or NYSE. Thus, for certain IEX Options rules, Exchange members will comply with a IEX Options rule by complying with the CBOE, NYSE, or FINRA rule referenced. Using its authority under Section 36 of the Act, the Commission has previously exempted certain SROs from the requirement to file proposed rule changes under Section 19(b) of the Act when incorporating another SRO's rules by reference.¹⁶⁵ Each such exempt SRO

has agreed to be governed by the incorporated rules, as amended from time to time, but, has not been required to file a separate proposed rule change with the Commission each time the SRO whose rules are incorporated by reference seeks to modify its rules. In addition, each SRO incorporated by reference only regulatory rules (*e.g.*, margin, suitability, arbitration), not trading rules, and incorporated by reference whole categories of rules (*i.e.*, did not "cherry-pick" certain individual rules within a category). Last, each exempt SRO had reasonable procedures in place to provide written notice to its members each time a change is proposed to the incorporated rules of another SRO in order to provide its members with notice of a proposed rule change that affects their interests, so that they would have an opportunity to comment on it.

In connection with this proposal, the Exchange respectfully requests, pursuant to Rule 240.0-12 under the Act,¹⁶⁶ an exemption under Section 36 of the Act from the rule filing requirements of Section 19(b) of the Act for changes to those IEX Options rules that are effected solely by virtue of a change to a cross-referenced CBOE, NYSE, or FINRA rule. The Exchange proposes to incorporate by reference categories of rules (rather than individual rules within a category) that are not trading rules. The Exchange also agrees to provide written notice to Options Members prior to the launch of IEX Options of the specific CBOE, NYSE, and FINRA rules that it will incorporate by reference. In addition, the Exchange will notify Options Members whenever CBOE, NYSE, or FINRA proposes a change to a cross-referenced CBOE, NYSE, or FINRA rule.¹⁶⁷ For the foregoing reasons, the Exchange believes that its request for exemptive relief is consistent with prior requests for, and provision of, similar exemptive relief.

Nos. 57478 (March 12, 2008), 73 FR 14521, 14539-40 (March 18, 2008) (order approving SR-NASDAQ-2007-004 and SR-NASDAQ-2007-080) and 53128 (January 13, 2006), 71 FR 3550, 3565-66 (January 23, 2006) (File No. 10-131) (approving The NASDAQ Stock Market LLC's exchange application).

¹⁶⁶ 17 CFR 240.0-12.

¹⁶⁷ The Exchange will provide such notice through a posting on the same website location where the Exchange will post its own rule filings pursuant to Rule 19b-4(l) under Act, within the time frame required by that rule. The website posting will include a link to the location on the CBOE, NYSE, or FINRA websites where the proposed rule change is posted.

Amendments to Existing Exchange Rules

In addition to the rules of IEX Options proposed above, the Exchange proposes to amend certain of its existing Exchange Rules that currently apply to the Exchange's equities market in order to reflect the Exchange's proposed operation of IEX Options.

First, the Exchange proposes to amend Rule 2.160(i), which generally requires each Member to register at least two Principals with the Exchange subject to certain exceptions described therein, to provide that such paragraph (i) shall not apply to a Member that solely conducts business on the Exchange as an Options Member, however, Options Members must comply with the registration requirements set forth in proposed Rule 18.110. The Exchange notes that proposed Rule 18.110(h), which provides that every Options Member shall have at least one Options Principal and sets forth the Exchange's Options Principal registration requirements, is identical to MEMX Rule 17.2(g). In connection with this proposed change, the Exchange also proposes to amend Rule 2.160(n) to include Options Principal as a registration category and to set forth the Exchange's qualification requirements for an Options Principal, which are the same as those for an Options Principal on MEMX Options. Additionally, the Exchange proposes to amend Rule 2.160(p)(a)(4) to set forth the appropriate regulatory element continuing education module for reregistration as an Options Principal.

