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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-87646; File No. SR-C2-2019-025]

Self-Regulatory Organizations; Cboe C2 Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Updating Various C2 Rules and Chapters to Reflect Changes to the Cboe Options Rulebook

December 2, 2019

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on November 20, 2019, Cboe C2 Exchange, Inc. (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the 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

Cboe C2 Exchange, Inc. (the “Exchange” or “C2”) proposes to update various C2 Rules and Chapters to reflect changes to the Cboe Options rulebook that became effective upon the October 7, 2019 migration of the Cboe Options’ trading platform to the same system used by the Cboe Affiliated Exchanges (as defined below), including C2. The text of the proposed rule change is provided in Exhibit 5.

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).

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

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

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

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

1. Purpose

In 2016, the Exchange's parent company, Cboe Global Markets, Inc. (formerly named CBOE Holdings, Inc.) ("Cboe Global"), which is also the parent company of Cboe C2 Exchange, Inc. ("C2"), acquired Cboe EDGA Exchange, Inc. ("EDGA"), Cboe EDGX Exchange, Inc. ("EDGX" or "EDGX Options"), Cboe BZX Exchange, Inc. ("BZX" or "BZX Options"), and Cboe BYX Exchange, Inc. ("BYX" and, together with Cboe Options, C2, EDGX, EDGA, and BZX, the "Cboe Affiliated Exchanges"). On October 7, 2019, Cboe Options migrated its trading platform to the same system used by the Cboe Affiliated Exchanges. In connection with this technology migration, Cboe Options updated and reorganized its rulebook, which became effective upon the technology migration.

The Exchange now proposes to reorganize various Chapters in its Rulebook that incorporate Cboe Options chapters by reference in order to correspond to the post-migration structure of the Cboe Options rulebook. The proposed rule change also updates cross-

references to Cboe Options rules and chapters that have been relocated in the Cboe Options post-migration rulebook. It also proposes to delete certain Chapters that incorporate by reference Cboe Option's chapters that are no longer holistically in the Cboe Options rulebook as a result of the reorganization of the rules under such chapters to various other Cboe Options rules and chapters. The proposed rule change moves and, where applicable, removes the rules as follows:

Proposed Chapter	Current Rule/Chapter
Chapter 3, Section B TPH Registration⁵ Incorporates by reference certain Cboe Options rules under Cboe Options Chapter 3, Section B (rules formerly under Cboe Options Chapter 9).⁶ Rule 3.30	Chapter 9 Doing Business with the Public Incorporates by reference certain rules under former Cboe Options Chapter 9 (former Cboe Options Rules 9.1, 9.2, 9.3, 9.3A, 9.4, 9.5, 9.6). Rule 3.4
Chapter 4, Section A Equity and ETP Options Incorporates by reference Cboe Options Chapter 4, Section A (former Cboe Options Chapter 5);⁷ and Chapter 4, Section B Index Options Incorporates by reference Cboe Options Chapter 4, Section B (rules regarding index options	Chapter 5 Securities Dealt In Incorporates by reference former Cboe Options Chapter 5; and Chapter 24 Index Options Incorporates by reference former Cboe Options Chapter 24 (except for former Rules 24.6, 24.7, 24.13, 24.15, 24.19, 24.20, and

⁵ The proposed rule change also adds a Section A (TPH Qualifications) heading to C2 Rules currently in Chapter 3, which is consistent with the section structure in Cboe Options Chapter 3.

⁶ The filing to reorganize Cboe Options Chapter 9 and move rules to Cboe Options Chapter 3, Section B did not make any substantive changes to the rules. See Securities and Exchange Act Release No. 87229 (October 4, 2019), 84 FR 54704 (October 10, 2019) (SR-CBOE-2019-088).

