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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2013 - * 24
Amendment No. (req. for Amendments *)

Filing by NYSE MKT LLC.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
☑	☐	☐	☐	☑	☐

Pilot	Extension of Time Period for Commission Action *	Date Expires *
☐	☐	

Rule

☐ 19b-4(f)(1)	☐ 19b-4(f)(4)
☑ 19b-4(f)(2)	☐ 19b-4(f)(5)
☐ 19b-4(f)(3)	☐ 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1) ☐ Section 806(e)(2) ☐

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2) ☐

Exhibit 2 Sent As Paper Document ☐ Exhibit 3 Sent As Paper Document ☐

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposal to modify the NYSE Amex Options Fee Schedule to establish fees for mini-options contracts

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Michael Last Name * Cavalier
Title * Chief Counsel
E-mail * mcavalier@nyx.com
Telephone * (212) 656-2474 Fax (212) 656-8101

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 03/18/2013
By Janet McGinness
(Name *)

(Title *)
Corporate Secretary

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Janet McGinness, jmcginness@nyx.com

Required fields are shown with yellow backgrounds and asterisks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information * Add Remove View	The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.
Exhibit 1 - Notice of Proposed Rule Change * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO] -xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO] -xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications Add Remove View Exhibit Sent As Paper Document ☐	Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.
Exhibit 3 - Form, Report, or Questionnaire Add Remove View Exhibit Sent As Paper Document ☐	Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.
Exhibit 4 - Marked Copies Add Remove View	The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.
Exhibit 5 - Proposed Rule Text Add Remove View	The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.
Partial Amendment Add Remove View	If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-   ; File No. SR-NYSEMKT-2013-24)

[Date]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Proposes to Modify the NYSE Amex Options Fee Schedule to Establish Fees for Mini-Options Contracts.

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the "Act")[2] and Rule 19b-4 thereunder,[3] notice is hereby given that, on March 18, 2013, NYSE MKT LLC (the "Exchange" or "NYSE MKT") 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 self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to modify the NYSE Amex Options Fee Schedule to Establish Fees for Mini-Options Contracts. The text of the proposed rule change is available on the Exchange's website at www.nyse.com, at the principal office of the Exchange, 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 self-regulatory organization included

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

2 15 U.S.C. 78a.

3 17 CFR 240.19b-4.

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 those 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 parts of such statements.

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

1. Purpose

The Exchange proposes to modify the Fee Schedule to establish fees for Minis.[4]

The Exchange represented in its filing with the Commission to establish Minis that, "the current schedule of Fees will not apply to the trading of mini-options contracts. The Exchange will not commence trading of mini-option contracts until specific fees for mini-options contracts trading have been filed with the Commission."[5] As the Exchange intends to begin trading Minis on March 18, 2013 it is submitting this filing to describe the transaction fees that will be applicable to the trading of Minis.

Minis have a smaller exercise and assignment value due to the reduced number of shares they deliver as compared to standard option contracts. As such, the Exchange is proposing generally lower per contract fees as compared to standard option contracts,

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4 In addition to the changes discussed below, the Exchange also proposes to make clarifying changes to the endnotes to the Fee Schedule to describe the impact, or lack thereof, of the introduction of Minis, including within endnotes 1, 5, 6, 7, 9, 10, 12, 13, 15, 16 and 17.

5 See File No. SR-NYSEMKT-2013-23 available at http://www.nyse.com/nysenotices/nyseamex/rule-filings/pdf;jsessionid=941DFBD950F4931B5A5B9153CB857BDB?file_no=SR-NYSEMKT-2013-23&seqnum=1.

with some exceptions to be fully described below. Despite the smaller exercise and assignment value of a Mini, the cost to the Exchange to process quotes and orders in Minis, perform regulatory surveillance and retain quotes and orders for archival purposes is the same as a for a standard contract. This leaves the Exchange in a position of trying to strike the right balance of fees applicable to Minis – too low and the costs of processing Mini quotes and orders will necessarily cause the Exchange to either raise fees for everyone or only for participants trading Minis; too high and participants may be deterred from trading Minis, leaving the Exchange less able to recoup costs associated with development of the product, which is designed to offer investors a way to take less risk in high dollar securities. The Exchange, therefore, believes that adopting fees for Minis that are in some cases lower than fees for standard contracts, and in other cases the same as for standard contracts, is appropriate, not unreasonable, not unfairly discriminatory and not burdensome on competition between participants, or between the Exchange and other exchanges in the listed options market place.

General Options and Trading Permit (ATP) Fees

The following is a discussion of the existing Fee Schedule as it relates to the treatment of Mini options as compared to standard option contracts.

Trading Permit Fees: The number of Trading Permits or ATPs required by participants is unchanged by the introduction of Mini options.

Specialist/e-Specialist/DOMM Rights Fees: The monthly rights fees charged to Specialists, e-Specialists and Directed Order Market Makers ("DOMMs") will continue to apply to them for transactions executed in Mini options. For purposes of calculating the Rights Fee, a transaction in a Mini option shall be counted the same as a transaction in a standard option contract from a volume perspective (i.e., one contract in a Mini will equal one contract in a standard option contract).

Premium Product Issues List – Monthly NYSE Amex Options Market Maker Participation Fee: Currently, the Premium Product Issues List is comprised of SPY, AAPL, IWM, QQQ, BAC, EEM, GLD, JPM, XLF and VXX. The Exchange notes that of these, three will have Mini options available for trading, specifically AAPL, GLD and SPY. To the extent that a NYSE Amex Options Market Maker transacts in any option series associated with a Premium Product Issue, including Mini option series, it will become liable for the associated Monthly Fee of $1,000 per product, which is capped at $7,000 per NYSE Amex Options Market Maker per month.

Options Regulatory Fee: Presently the Exchange charges an Options Regulatory Fee ("ORF") of $0.005 per contract. The ORF is assessed on each ATP Holder for all options transactions executed or cleared by the ATP Holder that are cleared by The Options Clearing Corporation ("OCC") in the customer range, regardless of the exchange on which the transaction occurs. The Exchange is proposing to charge the same rate for transactions in Mini options, $0.005 per contract, since, as noted, the costs to the Exchange to process quotes, orders, trades and the necessary regulatory surveillance programs and procedures in Minis are the same as for standard option contracts. As such, the Exchange feels that it is appropriate to charge the ORF at the same rate as the standard option contract. The Exchange is proposing a non-substantive change to remove obsolete text describing a recent effective date for a change in the rate of the ORF.[6]

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6 See Securities Exchange Act Release No. 68183 (November 8, 2012), 77 FR 68186 (November 15, 2012) (SR-NYSEMKT-2012-54).

Per Contract Trade Related Charges, Including Qualified Contingent Cross (“QCC”) Orders

Below, the Exchange will discuss the newly proposed per contract transaction charges applicable to Minis. The table below will show the per contract charge applicable to electronic, manual, electronic complex orders, and QCC executions in Minis for various participants on the Exchange:

	Electronic Executions		**Manual Executions**		**Electronic Complex Order Executions**		**QCC Executions**	
	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge
Cust-omer	$0.00	N/A	$0.00	N/A	$0.00	N/A	$0.00	N/A
NYSE Amex Options Market Maker	$0.02	$.02 Penny/ $.06 Non Penny	$0.02	N/A	$0.02	$.02 Penny/ $.06 Non Penny	$0.10	N/A
Firm	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Non-NYSE Amex Options Market Maker	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Broker Dealer	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Prof-essional Cust-omer	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
NYSE Amex Options Floor Broker	N/A	N/A	N/A	N/A	N/A	N/A	($0.02)	N/A

As with standard options, Customers transacting Mini options on the Exchange will trade for free. Mini options contracts on the Exchange will NOT count toward the Customer Electronic average daily volume ("ADV") Tiers or associated rebates paid to Order Flow Providers ("OFPs") described in endnote 17 to the current Fee Schedule.[7] As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. This, coupled with the lower per contract transaction fees charged to other participants, makes it impractical to offer OFPs a rebate for any Customer electronic Mini options volume they transact.

NYSE Amex Options Market Makers trading Mini options will be charged $.02 per contract, except for QCC executions, where the charge will be $.10 per contract. As with standard options, when an NYSE Amex Options Market Maker trades contra to a Customer electronic order or Customer electronic Complex order, it will be subject to marketing charges. The marketing charges for Mini options will be $.02 for Penny Pilot names and $.06 for non-Penny Pilot names. These charges are generally anywhere from slightly less than 1/10th to slightly more than 1/10th of the charges incurred by NYSE Amex Options Market Makers today for standard option contract transactions. One important distinction is that, unlike standard contracts, transactions in Minis will NOT be eligible for the $350,000 fee cap applicable to NYSE Amex Options Market Makers described in endnote 5 of the current Fee Schedule, nor will Mini volumes count towards

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7 See NYSE Amex Options fee schedule dated January 2, 2013, available at http://globalderivatives.nyx.com/sites/globalderivatives.nyx.com/files/nyse_amex_options_fee_schedule_010213.pdf. However, the Exchange proposes to specify in endnote 17 that Total Industry Customer equity and ETF option average daily volume includes OCC calculated Customer volume of all types, including Complex Order Transactions, QCC transactions, and mini options transactions, in equity and ETF options.

the 50,000 ADV threshold described in endnote 5 to the current Fee Schedule. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options; therefore the Exchange does not wish to include NYSE Amex Options Market Maker trades in Mini options in the monthly fee cap.

Firm transactions in Mini options will be charged at the rate of $.09 per contract, except for QCC trades, where they will be charged $.10 per contract, and Firm Facilitation trades, which will be charged $.00 per contract. Additionally, the existing Firm Proprietary monthly fee cap for manual or open outcry trades described in endnote 6 of the current Fee Schedule will NOT apply to Mini transactions. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options, therefore the Exchange does not wish to include Firm trades in Mini options in the monthly fee cap. Further, the proposed charge is higher than 1/10th of the current charges applicable to Firm Proprietary trades. This relatively higher rate is necessitated by the fact that the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. However, the Exchange does recognize that Firms can be an important source of liquidity when they facilitate their own customer's trading activity and, as such, the Firm Facilitation rate of $.00, as described in endnote 6 of the current Fee Schedule, will continue to apply to Firm Facilitation trades in Minis.

Non-NYSE Amex Options Market Makers in Mini options will be charged at the rate of $.09 per contract, except for QCC trades, where they will be charged $.10 per contract ($.05 charge per contract side). The proposed charge is higher than 1/10th of the current charges applicable to non-NYSE Amex Options Market Makers. This relatively higher rate is necessitated by the fact that the cost to the Exchange to process quotes, orders and trades in Minis is the same as standard options.