The Exchange also proposes to make three modifications to Rule 2.220 (IEX Services LLC as Outbound Router). First, IEX proposes to remove the word "directly" from the first sentence of subparagraph (a), because IEX Services will continue to route orders to away markets, but as described above, with respect to options routing, it will not route those order "directly" to the away markets. Second, consistent with the first change, IEX proposes to insert a new second sentence in subparagraph (a) that reads: "When routing options orders, as set forth in Rule 22.180, IEX Services will transmit such orders to one or more routing brokers that are not affiliated with the Exchange; the routing brokers will in turn route the applicable options orders to other securities exchanges that trade options." IEX proposes to make this change to reflect the different nature of how IEX Services will handle routing options orders from equities orders. And third, IEX proposes to modify subparagraph (a)(8) of this rule, which states that IEX Services

¹⁶⁴ See *supra* note 159.

¹⁶⁵ See, *e.g.*, Securities Exchange Act Release No. 49260 (February 17, 2004), 69 FR 8500 (February 24, 2004). See also Securities Exchange Act Release

shall maintain an error account for the purpose of addressing positions that are the result of an execution or executions that are not clearly erroneous under Rule 11.270 and result from a technical or systems issue at IEX Services, the Exchange, a routing destination, or a non-affiliate third-party routing broker that affects one or more orders (“Error Positions”). The proposed change to Rule 2.220(a)(8) would add a reference to the comparable provision to that which governs review and resolution of clearly erroneous equities transactions (*i.e.*, Rule 11.270) but for options transactions, namely Rule 21.150, which governs review and resolution of options transactions that may qualify as obvious errors.

The Exchange also proposes to adopt Rule 21.220 (Limitation of Liability), which is almost identical to the Rule 11.260, the Limitation of Liability rule in IEX’s equities trading rules. The only difference is to reflect that proposed Rule 21.220 applies to IEX Options and options trading.

Lastly, the Exchange proposes to amend Rule 9.218 (Violations Appropriate for Disposition Under Plan Pursuant to Exchange Act Rule 19d–1(c)(2)), which contains the list of Exchange Rule violations and recommended fine schedule, to include a new paragraph (k) referencing proposed Rule 26.120 for the recommended fines for minor rule violations of the Exchange Rules applicable to IEX Options, which the Exchange notes are the same as those of MEMX Options.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act¹⁶⁸ in general, and furthers the objectives of Section 6(b)(5) of the Act¹⁶⁹ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in 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; and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

As described above, the Exchange proposes to operate its options market much as it operates its equities market

today and in a manner similar to that of other options exchanges, while leveraging IEX’s experience and expertise in understanding the needs of market makers to offer them additional tools designed to better manage risk and drive performance. As discussed in the Purpose section, IEX believes that the proposed enhanced liquidity protection mechanisms will result in market makers providing more competitive quotes which will benefit all market participants and thereby support the protection of investors and the public interest. Also as discussed in the Purpose section, most of the proposed IEX Options rules are based on the rules of other options exchanges, primarily MEMX, C1, MIAX, NYSE Amex, and NYSE Arca. Therefore, the Exchange does not believe these aspects of the proposed rule change that are substantively identical to other exchanges’ rules raise any new or novel issues that have not been previously considered by the Commission. Moreover, the Exchange believes that the proposed functionality is consistent with Section 6(b)(5) of the Act because the Trading System is designed to be efficient and its operation transparent, thereby facilitating transactions in securities, removing impediments to and perfecting the mechanisms of a free and open national market system. As described above, the Exchange’s proposed rules, including the proposed Order Types and Handling Instructions, opening procedures, routing services, and order matching process are designed to provide a simplified suite of conventional features and to comply with all applicable regulatory requirements, including the obligations of the Options Order Protection and Locked/Crossed Market Plan.¹⁷⁰

As discussed in the Purpose section, IEX’s proposal includes a *de minimis* latency mechanism (or speedbump) on incoming order and quote messages designed to enable IEX to update its view of the market prior to processing orders and quotes, and a robust suite of risk protections, including the ORP, which is designed to protect market makers from excessive risk due to execution of stale quotes.

IEX believes that the proposed latency mechanism will protect investors and the public interest in several respects. First, by enabling IEX to update its view of market data prior to executing an order or quote, it thereby would support IEX’s ability to accurately account for contemporaneous market data. IEX notes that this aspect of its functionality is designed to facilitate market

participants executing at current (*i.e.*, not “stale”) prices. Second, by enabling the Trading System to perform the Indicator calculation with current market data, it supports operation of the ORP (as discussed herein), which is designed to provide Market Makers with an optional tool to avoid excessive risk that can arise from execution of a stale quote. As discussed in detail above, IEX believes that this protection will encourage market makers to post aggressively priced and/or deeper quotes on the Exchange which will benefit all market participants. Thus, from a functional perspective, IEX believes that the operation of the latency mechanism is consistent with the Act.