⁷ The filing to relocate former Cboe Options Chapter 5 to Cboe Options Chapter 4, Section A did not make any substantive changes to the rules. See Securities and Exchange Act Release No. 87272 (October 10, 2019) (SR-CBOE-2019-090).

listing under former Cboe Options Chapter 24). ⁸	24.21).
Chapter 5 Business Conduct⁹ Incorporates by reference Cboe Options Chapter 8 (comprised of former Cboe Options Chapter 4, as well as rules regarding position limits and exercise limits for index options under former Cboe Chapter 24). ¹⁰	Chapter 4 Business Conduct Incorporates by reference former Cboe Options Chapter 4; and Chapter 24 Index Options Incorporates by reference former Cboe Options Chapter 24.
Chapter 6, Section F Exercises and Deliveries Incorporates by reference Cboe Options Chapter 6, Section B (former Cboe Options Chapter 11, as well as former Cboe Options Rule 24.18).	Chapter 11 Exercises and Deliveries Incorporates by reference former Cboe Options Chapter 11 Chapter 24 Index Options Incorporates by reference former Cboe Options Chapter 24.
Chapter 7, Section A General Incorporates by reference Cboe Options Chapter 7, Section A (former Cboe Options Chapter 15); and Chapter 7, Section B Consolidated Audit Trail (CAT) Incorporates by reference Cboe Options Chapter 7, Section B (which was former Cboe Options	Chapter 15 Records, Reports, and Audits Incorporates by reference former Cboe Options Chapter 15. Chapter 6, Section F Consolidated Audit Trail (CAT) Incorporates by reference former Cboe Options Chapter 6, Section F.

⁸ The filing to relocate rules regarding the listing of index options under former Cboe Options Chapter 24 to Cboe Options Chapter 4, Section B did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87337 (October 17, 2019), 84 FR 56879 (October 23, 2019) (SR-CBOE-2019-092).

⁹ The Exchange notes that proposed C2 Chapter 5 incorporates by reference Cboe Options Chapter 8, as current C2 Chapter 8 is already comprised of C2 Market-Maker Rules.

¹⁰ The filing to relocate former Cboe Options Chapter 4, as well as rules regarding position limits and exercise limits for index options under former Cboe Chapter 24, to Cboe Options Chapter 8 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87224 (October 4, 2019), 84 FR 54652 (October 10, 2019) (SR-CBOE-2019-081).

Chapter 6, Section F (Consolidated Audit Trail (CAT)). ¹¹	
Chapter 9 Doing Business with the Public Removes Rule 3.19, which is identical to Cboe Options Rule 9.20, and incorporates by reference Cboe Options Rule 9.20 (which becomes incorporated by reference under the umbrella of the overall incorporation by reference of Cboe Options Chapter 9). ¹²	Chapter 9 Doing Business with the Public Incorporates by reference certain rules under Cboe Options Chapter 9 (Rules 9.7 through 9.25).
Chapter 10 Margin Requirements Incorporates by reference Cboe Options Chapter 10 (former Cboe Options Chapter 12). ¹³	Chapter 12 Margins Incorporates by reference former Cboe Options Chapter 12.
Chapter 11 Net Capital Requirements Incorporates by reference Cboe Options Chapter 11 (former Cboe Options Chapter 13). ¹⁴	Chapter 13 Net Capital Requirements Incorporates by reference former Cboe Options Chapter 13.
Chapter 12 Summary Suspension Incorporates by reference Cboe Options Chapter 12 (former Cboe Options Chapter 16), and as a result deletes current C2 Chapter 16. ¹⁵	Chapter 16 Summary Suspension Incorporates by reference former Cboe Options Chapter 16.

¹¹ The filing to relocate former Cboe Options Chapter 15, as well as former Cboe Options Chapter 6, Section F, to Cboe Options Chapter 7, Sections A and B, did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87216 (October 3, 2019), 84 FR 54231 (October 9, 2019) (SR-CBOE-2019-073).

¹² See supra note 5.

¹³ The filing to relocate former Cboe Options Chapter 12 to Cboe Options Chapter 10 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87189 (October 1, 2019), 84 FR 53520 (October 7, 2019) (SR-CBOE-2019-069).

¹⁴ The filing to relocate former Cboe Options Chapter 13 to Cboe Options Chapter 11 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87188 (October 1, 2019), 84 FR 53480 (October 7, 2019) (SR-CBOE-2019-066).