Professional Customer and Broker Dealer participants in Mini options will be charged at the rate of $.09 per contract, except for QCC trades, where they will be charged $.10 per contract. The proposed charge is higher than 1/10th of the current charges applicable to Professional Customers and Broker Dealers. This relatively higher rate is necessitated by the fact that the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. Mini options volumes will NOT count towards the existing Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as described in endnote 16 of the current Fee Schedule. This exclusion is warranted in the Exchange’s view since, as noted, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options.

NYSE Amex Floor Brokers who execute Mini options will be eligible for a $.02 per contract rebate for Mini options trades executed as a QCC trade. As with standard options, the rebate will NOT be paid for Customer to Customer QCC trades, as described in endnote 15 to the current Fee Schedule.

Routing Surcharge: In order to comply with the requirements of the Distributive Linkage Plan,[8] the Exchange uses various means of accessing better priced interest located on other exchanges. Presently, the Exchange charges a Routing Surcharge of $.11 per contract plus a pass through of the fees associated with the execution of the routed order on the other exchanges. The $.11 is designed to recover the Exchanges costs in routing orders to the other exchanges. Those costs include clearance charges imposed

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[8] See Rule 990NY, Rule 991NY, Rule 992NY and Rule 993NY.

by The OCC and per contract routing fees charged by the broker dealers who charge the Exchange for the use of their systems to route orders to other exchanges. The Exchange has spoken with both The OCC and the broker dealers who have informed the Exchange that their charges applicable to Mini options will be the same as for standard option contracts, as their cost to process a contract (i.e., routing or clearing) is the same irrespective of the exercise and assignment value of the contract. As such, the Exchange intends to charge the same Routing Surcharge for Mini options as it presently does for standard options, as described in endnote 7 of the current Fee Schedule. The Exchange notes that participants can avoid the Routing Surcharge in several ways. First, they can simply route to the exchange with the best priced interest. The Exchange, in recognition of the fact that markets can move while orders are in flight, also offers participants the ability to utilize order types that do not route to other exchanges. Specifically, the Post No Preference ("PNP") order modifier is one such order that would never route to another exchange. In addition, there are others, such as PNP Blind and PNP Plus,[9] which also would never route to another exchange. Given this ability to avoid the Routing Surcharge, coupled with the fixed third-party costs associated with routing, the Exchange believes it is reasonable to charge the same Routing Surcharge for Mini options that is charged for standard option contracts.

Limit Of Fees On Options Strategy Executions: Presently, the Exchange has a $750 cap on transaction fees for Strategy Executions involving reversals and conversions, box spreads, short stock interest spreads, merger spreads and jelly rolls. The fees for these Strategy Executions are further capped at $25,000 per month per initiating firm.

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[9] See Rule 900.3NY(p), Rule 900.3NY(w), and Rule 900.3NY(x).

The Exchange will NOT include Mini option transactions as being eligible for any part of these per trade or per month Strategy Execution caps. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. Given that the per contract transaction fees are already substantially lower than the per contract fees for standard options, inclusion of Mini options in these fee caps is not warranted.

Excessive Bandwidth Utilization Fees

Order To Trade Ratio Fee: For purposes of calculating the Order To Trade Ratio Fee, an order and an execution in Mini options will be counted the same as an order and an execution in standard option contracts.

Messages To Contracts Traded Ratio Fee: For purpose of calculating the Messages to Contracts Traded Ratio Fee, quotes, orders and any executed contracts in Mini options will be counted the same as quotes, orders and any executed contracts involving standard option contracts.

Cancellation Fee: For purposes of calculating the Cancellation Fee, orders and executions in Mini options will be counted as being equivalent to an order or execution for a standard option contract.

As noted, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options and, as such, treating Minis the same as standard option contracts for the purposes of calculating any of the Excessive Bandwidth Utilization Fees is reasonable and equitable.

The Exchange proposes to implement these changes on March 18, 2013.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[10] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[11] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

General Options and Trading Permit (ATP) Fees

For purposes of the Fee Schedule relating to ATP fees, Specialist/e-Specialist/DOMM Rights Fees, the Premium Product Issues List – Monthly NYSE Amex Options Market Maker Participation Fee and the regulatory fees, including the ORF, the Exchange is not proposing any changes as a result of the introduction of Minis. This is due to, in part, the fact that the Exchange intends to have the Minis trade with the existing Specialist, e-Specialists and NYSE Amex Options Market Makers who trade AAPL. The Exchange is doing so as it believe it will foster transparency and better price discovery in Minis. This means that for example, the existing Specialist, e-Specialist, and NYSE Amex Options Market Makers will be able, and in fact obligated, to quote and trade AAPL Minis. This being the case, the Exchange believes it is entirely appropriate and, in fact, necessary, to treat Mini options the same as standard options with respect to the fees listed above. The fees listed above for standard options have not been deemed to be unreasonable, inequitable, or unfairly discriminatory and the introduction of Mini options

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10 15 U.S.C. 78f(b).

11 15 U.S.C. 78f(b)(4) and (5).

raises no new issues with respect to such fees. Hence, the treatment of Minis in the same manner as standard option contracts for purposes of the ATP fees, Specialist/e-Specialist/DOMM Rights Fees, the Premium Product Issues List – Monthly NYSE Amex Options Market Maker Participation Fee and the regulatory fees, including the ORF, is reasonable, equitable and not unfairly discriminatory. Further, the Exchange notes, particularly in the context of the ORF, that the cost to perform surveillance to ensure compliance with various Exchange and industry-wide rules is no different for a Mini option than it is for a standard option contract. Reducing the ORF for Mini options could result in a higher ORF for standard options. Such an outcome would arguably be discriminatory towards investors in standard options for the benefit of investors in Minis. As such, the appropriate approach is to treat both Minis and standard options the same with respect to the amount of the ORF that is being charged.

Per Contract Trade Related Charges, Including QCCs

The Exchange noted earlier that, while Minis have a smaller exercise and assignment value due to the reduced number of shares to be delivered as compared to standard option contracts, and despite the smaller exercise and assignment value of a Mini, the cost to the Exchange to process quotes and orders in Minis, perform regulatory surveillance and retain quotes and orders for archival purposes is the same as for a standard contract. This leaves the Exchange in a position of trying to strike the right balance of fees applicable to Minis – too low and the costs of processing Mini quotes and orders will necessarily cause the Exchange to either raise fees for everyone or only for participants trading Minis; too high and participants may be deterred from trading Minis, leaving the Exchange less able to recoup costs associated with development of the product, which is designed to offer investors a way to take less risk in high dollar securities. Given these realities, the Exchange believes that adopting fees for Minis that are in some cases lower than standard contracts, and in other cases the same as for standard contracts, is appropriate, not unreasonable, not unfairly discriminatory and not burdensome on competition between participants, or between the Exchange and other exchanges in the listed options market place.

In the case of most trade related charges, the Exchange has decided to offer lower per contract fees to participants as part of trying to strike the right balance between recovering costs associated with trading Minis and encouraging use of the new Mini option contracts, which are designed to allow investors to reduce risk in high dollar underlying securities.

The Exchange proposal to charge Customers $.00 per contract is reasonable, as Customers have long traded for free all options on the Exchange. The ability to trade for free attracts Customer order flow to the Exchange, which is beneficial to all other participants on the Exchange who generally seek to trade with Customer order flow. The proposed fee of $.00 per contract is the same fee charged to Customer orders in standard option contracts, which is an effective fee on the Exchange and has not been determined to be inequitable or unfairly discriminatory. Therefore, the proposed Customer pricing for Minis is equitable and not unfairly discriminatory. The Exchange feels that different rates for Customer transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers because Market Makers have obligations that are not required of Firms and Broker Dealers and because Market Makers have additional costs that are not applicable to Firms and Broker Dealers.

The Exchange proposal to exclude volumes attributable to Customer executions in Mini options from the Customer Electronic ADV Tiers and associated rebates paid to OFPs described in endnote 17 to the current Fee Schedule is reasonable, equitable and not unfairly discriminatory for the following reasons. First, as noted above, the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. Given the overall lower expected revenues from Mini options, it is reasonable to exempt Mini option volumes from qualifying for the OFP rebate paid on standard option contracts. It is also equitable, since paying the rebate on Mini option volumes would likely necessitate either reducing the rebates paid to OFPs for all activity, or raising other participant fees. It is not unfairly discriminatory, as it will apply equally to all Customer executions in Mini options, regardless of the market participant submitting the order.

The Exchange proposal to charge NYSE Amex Market Makers, including Specialists, e-Specialists, Non-DOMMs and DOMMs a flat rate of $.02 per contract, plus either $.02 (for Penny Pilot issues) or $.06 (for non-Penny Pilot issues) per contract in Marketing Charges when they trade contra to an electronic Customer order or and electronic Customer complex order, is reasonable. Generally, these fees range from slightly more than, to slightly less than, 10% of what the various NYSE Amex Options Market Maker participants pay today. Charging all types of NYSE Amex Options Market Makers the same fees to trade Minis is not unfairly discriminatory, as it applies to all of them equally. The fees are reasonable in light of the fact that the Minis do have a smaller exercise and assignment value, specifically $1/10^{th}$ that of a standard contract, and, as such, levying fees that are approximately 10% of what an NYSE Amex Options Market Maker pays today is reasonable and equitable.[12] The Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. Considering the lower per contract fees that are proposed for NYSE Amex Options Market Makers, it is reasonable to exclude Mini option volumes from any part of the monthly NYSE Amex Options Market Maker fee cap of $350,000 as well as the 50,000 contract ADV threshold applicable to standard options. As this exclusion will apply to all Mini option volumes executed by all NYSE Amex Options Market Makers, it is also equitable and not unfairly discriminatory.

The Exchange feels that different rates for NYSE Amex Market Maker transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers because NYSE Amex Market Makers have obligations that are not required of Firms and Broker Dealers and because NYSE Amex Market Makers have additional costs that are not applicable to Firms and Broker Dealers. For example, NYSE Amex Options Market Makers are required to have trading permits in order to stream quotes. The number of permits is variable based on the number of options traded, and can cost as much as $26,000 per month to quote all issues on the Exchange as an NYSE Amex Options Market Maker. Conversely, Firms pay a monthly permit fee of $1,000 per month and broker dealers, Professional Customers and Non-NYSE Amex Options

12 NYSE Amex Options Market Makers who are not capped pay between $.10 and $.20 per contract plus Marketing Charges of $.25 for Penny Pilot names and $.65 for Non-Penny Pilot names when they trade contra to electronic Customer orders and electronic Customer complex orders.