Further, and as explained below, the proposed latency mechanism of up to a maximum of 350 microseconds is well within the geographic delays that exist among and between the data centers that IEX Options Members and other options exchanges use¹⁷¹ and is consistent with the naturally occurring time indeterminism that exists in order processing.¹⁷² And, as noted in the Purpose section, the Exchange will seek to achieve a healthy balance between the interests of liquidity providers and liquidity takers in determining the actual length of the latency, considering

¹⁷¹ See https://www.ice.com/publicdocs/ICE_Global_Network_Factsheet.pdf for a description of latencies between various data centers.

¹⁷² Accounting for the latency mechanism or speedbump is no different than accounting for other geographical distances between exchanges. See Securities Exchange Act Release No. 78101 (June 17, 2016), 81 FR 41142, 41161 (June 23, 2016) (“2016 SEC Approval Order”) (approving IEX’s 350 microsecond speed bump in the registration of the IEX Exchange as “well within the range of geographic and technological latencies that market participants experience today” such that “latency to and from IEX will be comparable to—and even less than—delays attributable to other markets that currently are included in the NBBO,” and finding the delay to be *de minimis*, *i.e.*, so short as to not frustrate the purposes of the Exchange Act by impairing fair and efficient access to IEX’s quotation); see also Securities and Exchange Act Release No. 34–89686 (August 26, 2020) (“2020 SEC Approval Order”) at 15 (determining that IEX’s *de minimis* speed bump when routing displayed equity orders is “just like accounting for any other technological or geographic latency” and doing so is consistent with applicable rules and regulations); see also *Citadel Securities LLC v. Securities and Exchange Commission*, 45 F.4th 27, 37 (D.C. Circuit 2022) (July 29, 2022) (ruling in favor of the SEC’s approval of IEX’s displayed equity order that traverses a speedbump and holding that IEX’s displayed equity order’s delay are “similar to the delay that traders’ communications already experience when traveling between various other exchanges across the country.”).

¹⁶⁸ 15 U.S.C. 78f(b).

¹⁶⁹ 15 U.S.C. 78f(b)(5).

¹⁷⁰ See *supra* note 70.

primarily markouts¹⁷³ and IEX fill rate¹⁷⁴ data.

IEX also believes that the latency mechanism is consistent with the Commission Interpretation Regarding Automated Quotations Under Regulation NMS (“de minimis delay interpretation”).¹⁷⁵ Although options markets do not have the same automated quotation requirements as in equities, even if they were to apply, the Commission’s reasoning in the de minimis delay interpretation in the context of NMS automated quotations is instructive, as the latency mechanism IEX is proposing for the options exchange is a de minimis delay that does not impair fair and efficient access to an exchange’s quotation. Specifically, the Commission stated in issuing its interpretation that intentional delays that are well within the geographic and technological latencies experienced by market participants when routing orders are de minimis to the extent they would not impair a market participant’s ability to access a displayed quotation consistent with the goals of NMS Rule 611.¹⁷⁶ The Commission also noted that an intentional delay of any duration must be fully disclosed and codified in a written rule of the exchange, which, as described below, the latency mechanism will be fully disclosed and codified in IEX’s written rules.¹⁷⁷

IEX believes that its proposed latency mechanism of up to 350 microseconds is fully consistent with the reasoning in the Commission’s de minimis delay interpretation.¹⁷⁸ First, the maximum

delay is less than the existing geographic latencies experienced by market participants when routing orders. For example, latency between and among the data centers located in New Jersey range up to several hundred microseconds, with additional latency introduced by technology processing on both sides of an order or quote route between these data centers.¹⁷⁹ Accordingly, the proposed latency mechanism is consistent with this aspect of the Commission’s de minimis interpretation.