¹⁵ The filing to relocate former Cboe Options Chapter 16 to Cboe Options Chapter 12 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87227 (October 4, 2019), 84 FR 54700 (October 10, 2019) (SR-

Chapter 13 Discipline Incorporates by reference Cboe Options Chapter 13 (former Cboe Options Chapter 17), and as a result deletes current C2 Chapter 17. ¹⁶	Chapter 17 Discipline Incorporates by reference former Cboe Options Chapter 17.
Chapter 14 Arbitration Incorporates by reference Cboe Options Chapter 14 (former Cboe Options Chapter 18), and as a result deletes current C2 Chapter 18. ¹⁷	Chapter 18 Arbitration Incorporates by reference former Cboe Options Chapter 18.
Chapter 15 Hearings and Review Incorporates by reference Cboe Options Chapter 15 (former Cboe Options Chapter 19), and as a result deletes current C2 Chapter 19. ¹⁸	Chapter 19 Hearings and Review Incorporates by reference former Cboe Options Chapter 19.
<i>To be deleted</i>	Chapter 10 Closing Transactions
<i>To be deleted</i>	Chapter 24 Index Options

The majority of the proposed changes are of a non-substantive nature and will not amend the relocated rules other than to update their Chapter numbers, make cross-reference changes, update or remove references to certain terms that have been updated or removed within the Cboe Options rules (e.g. “Department of Compliance”, “Department of Financial

CBOE-2019-067).

¹⁶ The filing to relocate former Cboe Options Chapter 17 to Cboe Options Chapter 13 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87210 (October 3, 2019), 84 FR 54190 (October 9, 2019) (SR-CBOE-2019-068).

¹⁷ The filing to relocate former Cboe Options Chapter 18 to Cboe Options Chapter 14 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87183 (October 1, 2019), 84 FR 53548 (October 7, 2019) (SR-CBOE-2019-065).

¹⁸ The filing to relocate former Cboe Options Chapter 19 to Cboe Options Chapter 15 did not make any substantive changes to the rules. See Securities Exchange Act Release No. 87187 (October 1, 2019), 84 FR 53487 (October 7, 2019) (SR-CBOE-2019-072).

and Sales Practice Compliance”, and “Department of Member Firm Regulation” were all updated to the “Exchange” in Cboe Options rules, reference to the Floor is not found in any Cboe Options rules that remain in Cboe Options Chapter 9, and the terms “Constitution” and “membership are not found in Cboe Options Chapter 15 (Hearing and Review)) and update headings in order to correspond to the structure of the Cboe Options post-migration Rulebook. The Exchange notes it also updates cross-references to Cboe Options rules in C2 Rule 6.1 and in C2 Chapter 6, Section E, and removes the language under C2 Rule 1.3 that makes an exception for the applicability of Eastern Time in Cboe Options rules because the Cboe Options post-migration Rulebook was amended to also state all times in Eastern Time.¹⁹

As stated in the table above, the proposed rule change also incorporates Cboe Options Rule 9.20, which governs customer disclosures during Global Trading Hours, into C2 Chapter 9 by reference to Cboe Options Chapter 9. Current Rule 3.19 is identical to Cboe Options Rule 9.20. Therefore, the proposed rule change essentially just relocates current Rule 3.19 to Rule 9.20 in order to include Cboe Options Rule 9.20 in C2 Chapter 9’s incorporation of Cboe Options Chapter 9 by reference, as it is within the same category of exchange rules otherwise incorporated into C2 Chapter 9 by reference to Cboe Options Chapter 9 (*i.e.* rule related to doing business with the public).

The proposed changes to remove certain C2 Chapters are of a non-substantive nature because they delete C2 Chapters that incorporate by reference certain Cboe Options chapters that are no longer applicable as a result of the reorganization of the Cboe Options rulebook. The proposed rule change removes current C2 Chapter 10 which incorporates (former) Cboe

¹⁹ See Cboe Options Rule 1.6.