Market Makers typically access the facilities of the Exchange through either a Firm or Order Flow Provider who may or may not pass along the $1,000 per month permit fee cost. Consequently, when all fees are taken together, the difference charged to NYSE Amex Options Market Makers as compared to Professional Customers, broker dealers, Non-NYSE Amex Options Market Makers and Firms is reasonable, equitable and not unfairly discriminatory. The Exchange further notes that there are no limits on the number of NYSE Amex Options Market Makers that are permitted to quote in a given option and that any of the other participant types are free to apply to the Exchange to become a NYSE Amex Options Market Maker to avail themselves of the transaction charges applicable to NYSE Amex Options Market Makers presuming they are willing to accept the quoting obligations applicable to NYSE Amex Options Market Makers, which serve to foster price discovery and transparency.

The Exchange proposal to charge Firm proprietary trades $.09 per contract, charge Firm Facilitation trades $.00 and to exclude Mini options from the Firm monthly fee cap is reasonable, equitable and not unfairly discriminatory. First, the per contract charge is lower than what Firms pay for a standard contract in acknowledgement of the smaller exercise and assignment value. Although more than 10% of the rate paid by a Firm for a standard contract, this is warranted by the fact that the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. In this regard the proposal is reasonable and it is also equitable, as it allows the Exchange to offer this innovative product to investors without raising fees for other investors who may have no interest in trading Minis. Likewise, excluding Mini option volumes from the Firm monthly fee cap for manual trades is reasonable and equitable in light of the

Exchange's desire to fund the costs associated with Minis with revenues from only those participants who trade them. Offering a fee cap for a product with reduced fees might necessitate raising costs for other participants; therefore, the Exchange believes that the exclusion from the Firm monthly fee cap for manual trades is both reasonable and equitable. The per contract Mini pricing for all Firms is the same, the proposal is also not unfairly discriminatory. Finally, as noted earlier, the Exchange recognizes that Firms can be an important source of liquidity when they facilitate their own customer volumes. Firm Facilitation trades add transparency and promote price discovery to the benefit of all market participants. For these reasons, the proposal to bill Firm Facilitation trades in Minis at the rate of $.00 per contract is both reasonable and equitable. It is also not unfairly discriminatory as it applies equally to all Firms and their customers whose business is facilitated by the Firms.

The Exchange proposal to charge non-NYSE Amex Options Market Maker Mini trades $.09 per contract is reasonable, equitable and not unfairly discriminatory. First, the per contract charge is lower than what non-NYSE Amex Options Market Makers pay for a standard contract, in acknowledgement of the smaller exercise and assignment value. Although more than 10% of the rate paid by a non-NYSE Amex Options Market Maker for a standard contract, this is warranted by the fact that the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. In this regard, the proposal is reasonable and it is also equitable as it allows the Exchange to offer this innovative product to investors without raising fees for other investors who may have no interest in trading Minis. As the per contract Mini pricing for all non-NYSE

Amex Options Market Makers is the same, the proposal is also not unfairly discriminatory.

The Exchange feels that different rates for non-NYSE Amex Options Market Maker transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers, including non-NYSE Amex Market Makers, because NYSE Amex Options Market Makers have obligations that are not required of Firms and Broker Dealers, including non-NYSE Amex Market Makers, and because NYSE Amex Market Makers have additional costs that are not applicable to Firms and Broker Dealers, including non-NYSE Amex Market Makers. For example, as noted earlier, NYSE Amex Options Market Makers are required to have trading permits in order to stream quotes. The number of permits is variable based on the number of options traded, and can cost as much as $26,000 per month to quote all issues on the Exchange as an NYSE Amex Options Market Maker. Conversely, Firms pay a monthly permit fee of $1,000 per month and broker dealers, Professional Customers and Non-NYSE Amex Options Market Makers typically access the facilities of the Exchange through either a Firm or Order Flow Provider who may or may not pass along the $1,000 per month permit fee cost. Consequently, when all fees are taken together, the difference charged to NYSE Amex Options Market Makers as compared to Professional Customers, broker dealers, Non-NYSE Amex Options Market Makers and Firms is reasonable, equitable and not unfairly discriminatory. The Exchange further notes that there are no limits on the number of NYSE Amex Options Market Makers that are permitted to quote in a given option and that any of the other participant types are free to apply to the Exchange to become a NYSE Amex Options Market Maker to avail themselves of the transaction charges applicable to NYSE Amex Options Market Makers presuming they are willing to accept the quoting obligations applicable to NYSE Amex Options Market Makers, which serve to foster price discovery and transparency.

The Exchange proposal to charge Professional Customer and Broker Dealer Mini trades $.09 per contract and exclude Mini option volumes from the Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as described in endnote 16 of the current Fee Schedule, is reasonable, equitable and not unfairly discriminatory. First, the per contract charge is lower than what Professional Customers and Broker Dealers pay for a standard contract, in acknowledgement of the smaller exercise and assignment value. Although more than 10% of the rate paid by a Professional Customer and Broker Dealers for a standard contract, this is warranted by the fact that the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. In this regard, the proposal is reasonable and it is also equitable as it allows the Exchange to offer this innovative product to investors without raising fees for other investors who may have no interest in trading Minis. As the per contract Mini pricing for all Professional Customer and Broker Dealers is the same, the proposal is also not unfairly discriminatory. The Exchange proposal to exclude volumes attributable to Professional Customer and Broker Dealer executions in Mini options from the Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as described in endnote 16 of the current Fee Schedule, is reasonable, equitable and not unfairly discriminatory for the following reasons. First, as noted above, the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. Given the overall lower expected revenues from Mini options, it is reasonable to exempt Mini option volumes from Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as the per contract charge for Minis is quite low to begin with – for example, the lowest fee charged to the highest volume Professional Customer and Broker Dealer is $.23 per contract, which is still more than double the proposed Mini pricing of $.09 per contract. It is also equitable since paying the rebate on Mini option volumes would likely necessitate either reducing the rebates paid to Professional Customers and Broker Dealers for standard option contracts volumes, or raising other participant fees. It is not unfairly discriminatory as it will apply equally to all Professional Customer and Broker Dealer executions in Mini options.

The Exchange feels that different rates for Professional Customer and Broker Dealer transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Professional Customers, Firms and Broker Dealers because NYSE Amex Market Makers have obligations that are not required of Professional Customer, Firms and Broker Dealers and because NYSE Amex Market Makers have additional costs that are not applicable to Professional Customers, Firms and Broker Dealers. For example, as noted earlier, NYSE Amex Options Market Makers are required to have trading permits in order to stream quotes. The number of permits is variable based on the number of options traded, and can cost as much as $26,000 per month to quote all issues on the Exchange as an NYSE Amex Options Market Maker. Conversely, Firms pay a monthly permit fee of $1,000 per month and broker dealers, Professional Customers and Non-NYSE Amex Options Market Makers typically access the facilities of the Exchange through either a Firm or Order Flow Provider who may or may not pass along the $1,000 per month permit fee cost. Consequently, when all fees are taken together, the difference charged to NYSE Amex Options Market Makers as compared to Professional Customers, broker dealers, Non-NYSE Amex Options Market Makers and Firms is reasonable, equitable and not unfairly discriminatory. The Exchange further notes that there are no limits on the number of NYSE Amex Options Market Makers that are permitted to quote in a given option and that any of the other participant types are free to apply to the Exchange to become a NYSE Amex Options Market Maker to avail themselves of the transaction charges applicable to NYSE Amex Options Market Makers presuming they are willing to accept the quoting obligations applicable to NYSE Amex Options Market Makers, which serve to foster price discovery and transparency.

The Exchange proposal for QCC pricing for Minis is to charge Customers $.00, as is the case with standard options, and all non-Customers will be charged $.10 per contract, as compared with $.20 per contract for standard options. The Exchange will also offer NYSE Amex Floor Brokers a rebate of $.02 per contract for all Mini options they execute as a QCC trade, as compared to $.07 per contract rebate for standard options. The Exchange believes that this pricing is reasonable, equitable and not unfairly discriminatory. First, the Exchange has always charged a premium for non-Customer participants for QCC trades in standard options due to the fact that qualifying QCC trades are executed immediately, upon entry, without exposure or any opportunity for other participants to participate on the trade. This pricing proposal preserves that premium and, as such, is reasonable. It is equitable since, as noted, the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options, so charging a relatively small premium for the opportunity to trade without exposure is warranted, given the Exchange's need to cover the costs of participants trading Minis so as to avoid sharing those costs with other participants who are not trading Minis. The proposal is also not unfairly discriminatory as it applies equally to all Customers. Likewise all non-Customers are treated the same under this proposal. The Floor Broker rebate of $.02 is reasonable and equitable as it is designed to allow Floor Brokers to compete for QCC volumes that might otherwise execute on an exchange that offers a front end order entry system, like ISE PrecISE Trade application[13] or CBOE's HyTS,[14] which would allow participants to potentially avoid paying a brokerage fee. The Floor Broker rebate is not unfairly discriminatory as it applies equally to all NYSE Amex Floor Brokers who execute Mini options as QCC trades.

The Exchange feels that different rates for QCC fees for different market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers because Market Makers have obligations that are not required of Firms and Broker Dealers and because Market Makers have additional costs that are not applicable to Firms and Broker Dealers. The Exchange notes that QCC pricing for standard options is $.20 for non-Customers and $.00 for Customers. Such differential has been shown by virtue of its effectiveness for

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13 See http://www.ise.com/WebForm/viewPage.aspx?categoryId=129.

14 See https://www.cboe.org/hybrid/HyTs.aspx.

many months with respect to standard options contracts, to be reasonable, equitable and not unfairly discriminatory; therefore the Exchange believes that the proposed Mini QCC pricing of $.10 for non-Customers and $.00 for Customers is reasonable, equitable and not unfairly discriminatory as well.

The Exchange proposal to treat Mini options the same as standard options for purposes of the Routing Surcharge is reasonable, equitable and not unfairly discriminatory for the following reasons. Presently, the Exchange charges a Routing Surcharge of $.11 per contract plus a pass through of the fees associated with the execution of the routed order on the other exchanges. The $.11 is designed to recover the Exchange's costs in routing orders to the other exchanges. Those costs include clearance charges imposed by The OCC and per contract routing fees charged by the broker dealers who charge the Exchange for the use of their systems to route orders to other exchanges. The Exchange has spoken with both The OCC and the broker dealers, who have informed the Exchange that their charges applicable to Mini options will be the same as for standard option contracts, as their cost to process a contract (i.e., routing or clearing) is the same irrespective of the exercise and assignment value of the contract. As such, the Exchange intends to charge the same Routing Surcharge for Mini options as it presently does for standard options, as described in endnote 7 of the current Fee Schedule. The Exchange notes that participants can avoid the Routing Surcharge in several ways. First they can simply route to the exchange with the best priced interest. The Exchange, in recognition of the fact that markets can move while orders are in flight, also offers participants the ability to utilize order types that do not route to other exchanges. Specifically, the PNP order modifier is one such order that would never route to another exchange. In addition, there are others, such as PNP Blind and PNP Plus,[15] which also would never route to another exchange. Given this ability to avoid the Routing Surcharge, coupled with the fixed third party costs associated with routing, the Exchange feels it is reasonable and equitable to charge the same Routing Surcharge for Mini options that is charged for standard option contracts. Since the Routing Surcharge will apply to all participants in Minis as it is applied for standard options, and because such surcharge has not previously been found to be unreasonable, inequitable or unfairly discriminatory, the Exchange believes it is the case for Minis as well.

