

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²¹

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2024–08947 Filed 4–25–24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–647, OMB Control No. 3235–0697]

Proposed Collection; Comment Request; Extension: Form SD

Upon Written Request Copies Available

From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549–2736

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Form SD (17 CFR 249b–400) is required by section 13(p) (15 U.S.C. 78m(p)) of the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*) (“Exchange Act”) and Rule 13p–1 thereunder (17 CFR 240.13p–1) and is filed by issuers to provide disclosures regarding the source and chain of custody of certain minerals used in their products. Section 13(q) was added by Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”). We estimate that, when used by filers to comply with section 13(p), Form SD takes approximately 480.61265 hours per response to prepare and is filed by approximately 1,009 issuers. We estimate that 75% of the 480.61265 hours per response (360.46 hours) is prepared by the issuer internally for a total annual burden of 363,704 hours (360.46 hours per response × 1009 responses).

Form SD is also used by filers to comply with section 13(q) of the Exchange Act (15 U.S.C. 78m(q)) and Rule 13q–1 thereunder (17 CFR 240.13q–1). Section 13(q) was added by section 1504 of the Dodd-Frank Act. Form SD is used by resource extraction issuers to disclose information relating to certain payments made by the issuer, a subsidiary of the issuer, or an entity

under the control of the issuer, to a foreign government or the Federal Government for the purpose of the commercial development of oil, natural gas, or minerals. We estimate that, when used by filers to comply with section 13(q), Form SD takes approximately 296.9202 hours per response to prepare and is filed by approximately 414 issuers. We estimate that 75% of the 296.9202 hours per response (222.69 hours) is prepared by the issuer internally for a total annual burden of 192,194 hours (222.69 hours per response × 414 issuers responses).

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Form SD take approximately 427.1701 hours per response to comply with collection information requirements of sections 13(p) and 13(q) under the Exchange Act and is filed by 1,423 issuers. We estimate that 75% of the 427.1701 of hours per response (320.3775 hours) is prepared by the issuer internally for a total annual burden of 455,897 hours (320.3775 hours per response × 1,423 issuers). The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act and are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.

Written comments are invited on: (a) whether this proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency’s estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication by June 25, 2024.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Please direct your written comment to David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549 or send an email to: PRA_Mailbox@sec.gov.

Dated: April 23, 2024.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2024–09035 Filed 4–25–24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–100010; File No. SR–CBOE–2024–019]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Its Fees Schedule

April 22, 2024.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b–4 thereunder,² notice is hereby given that on April 10, 2024, Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) proposes to amend its Fees Schedule. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

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

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

²¹ 17 CFR 200.30–3(a)(12).

the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend its Fees Schedule.³ Specifically, the Exchange proposes to amend the Regular Trading Hours ("RTH") XSP Lead Market-Makers ("LMMs") Incentive Program (the "Program").

By way of background, the Exchange offers several LMM Incentive Programs which provide a rebate to Trading Permit Holders ("TPHs") with LMM appointments to the respective incentive program that meet certain quoting standards in the applicable series in a month.⁴ The Exchange notes that meeting or exceeding the quoting standards in each of the LMM incentive program products to receive the applicable rebate is optional for an LMM appointed to a program. Particularly, an LMM appointed to an incentive program is eligible to receive

the corresponding rebate if it satisfies the applicable quoting standards, which the Exchange believes encourages appointed LMMs to provide liquidity in the applicable class and trading session (i.e., RTH or Global Trading Hours). The Exchange may consider other exceptions to the programs' quoting standards based on demonstrated legal or regulatory requirements or other mitigating circumstances. In calculating whether an LMM appointed to an incentive program meets the applicable program's quoting standards each month, the Exchange excludes from the calculation in that month the business day in which the LMM missed meeting or exceeding the quoting standards in the highest number of the applicable series.

The Exchange proposes to amend the current Program. Currently, the Program provides that if an LMM appointed to the Program provides continuous electronic quotes during RTH that meet or exceed the proposed heightened quoting standards (below) in at least 95% of the series 93% of the time in a given month, the LMM will receive (i)

a payment for that month in the amount of \$40,000 (or pro-rated amount if an appointment begins after the first trading day of the month or ends prior to the last trading day of the month) and (ii) a rebate of \$0.27 per XSP contract that is executed in RTH in Market-Maker capacity and adds liquidity electronically contra to non-customer capacity.

The Exchange now proposes to amend the time requirement for the Program. Specifically, the Exchange proposes to update the time requirement to require an appointed LMM to provide continuous electronic quotes during RTH that meet or exceed the heightened quoting standards in at least 95% of the XSP series 90% of the time in a given month in order to receive the rebate, thereby decreasing the time requirement by 3%.