The proposed latency mechanism also meets the additional prongs of the de minimis interpretation, that it be fully disclosed and codified in a written rule of the exchange that has become effective pursuant to Section 19 of the Act (or in a publicly-issued Trading Alert); and that the exchange articulates how the purpose, operation, and application of the delay is consistent with the Act and the rules and regulations thereunder applicable to the exchange. The latency mechanism’s operation, as proposed, would be disclosed and codified in detail in IEX Rules 22.100(n) and 22.170(g). Those provisions specify that the latency mechanism shall mean a delay that is equivalent to up to 350 microseconds of latency that is added to each incoming order and quote message from a User prior to processing by the Trading System, with the specific amount of latency communicated by Trading Alert (with at least 30 days prior notice), and that will not apply to other communications between the Exchange and Users, Away Markets, data feeds, order processing and order execution on the IEX Options Book, and outbound communications to the Exchange’s proprietary data feeds and OPR. As discussed above, the purpose of the latency mechanism is to provide adequate time for the IEX Trading System to update its view of market data to enable it to accurately price orders as well as to perform the Indicator calculation with current market data.

Consequently, based on the foregoing, the Exchange believes that the latency mechanism is both de minimis and otherwise consistent with the Act.

The Exchange believes that the proposed ORP is consistent with

access delay for displayed orders to be “de minimis—*i.e.*, a delay so short as to not frustrate the purposes of Rule 611 by impairing fair and efficient access to an exchange’s quotations”); *see also id.* (“The SEC’s conclusion that mere de minimis delays do not cause an order to violate Regulation NMS’s immediacy requirement was therefore reasonable.”)

¹⁷⁹ *See* https://www.ice.com/publicdocs/ICE_Global_Network_Factsheet.pdf.

Section 6(b) of the Act¹⁸⁰ in general, including furthering the objectives of Section 6(b)(5) of the Act,¹⁸¹ as the proposed optional risk protection mechanism would remove impediments to and perfect the mechanism of a free and open market and a national market system and promote just and equitable principles of trade by providing an optional quote parameter, available to all IEX Options market makers, that is designed to identify when a quote is likely mispriced so that the Trading System can effectuate the advance trading instructions provided by the Market Maker to cancel or reprice its quote, as selected by the Market Maker. The ORP is an optional, narrowly tailored approach designed to provide protection from excessive risk of execution of stale quotes and thereby enable market makers to make tighter and larger quotes (*i.e.*, quotes at narrower spreads with greater size) thus enhancing the quality of IEX Options markets to the benefit of all market participants. The Exchange believes it is appropriate to provide market makers with the choice to utilize this reasonable quote protection, particularly given the continuous quoting obligations specific to market makers and their importance in providing liquidity in the listed options market. The Exchange further believes this risk functionality will encourage market makers to provide additional depth and liquidity to the Exchange’s markets, thereby removing impediments to and perfecting the mechanisms of a free and open market and a national market system and, in general, protecting investors and the public interest.

The Exchange believes that the ORP supports the protection of investors and public interest goals of the Act. As described in the Purpose section, based on the structural differences between equities and listed options markets, the options exchanges often do not have the same natural liquidity of buyers and sellers for each tradeable instrument (*i.e.*, options series) as is generally the case in equities. As a result, market makers with affirmative obligations play a central role in providing liquidity to options exchanges through continuous two-sided quotes in large numbers of listed options series, thereby enabling investors to transact in listed options in accordance with their investment objectives. Because options market makers are required to maintain hundreds (and sometimes thousands) of quotes on options overlying underlying securities at any one time, a sudden

¹⁸⁰ 15 U.S.C. 78f(b).

¹⁸¹ 15 U.S.C. 78f(b)(5).

¹⁷³ Markouts measure the direction and degree to which the market moved after an execution, and are often measured as the difference between the execution price and the midpoint of the NBBO at various time intervals after a trade. Markouts are typically used as a way to measure the “quality” of a trade. In particular, short-term markouts of several milliseconds after the time of execution, are often used to assess whether an order was subject to “adverse selection” that can occur when a liquidity providing order is executed at a price that was about to become stale as a result of certain speed-based trading strategies.

¹⁷⁴ Fill rate data measures the degree to which incoming orders are able to execute against a resting order on a venue, and are a measure of the percent of shares of an order that are filled (or executed) by such venue, adjusting for factors such as the size of the order compared to the size of a venue’s displayed quote. The maximum fill rate for an order is 100%.