The Exchange is proposing to exclude Mini option volumes from being eligible for the Limit Of Fees On Options Strategy Executions. Presently the Exchange has a $750 cap on transaction fees for Strategy Executions involving reversals and conversions, box spreads, short stock interest spreads, merger spreads and jelly rolls. The fees for these Strategy Executions are further capped at $25,000 per month per initiating firm. The Exchange will NOT include Mini option transactions as being eligible for any part of these per trade or per month Strategy Execution caps. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. Given that the per contract transaction fees for Minis are already substantially lower than the per contract fees for standard options, inclusion of Mini options in these fee caps is not warranted, and is reasonable and equitable. Further, it is not unfairly discriminatory as the exclusion on Mini volumes from the cap on fees for Strategy Executions applies equally to all participants on the Exchange.

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15 See Rule 900.3NY(p), Rule 900.3NY(w), and Rule 900.3NY(x).

Excessive Bandwidth Utilization Fees

The Exchange proposes to treat Mini options the same as standard options for purposes of the Excessive Bandwidth Utilization Fees, which include the Order To Trade Ratio Fee, the Messages to Contracts Traded Ratio Fee and the Cancellation Fees. As noted, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options and, as such, treating Minis the same as standard option contracts for the purposes of calculating any of the Excessive Bandwidth Utilization Fees is reasonable and equitable. It is also not unfairly discriminatory, as such treatment will apply to all participants equally.

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.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)[16] of the Act and subparagraph (f)(2) of Rule 19b-4[17] thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such proposed rule change, the

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16 15 U.S.C. 78s(b)(3)(A).

17 17 CFR 240.19b-4(f)(2).

Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)[18] of the Act 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 (http://www.sec.gov/rules/sro.shtml); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEMKT-2013-24 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NYSEMKT-2013-24. This file number should be included on the subject line if e-mail 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

[18] 15 U.S.C. 78s(b)(2)(B).

(http://www.sec.gov/rules/sro.shtml). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Section, 100 F Street, NE, Washington, DC 20549-1090. Copies of the filing will also be available for inspection and copying at the NYSE's principal office and on its Internet website at www.nyse.com. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEMKT-2013-24 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[19]

Kevin M. O'Neill
Deputy Secretary

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[19] 17 CFR 200.30-3(a)(12).

1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act")[1] and Rule 19b-4 thereunder,[2] NYSE MKT LLC ("NYSE MKT" or the "Exchange"), through NYSE Amex Options LLC ("NYSE Amex Options"), proposes to modify the NYSE Amex Options Fee Schedule (the "Fee Schedule") to establish fees for mini-options contracts ("Minis"). The Exchange proposes to implement these changes on March 18, 2013.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and the text of the proposed rule change is attached as Exhibit 5.

(b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Michael Cavalier
Chief Counsel
NYSE Regulation
(212) 656-2474

Michael Babel
Vice President
NYSE Euronext
(212) 656-4744

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

2 17 CFR 240.19b-4.

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

(a) Purpose

The Exchange proposes to modify the Fee Schedule to establish fees for Minis.[3]

The Exchange represented in its filing with the Securities and Exchange Commission ("SEC" or the "Commission") to establish Minis that, "the current schedule of Fees will not apply to the trading of mini-options contracts. The Exchange will not commence trading of mini-option contracts until specific fees for mini-options contracts trading have been filed with the Commission."[4] As the Exchange intends to begin trading Minis on March 18, 2013 it is submitting this filing to describe the transaction fees that will be applicable to the trading of Minis.

Minis have a smaller exercise and assignment value due to the reduced number of shares they deliver as compared to standard option contracts. As such, the Exchange is proposing generally lower per contract fees as compared to standard option contracts, with some exceptions to be fully described below. Despite the smaller exercise and assignment value of a Mini, the cost to the Exchange to process quotes and orders in Minis, perform regulatory surveillance and retain quotes and orders for archival purposes is the same as a for a standard contract. This leaves the Exchange in a position of trying to strike the right balance of fees applicable to Minis – too low and the costs of processing Mini quotes and orders will necessarily cause the Exchange to either raise fees for everyone or only for participants trading Minis; too high and participants may be deterred from trading Minis, leaving the Exchange less able to recoup costs associated with development of the product, which is designed to offer investors a way to take less risk in high dollar securities. The Exchange, therefore, believes that adopting fees for Minis that are in some cases lower than fees for standard contracts, and in other cases the same as for standard contracts, is appropriate, not unreasonable, not unfairly discriminatory and not burdensome on competition between

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3 In addition to the changes discussed below, the Exchange also proposes to make clarifying changes to the endnotes to the Fee Schedule to describe the impact, or lack thereof, of the introduction of Minis, including within endnotes 1, 5, 6, 7, 9, 10, 12, 13, 15, 16 and 17.

4 See File No. SR-NYSEMKT-2013-23 available at http://www.nyse.com/nysenotices/nyseamex/rule-filings/pdf;jsessionid=941DFBD950F4931B5A5B9153CB857BDB?file_no=SR-NYSEMKT-2013-23&seqnum=1.

participants, or between the Exchange and other exchanges in the listed options market place.

General Options and Trading Permit (ATP) Fees

The following is a discussion of the existing Fee Schedule as it relates to the treatment of Mini options as compared to standard option contracts.

Trading Permit Fees: The number of Trading Permits or ATPs required by participants is unchanged by the introduction of Mini options.

Specialist/e-Specialist/DOMM Rights Fees: The monthly rights fees charged to Specialists, e-Specialists and Directed Order Market Makers ("DOMMs") will continue to apply to them for transactions executed in Mini options. For purposes of calculating the Rights Fee, a transaction in a Mini option shall be counted the same as a transaction in a standard option contract from a volume perspective (i.e., one contract in a Mini will equal one contract in a standard option contract).

Premium Product Issues List – Monthly NYSE Amex Options Market Maker Participation Fee: Currently, the Premium Product Issues List is comprised of SPY, AAPL, IWM, QQQ, BAC, EEM, GLD, JPM, XLF and VXX. The Exchange notes that of these, three will have Mini options available for trading, specifically AAPL, GLD and SPY. To the extent that a NYSE Amex Options Market Maker transacts in any option series associated with a Premium Product Issue, including Mini option series, it will become liable for the associated Monthly Fee of $1,000 per product, which is capped at $7,000 per NYSE Amex Options Market Maker per month.

Options Regulatory Fee: Presently the Exchange charges an Options Regulatory Fee ("ORF") of $0.005 per contract. The ORF is assessed on each ATP Holder for all options transactions executed or cleared by the ATP Holder that are cleared by The Options Clearing Corporation ("OCC") in the customer range, regardless of the exchange on which the transaction occurs. The Exchange is proposing to charge the same rate for transactions in Mini options, $0.005 per contract, since, as noted, the costs to the Exchange to process quotes, orders, trades and the necessary regulatory surveillance programs and procedures in Minis are the same as for standard option contracts. As such, the Exchange feels that it is appropriate to charge the ORF at the same rate as the standard option contract. The Exchange is proposing a non-substantive change to remove obsolete text describing a recent effective date for a change in the rate of the ORF.[5]

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[5] See Securities Exchange Act Release No. 68183 (November 8, 2012), 77 FR 68186 (November 15, 2012) (SR-NYSEMKT-2012-54).

<u>Per Contract Trade Related Charges, Including Qualified Contingent Cross (“QCC”) Orders</u>

Below, the Exchange will discuss the newly proposed per contract transaction charges applicable to Minis. The table below will show the per contract charge applicable to electronic, manual, electronic complex orders, and QCC executions in Minis for various participants on the Exchange:

	Electronic Executions		**Manual Executions**		**Electronic Complex Order Executions**		**QCC Executions**	
	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge
Cust-omer	$0.00	N/A	$0.00	N/A	$0.00	N/A	$0.00	N/A
NYSE Amex Options Market Maker	$0.02	$.02 Penny/ $.06 Non Penny	$0.02	N/A	$0.02	$.02 Penny/ $.06 Non Penny	$0.10	N/A
Firm	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Non-NYSE Amex Options Market Maker	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Broker Dealer	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Prof-essional Cust-omer	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
NYSE Amex Options Floor Broker	N/A	N/A	N/A	N/A	N/A	N/A	($0.02)	N/A

As with standard options, Customers transacting Mini options on the Exchange will trade for free. Mini options contracts on the Exchange will NOT count toward the Customer Electronic average daily volume (“ADV”) Tiers or associated rebates paid to Order Flow Providers ("OFPs") described in endnote 17 to the current Fee Schedule.[6] As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. This, coupled with the lower per contract transaction fees charged to other participants, makes it impractical to offer OFPs a rebate for any Customer electronic Mini options volume they transact.

NYSE Amex Options Market Makers trading Mini options will be charged $.02 per contract, except for QCC executions, where the charge will be $.10 per contract. As with standard options, when an NYSE Amex Options Market Maker trades contra to a Customer electronic order or Customer electronic Complex order, it will be subject to marketing charges. The marketing charges for Mini options will be $.02 for Penny Pilot names and $.06 for non-Penny Pilot names. These charges are generally anywhere from slightly less than 1/10th to slightly more than 1/10th of the charges incurred by NYSE Amex Options Market Makers today for standard option contract transactions. One important distinction is that, unlike standard contracts, transactions in Minis will NOT be eligible for the $350,000 fee cap applicable to NYSE Amex Options Market Makers described in endnote 5 of the current Fee Schedule, nor will Mini volumes count towards the 50,000 ADV threshold described in endnote 5 to the current Fee Schedule. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options; therefore the Exchange does not wish to include NYSE Amex Options Market Maker trades in Mini options in the monthly fee cap.

