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SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-74719; File No. SR-C2-2015-008)

April 13, 2015

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Change the Close of Trading Hours on the Last Day of Trading in Expiring Quarterly Index Expirations

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that, on April 9, 2015 C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend C2 Rule 6.1 (Days and Hours of Business) to change the close of trading hours from 3:15 p.m. (Chicago time) to 3:00 p.m. (Chicago time) on the last day of trading in expiring Quarterly Index Expirations (“QIXs”). The text of the proposed rule change is available on the Exchange’s website (<http://www.c2exchange.com/Legal/>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

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

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

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

1. Purpose

This filing is based on existing Chicago Board Options Exchange, Incorporated ("CBOE") Rule 24.6.01.⁵

The majority of C2's Rules are the same as CBOE's Rules and were adopted as part of the Securities and Exchange Commission's ("SEC" or "Commission") order approving C2's application for registration as a national securities exchange.⁶ CBOE Rule 24.9(c) permits

⁵ CBOE Rule 24.6.01 provides, "On the last trading day, transactions in expiring Quarterly Index Expirations (QIXs) may be effected on the Exchange during Extended Trading Hours and during the Regular Trading Hours of 8:30 a.m. (Chicago time) to 3:00 pm (Chicago time). This Interpretation and Policy .01 applies to all outstanding expiring QIXs that expire at the end of the second calendar quarter in 2009 and thereafter." See also Securities Exchange Act Release Nos.[sic] 59676 (April 1, 2009), 74 FR 16018 (April 8, 2009) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Change the Close of Trading Hours on the Last Day of Trading in Expiring Quarterly Index Expirations) (SR-CBOE-2009-020).

⁶ See Securities Exchange Act Release No. 61152 (December 10, 2009), 74 FR 66699, 66709-10 (December 16, 2009) (In the Matter of the Application of C2 Options Exchange, Incorporated for Registration as a National Securities Exchange Findings, Opinion, and Order of the Commission (File No. 10-191). In the Order, the Commission granted C2's request for exemption, pursuant to Section 36 of the Securities Exchange Act of 1934 (the "Act"), from the rule filing requirements of Section 19(b) of the Act with respect to the rules that C2 proposed to incorporate by reference. The exemption was conditioned upon C2 providing written notice to its members whenever CBOE

CBOE to list QIXs, which are cash-settled options on certain specified broad-based indices that expire on the first business day of the month following the end of a calendar quarter. QIXs trade simultaneously with, not independent of, standard options on the same underlying index. QIXs are subject to the same rules that currently govern the trading of standard index options, including sales practice rules, margin requirements, and floor trading proceedings. Contract terms for QIXs are similar to traditional index options, with one general exception: the exercise settlement value is based on the index value derived from the closing prices of component stocks. In addition, the contract multiplier for QIXs may be set at 500 rather than the customary 100. Positions in QIXs are aggregated with option contracts on the same broad-based index and are subject to the applicable overall position limit.

C2 Chapter 24 provides, in relevant part, “[t]he rules contained in CBOE Chapter XXIV, as such rules may be in effect from time to time, shall apply to C2 and are hereby incorporated into this Chapter.” Accordingly, C2 may list QIXs. However, C2 Chapter 24, in relevant part, expressly provides that certain Rules from CBOE Chapter XXIV shall not apply to C2, including CBOE Rule 24.6 (Days and Hours of Business). CBOE Rule 24.6 has a provision that permits the Exchange to close trading in expiring QIXs at 3:00 p.m. (Chicago time), which C2 now proposes to add as new Interpretation and Policy .03 to C2 Rule 6.1.

In support of this rule change, C2 states that generally, QIXs are priced in the market based on corresponding futures values. On the last day of trading, the closing prices of the component stocks (which are used to derive the exercise settlement value) are known at 3 p.m.

proposes to change a rule that C2 has incorporated by reference. In the Order, the Commission stated its belief that “this exemption is appropriate in the public interest and consistent with the protection of investors because it will promote more efficient use of Commission and SRO resources by avoiding duplicative rule filings based on simultaneous changes to identical rules sought by more than one SRO.”

(Chicago time) (or soon after) when the equity markets close. Despite the fact that the exercise settlement value is fixed after 3 p.m. (Chicago time), trading in expiring QIXs continues, however, for an additional fifteen minutes until 3:15 p.m. (Chicago time) and are not priced on corresponding futures values, but rather the known cash value. At the same time, the prices of non-expiring QIX series continue to move and be priced in response to changes in corresponding futures prices.

Because of the potential pricing divergence that could occur between 3:00 and 3:15 pm on the final trading day in expiring QIXs (e.g., switch from pricing off of futures to cash), the Exchange believes that, in order to mitigate potential investor confusion, it is appropriate to stop trading expiring QIX contracts at 3 p.m. (Chicago time) on the last day of trading. C2 notes that, as of the date of this filing, there are no outstanding QIXs currently listed for trading on C2.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act⁷ and the rules and regulations thereunder and, in particular, the requirements of Section 6(b) of the Act.⁸ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁹ requirements that the rules of an exchange be designed to promote just and equitable principles of trade, to prevent fraudulent and manipulative acts, to remove impediments to and to perfect the mechanism for a free and open market and a national market system, and, in general, to protect investors and the public interest. Preventing continued trading in a product after the exercise settlement value has been fixed eliminates potential confusion and thereby protects investors and the public interest.

⁷ 15 U.S.C. 78s(b)(1).

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

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

This proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. In this regard and as indicated above, the Exchange notes that the rule change is based on existing CBOE Rules. Closing expiring QIXs listed on C2 at 3:00 p.m. (Chicago time) on their last trading day will align this practice with the existing practice on CBOE.

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

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

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

Because the foregoing proposed rule change does not:

A. significantly affect the protection of investors or the public interest;

B. impose any significant burden on competition; and

C. become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁰ and Rule 19b-4(f)(6)¹¹ thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(6).

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-C2-2015-008 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-C2-2015-008. 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 (<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 Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. 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-C2-2015-008 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.¹²

Brent J. Fields
Secretary

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¹² 17 CFR 200.30-3(a)(12).