Further, the Exchange proposes to amend the heightened quoting requirements offered by the Program. The current heightened quoting requirements are as follows in the table below:

WIDTH

Moneyness *	Expiring option	1 day	2 days to 5 days	6 days to 14 days	15 days to 35 days
VIX Value at Prior Close ≤30:					
[>3% ITM]	\$0.20	\$0.25	\$0.25	\$0.50	\$1.00
[3% ITM to 2% ITM]	0.10	0.15	0.15	0.25	0.75
[2% ITM to 0.25% ITM]	0.04	0.05	0.05	0.06	0.10
[0.25% ITM to ATM]	0.02	0.03	0.04	0.05	0.08
[ATM to 1% OTM]	0.02	0.02	0.02	0.03	0.06
[>1% OTM]	0.02	0.02	0.02	0.02	0.04
VIX Value at Prior Close >30:					
[>3% ITM]	0.25	0.30	0.30	0.55	1.05
[3% ITM to 2% ITM]	0.15	0.20	0.20	0.30	0.80
[2% ITM to 0.25% ITM]	0.05	0.06	0.06	0.07	0.11
[0.25% ITM to ATM]	0.03	0.04	0.05	0.06	0.09
[ATM to 1% OTM]	0.03	0.03	0.03	0.04	0.07
[>1% OTM]	0.03	0.03	0.03	0.03	0.05

* Moneyness is calculated as 1 - strike/index for calls, strike/index - 1 for puts. Negative numbers are Out of the Money ("OTM") and positive values are In the Money ("ITM"). A Moneyness value of zero for either calls or puts is considered At the Money ("ATM"). For example, if the index is at 400, the 396 call = 1 - 396/400 = 0.01 = 1% ITM, whereas the 396 put = 396/400 - 1 = -0.01 = 1% OTM.

Moneyness	Size (0 to 35 days to expiry)
[>3% ITM]	5
[3% ITM to 2% ITM]	10
[2% ITM to 0.25% ITM]	15
[0.25% ITM to ATM]	20
[ATM to 1% OTM]	20
[>1% OTM]	20

The Exchange proposes to restructure the Program and adopt a new set of

heightened quoting standards. The heightened quoting standards proposed

for XSP options are as follows in the table below:

³ The Exchange initially filed the proposed fee changes on April 1, 2024 (SR-CBOE-2024-016). On April 2, 2024, the Exchange withdrew that filing and submitted SR-CBOE-2024-018. On April 10, 2024, the Exchange withdrew that filing and submitted this proposal.

⁴ See Exchange Rule 3.55(a). In advance of the LMM Incentive Program effective date, the Exchange will send a notice to solicit applications from interested TPHs for the LMM role and will, from among those applications, select the program LMMs. Factors to be considered by the Exchange in

selecting LMMs include adequacy of capital, experience in trading options, presence in the trading crowd, adherence to Exchange rules and ability to meet the obligations specified in Rule 5.55.

WIDTH

Moneyiness	Expiring option	1 day	2 days to 5 days	6 days to 14 days	15 days to 35 days
VIX Value at Prior Close ≤30:					
[>3% ITM]	\$0.20	\$0.25	\$0.30	\$0.40	\$0.75
[3% ITM to 2% ITM]	0.10	0.13	0.20	0.25	0.50
[2% ITM to 0.25% ITM]	0.08	0.10	0.13	0.16	0.25
[0.25% ITM to ATM]	0.05	0.06	0.08	0.10	0.15
[ATM to 1% OTM]	0.03	0.04	0.05	0.06	0.10
[>1% OTM]	0.02	0.03	0.04	0.05	0.06
VIX Value at Prior Close >30:					
[>3% ITM]	0.30	0.40	0.50	0.60	1.00
[3% ITM to 2% ITM]	0.15	0.20	0.25	0.30	0.75
[2% ITM to 0.25% ITM]	0.12	0.15	0.19	0.23	0.40
[0.25% ITM to ATM]	0.08	0.09	0.12	0.15	0.20
[ATM to 1% OTM]	0.05	0.06	0.07	0.09	0.10
[>1% OTM]	0.03	0.04	0.05	0.06	0.07

Moneyiness	Size (0 to 35 days to expiry)
[>3% ITM]	5
[3% ITM to 2% ITM]	5
[2% ITM to 0.25% ITM]	10
[0.25% ITM to ATM]	20
[ATM to 1% OTM]	20
[>1% OTM]	20

The amended time requirement and proposed heightened quoting standards are designed to incentivize LMMs appointed to the Program to provide significant liquidity in XSP options during the RTH session, which, in turn, would provide greater trading opportunities, added market transparency and enhanced price discovery for all market participants in XSP.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁵ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁶ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with

the Section 6(b)(5)⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange also believes the proposed rule change is consistent with Section 6(b)(4) of the Act,⁸ which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes it is reasonable to decrease the time requirement for the Program, as the change is reasonably designed to slightly ease the difficulty in meeting the heightened quoting standards offered under the Program (for which an appointed LMM receives the respective rebates), which, in turn, provides increased incentive for LMMs appointed to the program to provide significant liquidity in XSP options. Such liquidity benefits all market participants by providing more trading opportunities, tighter spreads, and added market transparency and price discovery, and signals to other market participants to direct their order flow to the market, thereby contributing to robust levels of liquidity.