Firm transactions in Mini options will be charged at the rate of $.09 per contract, except for QCC trades, where they will be charged $.10 per contract, and Firm Facilitation trades, which will be charged $.00 per contract. Additionally, the existing Firm Proprietary monthly fee cap for manual or open outcry trades described in endnote 6 of the current Fee Schedule will NOT apply to Mini transactions. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options, therefore the Exchange does not wish to include Firm trades in Mini options in the monthly fee cap. Further, the proposed charge is higher than 1/10th of the current charges applicable to Firm Proprietary trades. This relatively higher rate is necessitated by the fact that the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. However, the Exchange does recognize

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6 See NYSE Amex Options fee schedule dated January 2, 2013, available at http://globalderivatives.nyx.com/sites/globalderivatives.nyx.com/files/nyse_amex_options_fee_schedule_010213.pdf. However, the Exchange proposes to specify in endnote 17 that Total Industry Customer equity and ETF option average daily volume includes OCC calculated Customer volume of all types, including Complex Order Transactions, QCC transactions, and mini options transactions, in equity and ETF options.

that Firms can be an important source of liquidity when they facilitate their own customer's trading activity and, as such, the Firm Facilitation rate of $.00, as described in endnote 6 of the current Fee Schedule, will continue to apply to Firm Facilitation trades in Minis.

Non-NYSE Amex Options Market Makers in Mini options will be charged at the rate of $.09 per contract, except for QCC trades, where they will be charged $.10 per contract ($.05 charge per contract side). The proposed charge is higher than 1/10th of the current charges applicable to non-NYSE Amex Options Market Makers. This relatively higher rate is necessitated by the fact that the cost to the Exchange to process quotes, orders and trades in Minis is the same as standard options.

Professional Customer and Broker Dealer participants in Mini options will be charged at the rate of $.09 per contract, except for QCC trades, where they will be charged $.10 per contract. The proposed charge is higher than 1/10th of the current charges applicable to Professional Customers and Broker Dealers. This relatively higher rate is necessitated by the fact that the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. Mini options volumes will NOT count towards the existing Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as described in endnote 16 of the current Fee Schedule. This exclusion is warranted in the Exchange's view since, as noted, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options.

NYSE Amex Floor Brokers who execute Mini options will be eligible for a $.02 per contract rebate for Mini options trades executed as a QCC trade. As with standard options, the rebate will NOT be paid for Customer to Customer QCC trades, as described in endnote 15 to the current Fee Schedule.

Routing Surcharge: In order to comply with the requirements of the Distributive Linkage Plan,[7] the Exchange uses various means of accessing better priced interest located on other exchanges. Presently, the Exchange charges a Routing Surcharge of $.11 per contract plus a pass through of the fees associated with the execution of the routed order on the other exchanges. The $.11 is designed to recover the Exchanges costs in routing orders to the other exchanges. Those costs include clearance charges imposed by The OCC and per contract routing fees charged by the broker dealers who charge the Exchange for the use of their systems to route orders to other exchanges. The Exchange has spoken with both The OCC and the broker dealers who have informed the Exchange that their charges applicable to Mini options will be the same as for standard option contracts, as their cost to process a contract (i.e., routing or clearing) is the same irrespective of the exercise and assignment value of the contract. As such, the

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7 See Rule 990NY, Rule 991NY, Rule 992NY and Rule 993NY.

Exchange intends to charge the same Routing Surcharge for Mini options as it presently does for standard options, as described in endnote 7 of the current Fee Schedule. The Exchange notes that participants can avoid the Routing Surcharge in several ways. First, they can simply route to the exchange with the best priced interest. The Exchange, in recognition of the fact that markets can move while orders are in flight, also offers participants the ability to utilize order types that do not route to other exchanges. Specifically, the Post No Preference ("PNP") order modifier is one such order that would never route to another exchange. In addition, there are others, such as PNP Blind and PNP Plus,[8] which also would never route to another exchange. Given this ability to avoid the Routing Surcharge, coupled with the fixed third-party costs associated with routing, the Exchange believes it is reasonable to charge the same Routing Surcharge for Mini options that is charged for standard option contracts.

Limit Of Fees On Options Strategy Executions: Presently, the Exchange has a $750 cap on transaction fees for Strategy Executions involving reversals and conversions, box spreads, short stock interest spreads, merger spreads and jelly rolls. The fees for these Strategy Executions are further capped at $25,000 per month per initiating firm. The Exchange will NOT include Mini option transactions as being eligible for any part of these per trade or per month Strategy Execution caps. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. Given that the per contract transaction fees are already substantially lower than the per contract fees for standard options, inclusion of Mini options in these fee caps is not warranted.

Excessive Bandwidth Utilization Fees

Order To Trade Ratio Fee: For purposes of calculating the Order To Trade Ratio Fee, an order and an execution in Mini options will be counted the same as an order and an execution in standard option contracts.

Messages To Contracts Traded Ratio Fee: For purpose of calculating the Messages to Contracts Traded Ratio Fee, quotes, orders and any executed contracts in Mini options will be counted the same as quotes, orders and any executed contracts involving standard option contracts.

Cancellation Fee: For purposes of calculating the Cancellation Fee, orders and executions in Mini options will be counted as being equivalent to an order or execution for a standard option contract.

As noted, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options and, as such, treating Minis the same as standard

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8 See Rule 900.3NY(p), Rule 900.3NY(w), and Rule 900.3NY(x).

option contracts for the purposes of calculating any of the Excessive Bandwidth Utilization Fees is reasonable and equitable.

The Exchange proposes to implement these changes on March 18, 2013.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[9] in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,[10] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

General Options and Trading Permit (ATP) Fees

For purposes of the Fee Schedule relating to ATP fees, Specialist/e-Specialist/DOMM Rights Fees, the Premium Product Issues List – Monthly NYSE Amex Options Market Maker Participation Fee and the regulatory fees, including the ORF, the Exchange is not proposing any changes as a result of the introduction of Minis. This is due to, in part, the fact that the Exchange intends to have the Minis trade with the existing Specialist, e-Specialists and NYSE Amex Options Market Makers who trade AAPL. The Exchange is doing so as it believe it will foster transparency and better price discovery in Minis. This means that for example, the existing Specialist, e-Specialist, and NYSE Amex Options Market Makers will be able, and in fact obligated, to quote and trade AAPL Minis. This being the case, the Exchange believes it is entirely appropriate and, in fact, necessary, to treat Mini options the same as standard options with respect to the fees listed above. The fees listed above for standard options have not been deemed to be unreasonable, inequitable, or unfairly discriminatory and the introduction of Mini options raises no new issues with respect to such fees. Hence, the treatment of Minis in the same manner as standard option contracts for purposes of the ATP fees, Specialist/e-Specialist/DOMM Rights Fees, the Premium Product Issues List – Monthly NYSE Amex Options Market Maker Participation Fee and the regulatory fees, including the ORF, is reasonable, equitable and not unfairly discriminatory. Further, the Exchange notes, particularly in the context of the ORF, that the cost to perform surveillance to ensure compliance with various Exchange and industry-wide rules is no different for a Mini option than it is for a standard option contract. Reducing the ORF for Mini options could result in a higher ORF for standard options. Such an outcome would arguably be discriminatory towards investors in standard options for the

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[9] 15 U.S.C. 78f(b).

[10] 15 U.S.C. 78f(b)(4) and (5).

benefit of investors in Minis. As such, the appropriate approach is to treat both Minis and standard options the same with respect to the amount of the ORF that is being charged.

Per Contract Trade Related Charges, Including QCCs

The Exchange noted earlier that, while Minis have a smaller exercise and assignment value due to the reduced number of shares to be delivered as compared to standard option contracts, and despite the smaller exercise and assignment value of a Mini, the cost to the Exchange to process quotes and orders in Minis, perform regulatory surveillance and retain quotes and orders for archival purposes is the same as for a standard contract. This leaves the Exchange in a position of trying to strike the right balance of fees applicable to Minis – too low and the costs of processing Mini quotes and orders will necessarily cause the Exchange to either raise fees for everyone or only for participants trading Minis; too high and participants may be deterred from trading Minis, leaving the Exchange less able to recoup costs associated with development of the product, which is designed to offer investors a way to take less risk in high dollar securities. Given these realities, the Exchange believes that adopting fees for Minis that are in some cases lower than standard contracts, and in other cases the same as for standard contracts, is appropriate, not unreasonable, not unfairly discriminatory and not burdensome on competition between participants, or between the Exchange and other exchanges in the listed options market place.

In the case of most trade related charges, the Exchange has decided to offer lower per contract fees to participants as part of trying to strike the right balance between recovering costs associated with trading Minis and encouraging use of the new Mini option contracts, which are designed to allow investors to reduce risk in high dollar underlying securities.

The Exchange proposal to charge Customers $.00 per contract is reasonable, as Customers have long traded for free all options on the Exchange. The ability to trade for free attracts Customer order flow to the Exchange, which is beneficial to all other participants on the Exchange who generally seek to trade with Customer order flow. The proposed fee of $.00 per contract is the same fee charged to Customer orders in standard option contracts, which is an effective fee on the Exchange and has not been determined to be inequitable or unfairly discriminatory. Therefore, the proposed Customer pricing for Minis is equitable and not unfairly discriminatory. The Exchange feels that different rates for Customer transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers because Market Makers have obligations that are not required of Firms and Broker Dealers and because Market Makers have additional costs that are not applicable to Firms and Broker Dealers.

The Exchange proposal to exclude volumes attributable to Customer executions in Mini options from the Customer Electronic ADV Tiers and associated rebates paid to OFPs described in endnote 17 to the current Fee Schedule is reasonable, equitable and not unfairly discriminatory for the following reasons. First, as noted above, the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. Given the overall lower expected revenues from Mini options, it is reasonable to exempt Mini option volumes from qualifying for the OFP rebate paid on standard option contracts. It is also equitable, since paying the rebate on Mini option volumes would likely necessitate either reducing the rebates paid to OFPs for all activity, or raising other participant fees. It is not unfairly discriminatory, as it will apply equally to all Customer executions in Mini options, regardless of the market participant submitting the order.

The Exchange proposal to charge NYSE Amex Market Makers, including Specialists, e-Specialists, Non-DOMMs and DOMMs a flat rate of $.02 per contract, plus either $.02 (for Penny Pilot issues) or $.06 (for non-Penny Pilot issues) per contract in Marketing Charges when they trade contra to an electronic Customer order or and electronic Customer complex order, is reasonable. Generally, these fees range from slightly more than, to slightly less than, 10% of what the various NYSE Amex Options Market Maker participants pay today. Charging all types of NYSE Amex Options Market Makers the same fees to trade Minis is not unfairly discriminatory, as it applies to all of them equally. The fees are reasonable in light of the fact that the Minis do have a smaller exercise and assignment value, specifically 1/10th that of a standard contract, and, as such, levying fees that are approximately 10% of what an NYSE Amex Options Market Maker pays today is reasonable and equitable.[11] The Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. Considering the lower per contract fees that are proposed for NYSE Amex Options Market Makers, it is reasonable to exclude Mini option volumes from any part of the monthly NYSE Amex Options Market Maker fee cap of $350,000 as well as the 50,000 contract ADV threshold applicable to standard options. As this exclusion will apply to all Mini option volumes executed by all NYSE Amex Options Market Makers, it is also equitable and not unfairly discriminatory.