Options Chapter 10 by reference. The Exchange notes that prior to reorganization, Cboe Options Chapter 10 contained only three rules (Cboe Options Rules 10.1, 10.2, and 10.3). As a result of Cboe Option's reorganization, Cboe Options Rule 10.1 was relocated to Cboe Options Rule 6.3(g), Cboe Options Rule 10.2 was relocated to Cboe Options Rule 12.6, and Cboe Options Rule 10.3 was relocated to Cboe Options Rule 8.18. The Exchange notes that proposed C2 Chapter 12 incorporates Cboe Options Chapter 12 by reference, which now contains former Cboe Options Rule 10.2, and proposed C2 Chapter 5 incorporates Cboe Options Chapter 8 by reference, which now contains former Cboe Options Rule 10.3. Because the current C2 Rules do not incorporate Cboe Options Chapter 6 by reference, the proposed rule change simply adds the language, verbatim, from current Cboe Options Rule 6.3(g) (former Cboe Options Rule 10.1) to C2 Rule 6.27(b) (and updates the current rule text paragraph formatting and headings accordingly).

Likewise, the proposed change removes current C2 Chapter 24 which incorporates (former) Cboe Options Chapter 24 by reference. As indicated in the table above, a majority of the Cboe Options rules under former Cboe Options Chapter 24 were relocated to Cboe Options Chapter 4, Section B and Chapter 8, and thus covered under proposed C2 Chapters 4 and 5. The Exchange notes that former Cboe Options Rule 24.8 (governing the meaning of premium bids and offers for index options) and former Cboe Options Rule 24.14 (governing limitation of liability of Reporting Authority for indexes underlying options) were not relocated into either of these Chapters, and instead incorporated into Cboe Options Rules 5.3(a) and 1.12, respectively. Because the current C2 Rules do not incorporate post-migration Cboe Options Chapter 5 or Chapter 1 by reference, like the proposed rule change described above, the proposed rule change simply updates the language under current C2

Rule 6.3(a) to be consistent with the rule text under corresponding Cboe Options Rule 5.3(a), which now accounts for index options (from former Cboe Options Rule 24.8), and adds Rule 6.45, which is identical to the rule text under Cboe Options Rule 1.12 (former Cboe Options Rule 24.14). The proposed rule change does not incorporate former Cboe Options Rule 24.8.01 (current Cboe Options Rule 5.85(e)) nor former Cboe Options Rule 24.22 (current Cboe Options Rule 5.92) because both rules are specific to trading on open outcry which is not applicable to C2. The proposed change also removes the language under current C2 Chapter 24 which provides that Cboe Options Rules 24.6 (Days and Hours of Business); 24.7 (Trading Halts, Suspensions, or Primary Market Closure); 24.13 (Trading Rotations); 24.15 (Automatic Execution of Index Options); 24.19 (Multi-Class Broad-Based Index Option Spread Orders); 24.20 (SPX Combination Orders); and 24.21 (Index Crowd Space Dispute Resolution Procedures) do not apply to C2, because, as a result of the reorganization of the Cboe Options rulebook, each of these rules has either been deleted from the Cboe Options rulebook or relocated into another Cboe Options chapter that C2 does not incorporate by reference. The Exchange notes that the proposed rule changes described above do not make any substantive changes to the manner in which Cboe Options rules apply to C2.

Additionally, as a result of the reorganization of the Cboe Options rulebook, rules in certain former chapters that the Exchange does not currently incorporate by reference, such as chapters that had governed types of options specific to trading on Cboe Options (i.e. Range, Binary, Corporate Debt Security, Government security, Credit, and interest rate options), and other specific Cboe Options rules that do not apply to C2 (i.e. former Cboe

Options Rules 6.2.06, 8.9, 8.6, 6.55, and 6.22)²⁰, were relocated to various Cboe Options chapters that C2 currently does incorporate by reference. For example, former Cboe Options Rules 28.16, 21.30, and 23.15 (none of which does C2 currently incorporate by reference) regarding record maintenance, retention, and furnishing for Market-Makers in Corporate Debt Security Options, Government security options, and interest rate options, respectively, were relocated into certain provisions in Cboe Options Chapter 7 (former Cboe Options Chapter 15, which C2 does incorporate by reference). Therefore, the proposed rule change makes explicit, where applicable, that Cboe Options rules regarding such options specific to trading on Cboe Options, as well as other specific Cboe Options rules not currently incorporated by reference into C2 Rules, continue to be inapplicable to C2.