¹⁷⁵ *See* Commission Interpretation Regarding Automated Quotations Under Regulation NMS, Exchange Act Release No. 34–78102, 81 FR 40785, 40792 (June 23, 2016).

¹⁷⁶ *Id.*

¹⁷⁷ *Id.*

¹⁷⁸ IEX notes that the D.C. Circuit Court also agreed with the Commission’s interpretation. The Court ruled entirely in favor of the SEC’s approval of IEX’s system that includes applying a speedbump and quote indicator to displayed equity orders. *See Citadel Securities*, 45 F.4th at 36 (concluding the SEC’s approval of a 350 microseconds intentional

market move in the underlying security can leave them vulnerable to being executed on quotes that are stale and dislocated from the price of the underlying security.¹⁸² Liquidity takers can target these stale quotes, with limited risk should they fail, before the market maker has time to move its quotes to reflect the price change in the underlying security exposing them to potentially major losses.

The ORP is designed to supplement the standard proposed risk checks to provide augmented protection to address the inherent risks faced by market makers. IEX believes that the operation of the ORP is similar to activity-based and price reasonability risk checks offered by other options exchanges (and proposed by IEX herein), in terms of its objective and impact on a resting quote.¹⁸³ Each of these risk controls will cancel an order when the control is triggered based on a determination that the price of the market maker's quote is "unreasonable" because it is no longer reflective of the price of the underlying security and therefore likely stale (price reasonability check) or that the execution activity of a market maker's quotes exceeds the market maker's risk tolerance (activity-based controls). Additionally, the trading collar and limit order protection rules of other options exchanges and

those similarly proposed by IEX provide for orders to be repriced.

However, IEX notes that the proposed ORP would be more transparent than the activity-based controls in determining when a market maker quote is potentially subject to cancellation (or adjustment) because it is based on a transparent formula specified in IEX's rules and related Trading Alerts. In contrast, those triggers for an activity-based control are nonpublic and set by each exchange member.

As discussed above, because of the lack of natural sources of liquidity across the multitude of listed options series, market makers are subject to affirmative obligations to maintain continuous two-sided quotes on hundreds or thousands of individual options series. While IEX proposes to offer bulk quoting and purge port functionality to market makers (in the same manner as other options exchanges), in a fast-moving market, their quotes can nonetheless become stale almost instantaneously. In those times, a sophisticated liquidity taker can target one or more stale market maker quotes before the market maker can update its quotes, thereby exposing the market maker to potentially major losses. The ORP is designed to assist market makers with an option to manage this risk, similar to the other risk controls. While some overlap is expected, IEX believes that the Indicator would potentially identify additional instances of stale quotes beyond those identified by the other price reasonability checks.

Further, IEX notes that the operation of the Options Quote Indicator is similar to the manner in which IEX's equities market (the "Equities System") utilizes a "crumbling quote indicator" to encourage the provision of displayed liquidity by providing reasonably tailored protections against adverse executions.¹⁸⁴ As with the crumbling

quote indicator, the Indicator will be a transparent formula based on a pre-determined objective set of circumstances that will be specified in IEX's rules to identify when the Protected Bid and/or Protected Offer in a particular options series is likely to move to a less aggressive price.

Moreover, the Options Trading System will use the ORP in a manner similar to the way in which the Equities System applies the crumbling quote indicator to resting displayed liquidity, which reprices the applicable order or quote. The functional differences between the crumbling quote indicator and the Indicator reflect that options pricing is derivative.¹⁸⁵ Thus, the Indicator will trigger when it identifies that a Protected Bid or Protected Offer is likely to move to a less aggressive price, based on a price change in the underlying security, thereby exposing the market maker to excessive risk, but, unlike the crumbling quote indicator, would reprice or cancel the impacted quote and not remain "on" for a period of time after triggering. IEX believes that this approach is appropriate in view of the derivative pricing of options and that it will contribute to more displayed liquidity through improved execution quality, enhance the public price discovery process, and promote just and equitable principles of trade.¹⁸⁶

Further, the ORP would be available, as a quote parameter, only to market makers and on an optional basis, because the Exchange believes that it is most appropriate as a tool to address market maker risk. IEX believes that this approach is appropriate because market

improve market quality, enhance price discovery, and promote just and equitable principles of trade).