The Exchange feels that different rates for NYSE Amex Market Maker transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers because NYSE Amex Market Makers have obligations that are not required of Firms and Broker Dealers and because

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11 NYSE Amex Options Market Makers who are not capped pay between $.10 and $.20 per contract plus Marketing Charges of $.25 for Penny Pilot names and $.65 for Non-Penny Pilot names when they trade contra to electronic Customer orders and electronic Customer complex orders.

NYSE Amex Market Makers have additional costs that are not applicable to Firms and Broker Dealers. For example, NYSE Amex Options Market Makers are required to have trading permits in order to stream quotes. The number of permits is variable based on the number of options traded, and can cost as much as $26,000 per month to quote all issues on the Exchange as an NYSE Amex Options Market Maker. Conversely, Firms pay a monthly permit fee of $1,000 per month and broker dealers, Professional Customers and Non-NYSE Amex Options Market Makers typically access the facilities of the Exchange through either a Firm or Order Flow Provider who may or may not pass along the $1,000 per month permit fee cost. Consequently, when all fees are taken together, the difference charged to NYSE Amex Options Market Makers as compared to Professional Customers, broker dealers, Non-NYSE Amex Options Market Makers and Firms is reasonable, equitable and not unfairly discriminatory. The Exchange further notes that there are no limits on the number of NYSE Amex Options Market Makers that are permitted to quote in a given option and that any of the other participant types are free to apply to the Exchange to become a NYSE Amex Options Market Maker to avail themselves of the transaction charges applicable to NYSE Amex Options Market Makers presuming they are willing to accept the quoting obligations applicable to NYSE Amex Options Market Makers, which serve to foster price discovery and transparency.

The Exchange proposal to charge Firm proprietary trades $.09 per contract, charge Firm Facilitation trades $.00 and to exclude Mini options from the Firm monthly fee cap is reasonable, equitable and not unfairly discriminatory. First, the per contract charge is lower than what Firms pay for a standard contract in acknowledgement of the smaller exercise and assignment value. Although more than 10% of the rate paid by a Firm for a standard contract, this is warranted by the fact that the Exchange’s cost to process quotes, orders and trades in Minis is the same as for standard options. In this regard the proposal is reasonable and it is also equitable, as it allows the Exchange to offer this innovative product to investors without raising fees for other investors who may have no interest in trading Minis. Likewise, excluding Mini option volumes from the Firm monthly fee cap for manual trades is reasonable and equitable in light of the Exchange’s desire to fund the costs associated with Minis with revenues from only those participants who trade them. Offering a fee cap for a product with reduced fees might necessitate raising costs for other participants; therefore, the Exchange believes that the exclusion from the Firm monthly fee cap for manual trades is both reasonable and equitable. The per contract Mini pricing for all Firms is the same, the proposal is also not unfairly discriminatory. Finally, as noted earlier, the Exchange recognizes that Firms can be an important source of liquidity when they facilitate their own customer volumes. Firm Facilitation trades add transparency and promote price discovery to the benefit of all market participants. For these reasons, the proposal to bill Firm Facilitation trades in Minis at the rate of $.00 per contract is both reasonable and equitable. It is also not unfairly discriminatory as it applies equally to all Firms and their customers whose business is facilitated by the Firms.

The Exchange proposal to charge non-NYSE Amex Options Market Maker Mini trades $.09 per contract is reasonable, equitable and not unfairly discriminatory. First, the per contract charge is lower than what non-NYSE Amex Options Market Makers pay for a standard contract, in acknowledgement of the smaller exercise and assignment value. Although more than 10% of the rate paid by a non-NYSE Amex Options Market Maker for a standard contract, this is warranted by the fact that the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. In this regard, the proposal is reasonable and it is also equitable as it allows the Exchange to offer this innovative product to investors without raising fees for other investors who may have no interest in trading Minis. As the per contract Mini pricing for all non-NYSE Amex Options Market Makers is the same, the proposal is also not unfairly discriminatory.

The Exchange feels that different rates for non-NYSE Amex Options Market Maker transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers, including non-NYSE Amex Market Makers, because NYSE Amex Options Market Makers have obligations that are not required of Firms and Broker Dealers, including non-NYSE Amex Market Makers, and because NYSE Amex Market Makers have additional costs that are not applicable to Firms and Broker Dealers, including non-NYSE Amex Market Makers. For example, as noted earlier, NYSE Amex Options Market Makers are required to have trading permits in order to stream quotes. The number of permits is variable based on the number of options traded, and can cost as much as $26,000 per month to quote all issues on the Exchange as an NYSE Amex Options Market Maker. Conversely, Firms pay a monthly permit fee of $1,000 per month and broker dealers, Professional Customers and Non-NYSE Amex Options Market Makers typically access the facilities of the Exchange through either a Firm or Order Flow Provider who may or may not pass along the $1,000 per month permit fee cost. Consequently, when all fees are taken together, the difference charged to NYSE Amex Options Market Makers as compared to Professional Customers, broker dealers, Non-NYSE Amex Options Market Makers and Firms is reasonable, equitable and not unfairly discriminatory. The Exchange further notes that there are no limits on the number of NYSE Amex Options Market Makers that are permitted to quote in a given option and that any of the other participant types are free to apply to the Exchange to become a NYSE Amex Options Market Maker to avail themselves of the transaction charges applicable to NYSE Amex Options Market Makers presuming they are willing to accept the quoting obligations applicable to NYSE Amex Options Market Makers, which serve to foster price discovery and transparency.

The Exchange proposal to charge Professional Customer and Broker Dealer Mini trades $.09 per contract and exclude Mini option volumes from the Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as described in endnote 16 of the current Fee Schedule, is reasonable, equitable and not unfairly discriminatory. First, the per contract charge is lower than what Professional Customers and Broker Dealers pay for a standard contract, in acknowledgement of the smaller exercise and assignment value. Although more than 10% of the rate paid by a Professional Customer and Broker Dealers for a standard contract, this is warranted by the fact that the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. In this regard, the proposal is reasonable and it is also equitable as it allows the Exchange to offer this innovative product to investors without raising fees for other investors who may have no interest in trading Minis. As the per contract Mini pricing for all Professional Customer and Broker Dealers is the same, the proposal is also not unfairly discriminatory. The Exchange proposal to exclude volumes attributable to Professional Customer and Broker Dealer executions in Mini options from the Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as described in endnote 16 of the current Fee Schedule, is reasonable, equitable and not unfairly discriminatory for the following reasons. First, as noted above, the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options. Given the overall lower expected revenues from Mini options, it is reasonable to exempt Mini option volumes from Professional Customer and Broker Dealer Electronic ADV Tiers For Taking Liquidity, as the per contract charge for Minis is quite low to begin with – for example, the lowest fee charged to the highest volume Professional Customer and Broker Dealer is $.23 per contract, which is still more than double the proposed Mini pricing of $.09 per contract. It is also equitable since paying the rebate on Mini option volumes would likely necessitate either reducing the rebates paid to Professional Customers and Broker Dealers for standard option contracts volumes, or raising other participant fees. It is not unfairly discriminatory as it will apply equally to all Professional Customer and Broker Dealer executions in Mini options.

The Exchange feels that different rates for Professional Customer and Broker Dealer transaction fees as compared to other market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Professional Customers, Firms and Broker Dealers because NYSE Amex Market Makers have obligations that are not required of Professional Customer, Firms and Broker Dealers and because NYSE Amex Market Makers have additional costs that are not applicable to Professional Customers, Firms and Broker Dealers. For example, as noted earlier, NYSE Amex Options Market Makers are required to have trading permits in order to stream quotes. The number of permits is variable based on the number of options traded, and can cost as much as $26,000 per month to quote all issues on the Exchange as an NYSE Amex Options Market Maker. Conversely, Firms pay a monthly permit fee of $1,000 per month and broker dealers, Professional Customers and Non-NYSE Amex Options Market Makers typically access the facilities of the Exchange through either a Firm or Order Flow Provider who may or may not pass along the $1,000 per month permit fee cost. Consequently, when all fees are taken together, the difference charged to NYSE Amex Options Market Makers as compared to Professional Customers, broker dealers, Non-NYSE Amex Options Market Makers and Firms is reasonable, equitable and not unfairly discriminatory. The Exchange further notes that there are no limits on the number of NYSE Amex Options Market Makers that are permitted to quote in a given option and that any of the other participant types are free to apply to the Exchange to become a NYSE Amex Options Market Maker to avail themselves of the transaction charges applicable to NYSE Amex Options Market Makers presuming they are willing to accept the quoting obligations applicable to NYSE Amex Options Market Makers, which serve to foster price discovery and transparency.

The Exchange proposal for QCC pricing for Minis is to charge Customers $.00, as is the case with standard options, and all non-Customers will be charged $.10 per contract, as compared with $.20 per contract for standard options. The Exchange will also offer NYSE Amex Floor Brokers a rebate of $.02 per contract for all Mini options they execute as a QCC trade, as compared to $.07 per contract rebate for standard options. The Exchange believes that this pricing is reasonable, equitable and not unfairly discriminatory. First, the Exchange has always charged a premium for non-Customer participants for QCC trades in standard options due to the fact that qualifying QCC trades are executed immediately, upon entry, without exposure or any opportunity for other participants to participate on the trade. This pricing proposal preserves that premium and, as such, is reasonable. It is equitable since, as noted, the Exchange's cost to process quotes, orders and trades in Minis is the same as for standard options, so charging a relatively small premium for the opportunity to trade without exposure is warranted, given the Exchange's need to cover the costs of participants trading Minis so as to avoid sharing those costs with other participants who are not trading Minis. The proposal is also not unfairly discriminatory as it applies equally to all Customers. Likewise all non-Customers are treated the same under this proposal. The Floor Broker rebate of $.02 is reasonable and equitable as it is designed to allow Floor Brokers to compete for QCC volumes that might otherwise execute on an exchange that offers a front end order entry system, like ISE PrecISE Trade application[12] or CBOE's HyTS,[13] which would allow participants to potentially avoid paying a brokerage fee. The Floor Broker rebate is not unfairly discriminatory as it applies equally to all NYSE Amex Floor Brokers who execute Mini options as QCC trades.