Additionally, the Exchange believes that it is reasonable to amend the Program’s heightened quoting standards, as the proposed new quoting requirements are overall reasonably designed to continue to encourage LMMs appointed to the Program to

provide significant liquidity in XSP options, which benefits investors overall by providing more trading opportunities, tighter spreads, and overall enhanced market quality to the benefit of all market participants.

The Exchange believes that the proposed changes to width and quote sizes for the Program’s heightened quoting requirements eases the heightened quoting standards in a manner that makes it easier for appointed LMMs to achieve such requirements and will incentivize an increase in quoting activity in XSP options. Particularly, by increasing certain quote widths and decreasing certain quote sizes, the Exchange believes the proposed changes will encourage appointed LMMs to post more aggressive quotes in XSP options, in order to meet the heightened quoting standards, as amended, and receive the rebates offered under the incentive program, resulting in tighter spreads and increased liquidity to the benefits of investors. The Exchange also believes that the proposed width and quote sizes are reasonable because they remain generally aligned with the current heightened standards in each program, as the proposed width and quote sizes are only marginally changed in order to incentivize an increase in quoting activity.

The Exchange believes that the proposed changes to the Program are equitable and not unfairly discriminatory. Specifically, the changes to the Program will apply equally to any and all TPHs with LMM

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

⁷ *Id.*

⁸ 15 U.S.C. 78f(b)(4).

appointments to the Program that seek to meet the Programs' quoting standards in order to receive the rebates offered. The Exchange additionally notes that, if an LMM appointed to the Program does not satisfy the corresponding heightened quoting standard for any given month, then it simply will not receive the rebate offered by the Program for that month.

Regarding the Program generally, the Exchange believes it is reasonable, equitable and not unfairly discriminatory to continue to offer financial incentives to LMMs appointed to the Program, because it benefits all market participants trading in XSP options during RTH. The incentive program encourages the appointed LMMs to satisfy the applicable quoting standards, which may increase liquidity and provide more trading opportunities and tighter spreads. Indeed, the Exchange notes that these LMMs serve a crucial role in providing quotes and the opportunity for market participants to trade XSP options, which can lead to increased volume, providing robust markets. The Exchange ultimately offers the Program, as amended, to sufficiently incentivize LMMs appointed to the Program to provide key liquidity and active markets in the XSP options during RTH and believes that the incentive program, as amended, will continue to encourage increased quoting to add liquidity in XSP options, thereby protecting investors and the public interest. The Exchange also notes that an LMM appointed to an incentive program may undertake added costs each month to satisfy that heightened quoting standards (e.g., having to purchase additional logical connectivity).

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. First, the Exchange believes the proposed rule change does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. Particularly, the proposed changes to the Program will apply to all appointed LMMs in a uniform manner. To the extent LMMs appointed to the incentive program receive a benefit that other market participants do not, as stated, these LMMs in their role as Market-Makers on the Exchange have different obligations and are held to different standards. For example, Market-Makers play a crucial role in providing active and liquid

markets in their appointed products, thereby providing a robust market which benefits all market participants. Such Market-Makers also have obligations and regulatory requirements that other participants do not have. The Exchange also notes that an LMM appointed to an incentive program may undertake added costs each month to satisfy that heightened quoting standards (e.g., having to purchase additional logical connectivity). The Exchange also notes that the incentive programs are designed to attract additional order flow to the Exchange, wherein greater liquidity benefits all market participants by providing more trading opportunities, tighter spreads, and added market transparency and price discovery, and signals to other market participants to direct their order flow to those markets, thereby contributing to robust levels of liquidity. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."⁹