¹⁸⁵ Because of this difference, the Indicator is designed to identify when the Protected Bid and/or Protected Offer in an option is dislocated from the price of the underlying based on a price change in the underlying and therefore likely to be in transition to a less aggressive price, while the Crumbling Quote Indicator utilizes changes in the protected quote in the security itself to make such a prediction.

¹⁸⁶ See, e.g., 2020 SEC Approval Order, supra note 172, at 19 (concluding that IEX's exchange functionality protects against adverse selection and incentivizes more displayed liquidity through improved execution quality for liquidity providers, which contributes "to fair and orderly markets" and supports "the public price discovery process"); at 26 (finding that the Exchange's speedbump and crumbling quote indicator promotes the interest of long term investors and inures to the "benefit of displayed markets, leading to increased displayed liquidity from which all market participants ultimately will benefit"); at 52 (concluding that the Exchange's order protection functionality "is designed to encourage market participants to post more priced limit orders, including displayed orders, on IEX, and thereby promotes just and equitable principles of trade, removes impediments to and perfects the mechanism of a free and open market and a national market, and, in general, protects investors and the public interest.").

¹⁸² See, e.g., Lehoczky, Sandor and Woods, Ellen and Russell, Matthew and Nguyen, Mina and Somers, James, Dead Man's Switch: Making Options Markets Safer with Active Quote Protection (May 2020) at 2-3, 6, available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3675849 (discussing the need for quote protection for market makers to allow for a deep and liquid listed options market and explaining that "race conditions" negatively impact pricing efficiency, "as market makers have been shown to quote wider spreads or step back instead of continually updating with price moves for fear of being "picked off."); see also Citadel Securities, Market Lens, July 2020, available at https://www.citadel.com/securities/wp-content/uploads/sites/2/2020/07/Market-Lens-Order-Cancellation-White-Paper_FINAL.pdf (explaining the need for risk management in electronic trading given that "traders who place limit orders—the foundation of public price discovery—are exposed to the risk that their quotations will be executed at an inopportune time, leading to potential losses" and that the "greater the risk of an inopportune execution, the more compensation is required, which leads to wider bid-ask spreads. Conversely, anything the trader can do to lower the risk of an inopportune execution will lower the compensation required, which leads to narrower bid-ask spreads.").

¹⁸³ See, e.g., Market-Maker Protections, Market Structure, Optiver, July 17, 2023, available at <https://optiver.com/insights/market-maker-protections/> (explaining that exchanges implement robust market-maker protections to "assist market makers in coping with the risks of posting continuous, two-sided quotes in thousands of financial instruments" and to provide the ability to automatically pull or amend their quotes so that "all quotes falling within the scope of protection still resting on the book are prohibited from further execution").

¹⁸⁴ In 2016, IEX received SEC approval of the IEX's exchange system that provides a similar quote indicator for equities. See Securities Exchange Act Release No. 78101 (June 17, 2016), 81 FR 41142, 41161 (June 23, 2016) ("2016 SEC Approval Order") (approving IEX's exchange system in its registration as a national securities exchange, which included the approval of IEX's crumbling quote indicator that assesses quote instability by utilizing a real-time, based on pre-determined, objective set of conditions that protects orders from unfavorable executions when the market is moving against them). In 2020, IEX received SEC approval to apply the quote indicator to displayed orders in equities. See 2020 SEC Approval Order, supra note 172, at 6-7 (receiving unanimous support and concluding that the Exchange's displayed order proposal that included a similar quote indicator is consistent with the requirements of the Exchange Act and the rules and regulations thereunder applicable to a national securities exchange and that is designed to

makers are subject to affirmative obligations to provide continuous two-sided quotes and cannot back away or unduly widen their quotes during periods of price volatility, as can other liquidity providers.¹⁸⁷ By offering market makers this narrowly-tailored, optional tool, IEX believes it will attract additional displayed liquidity that will be available to all market participants.