The Exchange feels that different rates for QCC fees for different market participants is equitable and not unfairly discriminatory because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and is equitable and not unfairly discriminatory to Firms and Broker Dealers because

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12 See http://www.ise.com/WebForm/viewPage.aspx?categoryId=129.

13 See https://www.cboe.org/hybrid/HyTs.aspx.

Market Makers have obligations that are not required of Firms and Broker Dealers and because Market Makers have additional costs that are not applicable to Firms and Broker Dealers. The Exchange notes that QCC pricing for standard options is $.20 for non-Customers and $.00 for Customers. Such differential has been shown by virtue of its effectiveness for many months with respect to standard options contracts, to be reasonable, equitable and not unfairly discriminatory; therefore the Exchange believes that the proposed Mini QCC pricing of $.10 for non-Customers and $.00 for Customers is reasonable, equitable and not unfairly discriminatory as well.

The Exchange proposal to treat Mini options the same as standard options for purposes of the Routing Surcharge is reasonable, equitable and not unfairly discriminatory for the following reasons. Presently, the Exchange charges a Routing Surcharge of $.11 per contract plus a pass through of the fees associated with the execution of the routed order on the other exchanges. The $.11 is designed to recover the Exchange's costs in routing orders to the other exchanges. Those costs include clearance charges imposed by The OCC and per contract routing fees charged by the broker dealers who charge the Exchange for the use of their systems to route orders to other exchanges. The Exchange has spoken with both The OCC and the broker dealers, who have informed the Exchange that their charges applicable to Mini options will be the same as for standard option contracts, as their cost to process a contract (i.e., routing or clearing) is the same irrespective of the exercise and assignment value of the contract. As such, the Exchange intends to charge the same Routing Surcharge for Mini options as it presently does for standard options, as described in endnote 7 of the current Fee Schedule. The Exchange notes that participants can avoid the Routing Surcharge in several ways. First they can simply route to the exchange with the best priced interest. The Exchange, in recognition of the fact that markets can move while orders are in flight, also offers participants the ability to utilize order types that do not route to other exchanges. Specifically, the PNP order modifier is one such order that would never route to another exchange. In addition, there are others, such as PNP Blind and PNP Plus,[14] which also would never route to another exchange. Given this ability to avoid the Routing Surcharge, coupled with the fixed third party costs associated with routing, the Exchange feels it is reasonable and equitable to charge the same Routing Surcharge for Mini options that is charged for standard option contracts. Since the Routing Surcharge will apply to all participants in Minis as it is applied for standard options, and because such surcharge has not previously been found to be unreasonable, inequitable or unfairly discriminatory, the Exchange believes it is the case for Minis as well.

The Exchange is proposing to exclude Mini option volumes from being eligible for the Limit Of Fees On Options Strategy Executions. Presently the Exchange has a $750 cap on transaction fees for Strategy Executions involving reversals and

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[14] See Rule 900.3NY(p), Rule 900.3NY(w), and Rule 900.3NY(x).

conversions, box spreads, short stock interest spreads, merger spreads and jelly rolls. The fees for these Strategy Executions are further capped at $25,000 per month per initiating firm. The Exchange will NOT include Mini option transactions as being eligible for any part of these per trade or per month Strategy Execution caps. As noted earlier, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options. Given that the per contract transaction fees for Minis are already substantially lower than the per contract fees for standard options, inclusion of Mini options in these fee caps is not warranted, and is reasonable and equitable. Further, it is not unfairly discriminatory as the exclusion on Mini volumes from the cap on fees for Strategy Executions applies equally to all participants on the Exchange.

Excessive Bandwidth Utilization Fees

The Exchange proposes to treat Mini options the same as standard options for purposes of the Excessive Bandwidth Utilization Fees, which include the Order To Trade Ratio Fee, the Messages to Contracts Traded Ratio Fee and the Cancellation Fees. As noted, the cost to the Exchange to process quotes, orders and trades in Minis is the same as for standard options and, as such, treating Minis the same as standard option contracts for the purposes of calculating any of the Excessive Bandwidth Utilization Fees is reasonable and equitable. It is also not unfairly discriminatory, as such treatment will apply to all participants equally.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change designed to provide greater specificity and precision within the Fee Schedule with respect to the fees that will be applicable to Minis when they begin trading on the Exchange on March 18, 2013.

The Exchange believes that adopting fees for Minis that are in some cases lower than for standard contracts, but in other cases the same as for standard contracts, strikes the appropriate balance between fees applicable to standard contracts versus fees applicable to Minis, and will not impose a burden on competition among various market participants on the Exchange, or between the Exchange and other exchanges in the listed options market place, not necessary or appropriate in furtherance of the purposes of the Act.

The Exchange feels that different rates for different market participants will not impose a burden on competition because non-Customers wish to have Customer orders attracted to the Exchange by having lower fees, and will not impose a burden on competition to Firms and Broker Dealers because Market Makers have obligations that are not required of Firms and Broker Dealers and because Market Makers have additional costs that are not applicable to Firms and Broker Dealers. Further the Exchange notes that for standard options a greater difference in fees for various participants already exists than that which is being proposed for Minis. For example, Customers already trade for free whereas a Non-Directed NYSE Amex Options Market Maker who trades with a Customer electronically in a non-Penny name can pay as much as $.85 per contract ($.20 per contract in Exchange transaction charges and $.65 per contract in marketing charges). Similarly, Non-NYSE Amex Options Market Makers pay $.43 per contract when they transact electronically as opposed to Customers, who as noted already trade for $.00 per contract in standard options. For Minis, the greatest differential being proposed is $.09 per contract. Firms, broker dealers, Professional Customers and Non-NYSE Amex Options Market Makers will pay $.09 per contract versus $.00 per contract for Customers. This differential is de minimis as compared to the differential for standard options.

The Exchange notes that the difference in fees for various participants in standard options has not proven to be a burden on competition. Therefore, the fee differential for Minis, being quite a bit smaller, should not prove to be a burden on competition at all. In this regard, as Minis are a new product being introduced into the listed options marketplace, the Exchange is unable at this time to absolutely determine the impact that the fees and rebates proposed herein will have on trading in Minis. That said, however, the Exchange believes that the rates proposed for Minis, would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Finally, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues. In such an environment, the Exchange must continually review, and consider adjusting, its fees and credits to remain competitive with other exchanges. For the reasons described above, the Exchange believes that the proposed rule change reflects this competitive environment.

5. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

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

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)(ii) of the Act[15] because it establishes a due, fee, or other charge

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

imposed by the Exchange. At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Act to determine whether the proposed rule change should be approved or disapproved.[16]

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Amendment to the Exchange's Fee Schedule

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[16] 15 U.S.C. 78s(b)(2)(B).

EXHIBIT 5

Additions underscored
Deletions [bracketed]

NYSE AMEX OPTIONS FEE SCHEDULE*

*NYSE Amex Options is the options trading facility of NYSE MKT LLC

Last Updated: [January 2] March 18, 2013

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Premium Product Issues List - Monthly NYSE Amex Options Market Maker Participation Fee SPY, AAPL, IWM, QQQ, BAC, EEM, GLD, JPM, XLF, VXX	$1,000 per month per Premium Product traded – including mini-options, capped at $7,000 per month per NYSE Amex Options Market Maker, except that a Floor Market Maker that qualifies for the Floor Market Maker ATP Fee shall not be required to pay such Participation Fee

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REGULATORY FEES

Options Regulatory Fee*	[$0.004 per contract (]$0.005 per contract [effective December 1, 2012)]

* The Options Regulatory Fee will be assessed on each ATP Holder for all options transactions, including mini-options, executed or cleared by the ATP Holder that are cleared by The Options Clearing Corporation ("OCC") in the customer range regardless of the exchange on which the transaction occurs. The fee is collected indirectly from ATP Holders through their clearing firms by OCC on behalf of NYSE Amex. Effective December 1, 2012, an ATP Holder shall not be assessed the fee until it has satisfied applicable technological requirements necessary to commence operations on NYSE Amex.

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NYSE AMEX OPTIONS: TRADE-RELATED CHARGES FOR STANDARD OPTIONS

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NYSE AMEX OPTIONS: TRADE-RELATED CHARGES FOR MINI OPTIONS

	Electronic Executions		Manual Executions		Electronic Complex Order Executions		QCC Executions	
	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge	Fee/ Rebate	Marketing Charge
Customer[17]	$0.00	N/A	$0.00	N/A	$0.00	N/A	$0.00	N/A
NYSE Amex Options Market Maker [9, 10]	$0.02	$.02 Penny/ $.06 Non Penny	$0.02	N/A	$0.02	$.02 Penny/ $.06 Non Penny	$0.10	N/A
Firm [6]	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Non-NYSE Amex Options Market Maker	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Broker Dealer	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
Professional Customer	$0.09	N/A	$0.09	N/A	$0.09	N/A	$0.10	N/A
NYSE Amex Options Floor Broker [15]	N/A	N/A	N/A	N/A	N/A	N/A	($0.02)	N/A

ROUTING SURCHARGE	$0.11 per contract plus pass-through fees[7] (applies to both Mini and standard option contracts)
LIMIT OF FEES ON OPTIONS STRATEGY EXECUTIONS	$750 cap on transaction fees for Strategy Executions involving (a) reversals and conversions, (b) box spreads, (c) short stock interest spreads, (d) merger spreads, and (e) jelly rolls.[8] The cap applies to all Strategy Executions executed in standard option contracts on the same trading day in the

	same option class. Mini option contracts are excluded from the Limit of Fees on Strategy Executions. Transaction fees for Strategy Executions are further capped at $25,000 per month per initiating firm. All Royalty fees associated with Strategy Executions on Index and Exchange Traded Funds will be passed through to trading participants on the Strategy Executions on a pro-rata basis. These Royalty fees will not be included in the calculation of the $750 per trade cap or the $25,000 per month strategy fee cap. Manual Broker Dealer and Firm Proprietary Strategy trades that do not reach the $750 cap will be billed at $0.25 per contract. FLEX Option trades are not eligible for strategy treatment. Any qualifying Strategy Execution executed as a Qualified Contingent Cross order will not be eligible for this fee cap.