The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act as the Program applies only to transactions in a product exclusively listed on the Exchange. As noted above, the incentive program is designed to attract additional order flow to the Exchange, wherein greater liquidity benefits all market participants by providing more trading opportunities, tighter spreads, and added market transparency and price discovery, and signals to other market participants to direct their order flow to those markets, thereby contributing to robust levels of liquidity. The Exchange notes that it operates in a highly competitive market. TPHs have numerous alternative venues that they may participate on and direct their order flow, including 16 other options exchanges, as well as off-exchange venues, where competitive products are available for trading. Based on publicly available information, no single options exchange has more than 15% of the market share.¹⁰ Therefore, no exchange possesses significant pricing power in the execution of option

order flow. Indeed, participants can readily choose to send their orders to other exchanges, and, additionally off-exchange venues, if they deem fee levels at those other venues to be more favorable. Moreover, the Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system "has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies."¹¹ The fact that this market is competitive has also long been recognized by the courts. In *NetCoalition v. Securities and Exchange Commission*, the D.C. Circuit stated as follows: "[n]o one disputes that competition for order flow is 'fierce.' . . . As the SEC explained, '[i]n the U.S. national market system, buyers and sellers of securities, and the broker-dealers that act as their order-routing agents, have a wide range of choices of where to route orders for execution'; [and] 'no exchange can afford to take its market share percentages for granted' because 'no exchange possesses a monopoly, regulatory or otherwise, in the execution of order flow from broker dealers'. . . ."¹² Accordingly, the Exchange does not believe its proposed fee change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and paragraph (f) of Rule 19b-4¹⁴ thereunder. At any time within 60 days of the filing of the proposed rule

¹¹ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005).

¹² See *NetCoalition v. SEC*, 615 F.3d 525, 539 (D.C. Cir. 2010) (quoting Securities Exchange Act Release No. 59039 (December 2, 2008), 73 FR 74770, 74782-83 (December 9, 2008) (SR-NYSEArca-2006-21)).

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f).

⁹ See Securities Exchange Act Release No. 51808, 70 FR 37495, 37498-99 (June 29, 2005) (S7-10-04) (Final Rule).

¹⁰ See Choe Global Markets U.S. Options Market Volume Summary, Month-to-Date (March 26, 2024), available at https://markets.cboe.com/us/options/market_statistics/.

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

IV. Solicitation of Comments

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

Electronic Comments

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-CBOE-2024-019 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-CBOE-2024-019. 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-CBOE-2024-019 and should be submitted on or before May 17, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁵

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-100005; File No. SR-CboeBZX-2024-027]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Its Fees Schedule Related to Physical Port Fees

April 22, 2024.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on April 9, 2024, Cboe BZX Exchange, Inc. (the "Exchange" or "BZX") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Cboe BZX Exchange, Inc. (the "Exchange" or "BZX Equities") proposes to amend its Fees Schedule. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange's website (http://markets.cboe.com/us/equities/regulation/rule_filings/BZX/), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements

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

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

1. Purpose

The Exchange proposes to amend its fee schedule relating to physical connectivity fees.³

By way of background, a physical port is utilized by a Member or non-Member to connect to the Exchange at the data centers where the Exchange's servers are located. The Exchange currently assesses the following physical connectivity fees for Members and non-Members on a monthly basis: \$2,500 per physical port for a 1 gigabit ("Gb") circuit and \$7,500 per physical port for a 10 Gb circuit. The Exchange proposes to increase the monthly fee for 10 Gb physical ports from \$7,500 to \$8,500 per port. The Exchange notes the proposed fee change better enables it to continue to maintain and improve its market technology and services and also notes that the proposed fee amount, even as amended, continues to be in line with, or even lower than, amounts assessed by other exchanges for similar connections.⁴ The physical ports may

³ The Exchange initially filed the proposed fee changes on July 3, 2023 (SR-CboeBZX-2023-046). On September 1, 2023, the Exchange withdrew that filing and submitted SR-CboeBZX-2023-067. On September 29, 2023, the Securities and Exchange Commission issued a Suspension of and Order Instituting Proceedings to Determine whether to Approve or Disapprove a Proposed Rule Change to Amend its Fees Schedule Related to Physical Port Fees (the "OIP"). On October 2, 2023, the Exchange filed the proposed fee change (SR-CboeBZX-2023-080). On October 13, 2023, the Exchange withdrew that filing and on business date October 16, 2023 submitted SR-CboeBZX-2023-084. On December 12, 2023, the Exchange withdrew that filing and submitted SR-CboeBZX-2023-103. On February 9, 2024, the Exchange withdrew that filing and submitted SR-CboeBZX-2024-016. On April 9, 2024, the Exchange withdrew that filing and submitted this filing.

⁴ See e.g., The Nasdaq Stock Market LLC ("Nasdaq"), General 8, Connectivity to the Exchange. Nasdaq and its affiliated exchanges charge a monthly fee of \$15,000 for each 10Gb Ultra fiber connection to the respective exchange, which is analogous to the Exchange's 10Gb physical port. See also New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago Inc., NYSE National, Inc. Connectivity Fee Schedule, which provides that 10 Gb LX LCN Circuits (which are analogous to the Exchange's 10

¹⁵ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.