IEX also believes that use of the Indicator in determining when to trigger the ORP is consistent with the protection of investors and the public interest because the Indicator is based on the well-recognized Black-Scholes options pricing model, which IEX believes is an appropriate methodology to identify when a market maker's quote in an option is dislocated from the price of the underlying security based on the mathematical relationship between the price of the underlying security and the overlying options. Moreover, IEX believes that the access delay¹⁸⁸ (as discussed above) will serve to enhance the accuracy of the Indicator by providing adequate time for the IEX Trading System to update its Indicator calculation with current market data. In this regard, as discussed earlier, IEX notes that the proposed access delay of up to a maximum of 350 microseconds is well within the geographic delays that exist among and between the data centers that IEX Options Members, and other options exchanges, use and is consistent with the naturally occurring time indeterminism that exists in order processing.

Further, IEX believes that limiting the availability of the ORP to resting market maker quotes is consistent with the Act for several reasons. As discussed in depth above, market makers are integral to providing liquidity on options exchanges, and at the same time subject to a potentially excessive level of risk from execution of one or more stale quotes. Additionally, Market Makers' obligations apply across all series in their appointed class. Other liquidity providers are free to concentrate their efforts in a select number of series. Thus, Market Makers have greater exposure to latency arbitrage, take on greater risk, and incur more related capital charges than other liquidity

providers. IEX determined to apply the functionality to resting quotes only as this approach will best achieve the purpose of protecting market makers from the excessive risk of executions at stale prices without disrupting market makers' ability to update their quotations.

Moreover, IEX notes that the Commission has previously recognized the utility of IEX providing protection to liquidity providers through order types that leverage its crumbling quote indicator to appropriately protect market participants from the risks of transacting when the market is in transition and thereby incentivize the entry of liquidity providing orders. The Exchange believes that the proposed ORP is consistent with this history and is in furtherance of driving tighter and deeper displayed markets to the benefit of investors.¹⁸⁹

IEX also believes that the proposal is consistent with the firm quote obligations of a broker-dealer pursuant to Rule 602 of Regulation NMS.¹⁹⁰ Specifically, any marketable interest that is executable against a market maker's quote that has been received by the Trading System prior to the time that a quote instability determination is received by Trading System will be automatically executed, subject to processing of any prior messages, at the price and up to the size of the market maker's quote.

IEX believes that the proposed ORP is consistent with the protection of investors and the public interest, and is consistent with the Exchange Act, including furthering the objectives of Section 6(b)(5) of the Act,¹⁹¹ because it is a narrowly-tailored approach designed to appropriately balance the risks faced by market makers with the legitimate objectives of liquidity takers by providing additional optional risk protection to market makers and thereby encourage aggressive quoting. The Exchange further believes that offering more risk management protections to Market Makers would mitigate their exposure to excessive risk. As discussed in detail above, Market Makers are required to continuously provide two-sided quotes in substantial numbers of listed options series that can create large, unintended positions exposing market makers to excessive risk. Market Maker quotes are critical to provide liquidity to the market and contribute to price discovery for investors. Without robust liquidity protection, market

makers may be forced to widen their spreads, show less liquidity or simply exit the market, which can result in deterioration of market quality and adversely impact investors' and other liquidity takers' ability to transact in the options markets. In sum, liquidity protection for options market makers is vital for achieving a healthy balance between liquidity providers and liquidity takers in the options market that will promote more displayed liquidity from which all market participants ultimately will benefit.

The Exchange believes that the proposed rules of IEX Options, as well as the proposed method of monitoring for compliance with and enforcing such rules is also consistent with the Act, particularly Sections 6(b)(1), 6(b)(5) and 6(b)(6) of the Act, which require, in part, that an exchange have the capacity to enforce compliance with, and provide appropriate discipline for, violations of the rules of the Commission and of the exchange. The Exchange has proposed to adopt rules necessary to regulate Options Members that are nearly identical to the approved rules of other options exchanges, as described above. The Exchange proposes to regulate activity on IEX Options in the same way it regulates activity on its equities market (and comparable to other options exchanges), through various Exchange specific functions, an RSA with FINRA, as well as participation in industry plans, including plans pursuant to Rule 17d-2 under the Exchange Act.