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[1] Base rate on rights fee will be allocated to Specialists, e-Specialists and DOMM's based on their prorated share of contract volume on the Exchange in each issue. This fee is in addition to the Market Maker Fee and will be billed on a per issue basis to the ATP Firm acting as Specialist, e-Specialist, or Directed Market Maker in the issue. Average National Daily Customer Contracts Per Issue is calculated based on public customer contracts traded using a rolling three month basis with a one month lag. Professional Customer orders will be treated as Customer orders for purposes of this calculation. Where the Specialist, the e-Specialist, or DOMMs transact zero volume in a month, the Exchange splits the Rights Fee equally among the Specialist and e-Specialist, such that each Specialist and e-Specialist participant is liable for 50% of the Rights Fee. In the event that there is only a Specialist or e-Specialist and there are no DOMM volumes, then that sole Specialist or e-Specialist incurs 100% of the Rights Fee applicable to the option issue. In calculating the Rights Fee, each Mini contract traded will count the same as one standard contract that has traded.

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[5] Specialist, eSpecialist, and Market Maker (both Directed and non-Directed) fees will be aggregated and capped at $350,000 per month plus an incremental service fee of $.01 per contract for all Specialist, eSpecialist and Market Maker volume executed in excess of 3,500,000 contracts per month, except for the execution of a QCC order against a non-Customer, in which case the incremental service fee is $.05, or the execution of either a QCC order against a Customer or the execution of an Electronic Complex Order, in which case the incremental service fee is $.10. Any fees or volume associated with a Strategy Trade (reversals and conversions, box spreads, short stock interest spreads, merger spreads, and jelly rolls) and Mini option volumes will not be counted towards either the $350,000 cap, or the volume threshold of 3,500,000 contracts. Royalty Fees will continue to be charged and do not count toward the $350,000 fee cap. Specialist, eSpecialist, and Market Maker (both Directed and non-Directed) participants that execute 50,000 or more contracts ADV each day during the month, excluding Mini option volume, will be eligible for the lower per contract rate described in the fee schedule under the section on "NYSE Amex Options: Trade-Related Charges." In calculating this threshold of 50,000 or more contracts, the Exchange will exclude both Strategy Trades and QCC trades. Mini option contracts are subject to separate pricing and are not eligible for inclusion in the $350,000 per month fee cap described above.

[6] Firm Proprietary manual trades are those trades executed in open outcry on behalf of an ATP holder that clear in the firm range. The firm facilitation rate applies to trades that clear in the firm range (clearance account "F") and customer on the contra (clearance account "C") with the same clearing firm symbol on both sides of the trade. Fees for Firm Proprietary manual trades will be aggregated and capped at $100,000 per month for member firms plus an incremental service fee of $.01 per contract for all Firm Proprietary manual trading volume in excess of the cap, except for the execution of a QCC order against a non-Customer, in which case the incremental service fee is $.05, and the execution of a QCC order against a Customer, in which case the incremental service fee is $.10. Any fee or volume associated with a Strategy Execution (reversal and conversion, box spread, short stock interest spread, merger spread and jelly roll) will not be counted toward the $100,000 cap. Royalty fees will continue to be charged at the rate provided herein and do not count toward the $100,000 fee cap. Firm Facilitation trades will continue to be executed at the rate of $0.00 per contract regardless of whether a firm has reached the $100,000 cap or not, except for QCC volume in excess of the cap as noted above. Mini option contracts are subject to separate pricing and are not eligible for inclusion in the $100,000 per month fee cap described above. Firm Facilitation trades in Mini option contracts, however, will continue to be executed at the Firm Facilitation rate of $0.00 per contract.

[7] Assessed on all non-customer orders, for both Mini and standard option contracts, routed to away markets and on Customer orders, for both Mini and standard option contracts, including Professional Customer orders, for both Mini and standard option contracts, that are charged transaction fees at another exchange. If the executing exchange does not charge a transaction fee for the execution of the Customer order, the Routing Surcharge will be waived. The Routing Surcharge will be made up of (i) $0.11 per contract and (ii) all actual charges assessed by the away exchange(s) (calculated on an order-by-order basis since different away exchanges charge different amounts). The Routing Surcharge is in addition to NYSE Amex’s customary execution fees applicable to the order.

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[9] Marketing charges are collected on electronic public customer orders, for both Mini and standard option contracts, from market makers who trade with that order. Broker Dealer and Professional Customer electronic orders that trade contra to a market maker will not result in the collection of marketing charges. Executed QCC orders will not result in the collection of marketing charges.

[10] This footnote applies only to marketing charges. The pool of monies resulting from the collection of marketing charges on electronic non-Directed Order flow, for both Mini and standard option contracts, will be controlled by the Specialist or the e-Specialist with superior volume performance over the previous quarter, unless otherwise designated, as described below, for distribution by the Exchange at the direction of such Specialist or e-Specialist to eligible payment accepting firms. In making this determination the Exchange will, on a class by class basis, evaluate Specialist and e-Specialist performance based on the number of electronic contracts executed at NYSE Amex per class. The Specialist/e-Specialist with the best volume performance will control the pool of marketing charges collected on electronic non-Directed Order flow for these issues for the following quarter. The pool of monies resulting from collection of marketing charges on electronic Directed Order flow, for both Mini and standard option contracts, will be controlled by the NYSE Amex Options Market Maker to which the order was directed and distributed by the Exchange at the direction of such NYSE Amex Options Market Maker to payment accepting firms. An ATP Holder that submits an electronic non-Directed Order, for both Mini and standard option contracts, to the Exchange may designate an NYSE Amex Options Market Maker to control the pool of monies resulting from the collection of marketing charges, which shall be distributed by the Exchange at the direction of such NYSE Amex Options Market Maker to payment accepting firms. If an ATP Holder submits an electronic non-Directed Order, for both Mini and standard option contracts, to the Exchange without designating an NYSE Amex

Options Market Maker, the pool of monies resulting from the collection of such marketing charges will be controlled by the Specialist or the e-Specialist in the manner described above.

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[12] The Order to Trade Ratio Fee is calculated on a monthly basis. Orders, for both Mini and standard option contracts, that improve the Exchange's prevailing best bid-offer (BBO) market at the time the orders are received will not be included in the order to execution ratio. For purposes of the Messages to Contracts Traded Ratio Fee, a "message" is defined as a quote and/or an order, for both Mini and standard option contracts. In calculating the Messages to Contracts Traded Ratio Fee, the Exchange will aggregate routing and market making activity in the case of an ATP Firm that has both a routing and a market making arm affiliated with its operation and will apply a 70% common ownership test to determine if such an affiliation exists. The Order to Trade Ratio Fee and the Messages to Contracts Traded Ratio Fee are referred to collectively as the Excessive Bandwidth Utilization Fees. In the event that an ATP Firm is liable for either or both of the Excessive Bandwidth Utilization Fees and/or for charges pursuant to the Cancellation Fee in a given month, that firm would only be charged the largest one of those three fees for the month. The Exchange may exclude one or more days of data for purposes of calculating the Excessive Bandwidth Utilization Fees or Cancellation Fee for an ATP Firm if the Exchange determines, in its sole discretion, that one or more ATP Firms or the Exchange was experiencing a bona fide systems problem.

[13] A fee of $1.50 will be assessed to an executing clearing member for each cancelled public customer order, for both Mini and standard option contracts, (origin code "C") in excess of the number of public customer orders, for both Mini and standard option contracts, that the executing clearing member executes in a month for itself or for a correspondent firm. All public customer options orders, for both Mini and standard option contracts, from the same executing clearing member for itself or for such correspondent firm executed in the same series on the same side of the market at the same price within a 300 second period will be aggregated and counted as one executed order for purposes of this fee. This fee shall not apply: (i) if an executing clearing member cancels less than 500 public customer orders, for both Mini and standard option contracts, in a month for itself or for a correspondent firm; and (ii) to cancelled orders, for both Mini and standard option contracts, that improve the Exchange's prevailing bid-offer (BBO) market at the time the orders are received. This fee does not apply to Professional Customer orders.

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[15] QCC executions, for both Mini and standard option contracts, in which a Customer is on both sides of the QCC trade (for example, Customer buying 1,000 ABC Dec 40 Calls trades with Customer selling 1,000 ABC Dec 40 Calls at $2.00 executed pursuant to QCC) will not be eligible for the Floor Broker Rebate.

[16] Professional Customers and Broker Dealers will be entitled to trade at lower per contract rates for all their electronic executions, excluding Mini options contracts, if they meet the specified range of average daily volume during the month when they take liquidity. A Professional Customer or Broker Dealer will be treated as a "taker" of liquidity any time they send a marketable order, excluding Mini options contracts, to the Exchange and it immediately trades against a posted bid or offer in the Exchange's Consolidated Order Book. When a Professional Customer or Broker Dealer is resting a bid or offer in the Exchange's Consolidated Order Book, it will be treated as a "maker" of liquidity and any volumes, excluding Mini options contracts, arising from making liquidity will not count towards the volume tier for the month. Volumes, excluding Mini options contracts, arising from making liquidity will be eligible for the lower per contract rate(s) if sufficient taking liquidity average daily volume is executed. Average daily volume will be

calculated by using the total of taking liquidity volume, excluding Mini options contracts, divided by the number of days in the month when the Exchange was open for business. Volumes, excluding Mini options contracts, arising from the execution of either Complex Orders or QCC orders will not count towards the calculation of average daily volume for purposes of the volume tiers. Complex Order volumes from electronic executions will be eligible for the reduced rates that a participant may achieve based on their take volumes. QCC orders, excluding Mini options contracts, will continue to be billed at the $.20 per contract rate applicable to Non-Customers. QCC orders for Mini options contracts will be billed at the rate of $.10 per contract.

[17] To be eligible, an OFP must meet the following minimum criteria. First, an OFP must execute an ADV of at least 120,000 Customer electronic equity and ETF option contracts, excluding Mini options contracts. Volume from executions of QCC Orders, Strategy Executions, Mini options contracts and orders that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in Rule 991NY ("routed orders" for purposes of this rebate) shall not count toward either the 120,000 Customer electronic equity and ETF option ADV minimum or any of the Customer electronic equity and ETF option ADV Tiers. Volume from executions of Customer Electronic Complex Orders shall not count toward the 120,000 Customer electronic equity and ETF option ADV minimum, but shall count toward any of the Customer electronic equity and ETF option ADV Tiers. Volume attributable to the execution of QCC Orders, Strategy Executions, Customer Electronic Complex Orders, Mini options contracts or routed orders shall not receive a rebate. Second, an OFP must execute an ADV of at least 200,000 Customer electronic equity and ETF option contracts, excluding Mini options contracts, that specifically result from posting orders to the Exchange's Consolidated Order Book. In calculating the 200,000 Customer electronic equity and ETF option ADV posting requirement, the Exchange shall exclude volume attributable to QCC Orders, Strategy Executions, Electronic Customer Complex Orders, Mini options contracts and routed orders. Total Industry Customer equity and ETF option average daily volume includes OCC calculated Customer volume of all types, including Complex Order Transactions, QCC transactions, and mini options transactions, in equity and ETF options.

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