In conclusion, for the reasons discussed above, IEX believes that the proposed rule change is consistent with the investor protection and public interest purposes of Section 6 of the Act. Additionally, IEX believes that establishing a new options market that participates in all the current (and any future) national market system plans governing options trading is consistent with Section 11A of the Act relating to the establishment of the national market system for securities.¹⁹² As proposed, IEX Options will offer a simple alternative to existing options exchanges that is designed to support competitive quoting to the benefit of all market participants.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, the proposed rule change is designed to enhance competition by

¹⁸⁷ See, e.g., Protecting Liquidity in Options Markets, Market Structure, Optiver, July 12, 2023, available at <https://optiver.com/insights/protecting-liquidity-in-options-markets/> (explaining that without robust liquidity protection mechanisms for market makers to protect against the risks of displaying stale or outdated quotes, "market makers may be forced to widen their spreads, show less liquidity or simply exit the market" and overall "market quality can deteriorate" with the result of investors suffering).

¹⁸⁸ See proposed IEX Rule 22.170(g).

¹⁸⁹ See *supra* notes 184 and 186 and accompanying text.

¹⁹⁰ See proposed IEX Rule 23.140(d).

¹⁹¹ 15 U.S.C. 78f(b)(5).

¹⁹² 15 U.S.C. 78k-1.

providing for an additional exchange market for the trading of listed options.

IEX believes that this proposal will enhance competition by allowing the Exchange to leverage its existing robust technology platform to provide a resilient, deterministic, and transparent execution platform for options. The proposed rule change will insert an additional competitive dynamic to the options landscape by allowing the Exchange to compete with existing options exchanges and will promote further initiative and innovation among market centers and market participants.

Further, the Exchange does not believe that the latency mechanism or optional Market Maker quote parameter aspect of the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, these features are designed to enhance IEX Option's competitiveness by incentivizing the entry of increased Market Maker liquidity.

The Exchange does not believe that the proposed rule change will impose any burden on intra-market competition because it will apply to all Options Members in the same manner and any Options Member can perform any specified function subject to meeting applicable requirements.

The Exchange also does not believe that the proposed latency mechanism will impose any burden on intra-market competition that is not necessary or appropriate because it will apply in the same manner to all incoming orders and quotes. Further, as noted in the Purpose section, the Exchange will determine the length of the latency mechanism with a view towards achieving a healthy balance between liquidity providers and liquidity takers.

The Exchange also does not believe that the proposed ORP will impose any burden on intra-market competition that is not necessary or appropriate because it will be available in the same manner to all Market Makers and any Options Member could become a Market Maker, subject to meeting applicable requirements. The ORP is designed to mitigate Market Makers' exposure to excessive risk and thereby enable them to provide more competitive quotes to the benefit of all market participants. The Exchange also believes that limiting the ORP functionality to Market Makers will not impose any burden on intra-market competition that is not necessary and appropriate because Market Makers are subject to robust affirmative quoting obligations and thus can uniquely benefit from the protections to be provided by the ORP. The Exchange thus believes it is reasonable to provide

Market Makers with an additional tool to manage their risk parameters, particularly given their unique and critical role in the listed options market and the obligations that Market Makers must satisfy. As discussed in the Purpose and Statutory Basis sections, the proposed ORP will protect resting market-maker quotes (which are subject to quoting obligations) from executions at potentially stale prices, which the Exchange believes will reduce their risk and encourage Market Makers to provide more competitive markets on the Exchange, thereby benefitting all market participants through additional execution opportunities at prices that reflect the then-current market conditions. The Exchange expects the proposed rule change to increase liquidity and enhance competition in the market because Market Makers may be able to quote more aggressively with added productions from exposure to execution risk, thereby 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.

The Exchange also does not believe that the proposal will impose any burden on inter-market competition that is not necessary or appropriate. Competing exchanges are free to adopt similar functionality, subject to the Commission rule filing process.

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

Written comments were neither solicited nor received.

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

Within 45 days of the date of publication of this notice in the **Federal Register** or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be 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-IEX-2025-02 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-IEX-2025-02. 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 submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also 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-IEX-2025-02 and should be submitted on or before February 11, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹³

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025-01290 Filed 1-17-25; 8:45 am]

BILLING CODE 8011-01-P

¹⁹³ 17 CFR 200.30-3(a)(12).