The proposed rule change also updates certain rules under current C2 Rule 17.50 (proposed C2 Rule 13.15) to reflect recent changes to the corresponding Cboe Options rules.²¹ Rule filing SR-CBOE-2019-025 amended Cboe Options Rule 13.15(g)(14) and (g)(19)²² under its Minor Rule Violation Plan (“MRVP”) by removing referrals to the Business Conduct Committee (“BCC”), and incorporating “subsequent” offenses under the fine schedules corresponding to the last monetary range listed under these rules. For example, instead of providing that subsequent offenses may result in referral to the BCC,

²⁰ Relocated to Cboe Options Rules 4.17, 7.6, 8.20, 8.21, and 8.22, respectively. The Exchange also notes that proposed Chapter 5 (current Chapter 4) updates the cross-reference from Cboe Options Rule 4.11, Interpretation and Policy .06, in the exclusion provision, to Cboe Options Rule 8.30.06.

²¹ See Securities Exchange Act Release No. 85727 (April 26, 2019), 84 FR 18878 (May 02, 2019) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Chapter 17 of the Cboe Options Rules) (SR-CBOE-2019-025).

²² The Exchange notes that at the time of this filing these rules were under Chapter 17 in the Cboe Options Rulebook, and have since been relocated to Chapter 13 as a result of the migration.

Cboe Options Rule 13.15(g)(14) now provides that a first offense may result in a fine of \$2,000 to \$4,000, and subsequent offenses may result in a fine ranging from \$4,000 to \$5,000. The Exchange notes that it does not incorporate Cboe Options Rules 13.15(g)(14) or (g)(19) (i.e., current C2 Rules 17.50(g)(14) and (g)(19)) by reference, therefore, it now proposes to update these MRVP rules to be consistent with Cboe Options in its schedule of fines under proposed C2 Rules 13.15(g)(14) and (g)(19) (current C2 Rules 17.50(g)(14) and (g)(19)).

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.²³

Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁴ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁵ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

²³ 15 U.S.C. 78f(b).

²⁴ 15 U.S.C. 78f(b)(5).

²⁵ Id.

As stated, the proposed rule change generally makes no substantive changes to the rules. The proposed rule change is merely intended to reorganize C2 Chapters and update their numbers, cross-references, and headings, as well as remove C2 Chapters which reference Cboe Options chapters that are no longer applicable and/or are covered under other proposed C2 Chapters as a result of the Cboe Options rulebook restructuring, in order to correspond to the Cboe Options rulebook that was reorganized for the October 7, 2019 technology migration. The proposed change also updates language in certain C2 Chapters that incorporate Cboe Options chapters by reference to exclude Cboe Options rules regarding specific types of options and other specific Cboe Options rules that are not applicable to trading on C2, but, as a result of the Cboe Options rulebook reorganization, had been relocated into Cboe Options chapters that C2 currently does incorporate by reference. Additionally, the proposed change adds rule text to the C2 Rules that is identical to certain Cboe Options rules formerly in Cboe Options Chapter 24, which the Exchange currently incorporates by reference, which were relocated to Cboe Options chapters not incorporated by reference. Therefore, the proposed rule change does not alter any of the current rules incorporated by reference, and the same rules currently applicable to Trading Permit Holders will apply to Trading Permit Holders upon effectiveness of this rule filing in the same manner, whether those rules are incorporated by reference to Cboe Options rules or included in C2's Rules. Instead, it is designed to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest, by updating the organization and structure of the C2 Rulebook in order to align with the recently reorganized and restructured Cboe Options rulebook, making it easier to read

and follow, thus allowing market participants better understand the rules of the Exchange, which will also result in less burdensome and more efficient regulatory compliance for market participants that are Trading Permit Holders of both Cboe Options and C2.

Additionally, the Exchange notes that the removal of a referral to the BCC for subsequent offenses under the proposed MRVP Rules 13.15(g)(14) and (g)(19) is substantively identical to the corresponding rules of Cboe Options, which have previously been filed with the Commission. As a result, the Exchange believes that the proposed change provides consistency between the rules and disciplinary process of the Exchange and its affiliate exchange, Cboe Options, which removes impediments to and perfects the mechanism of a free and open market and a national market system by making it easier for participants across the affiliated exchanges to understand and adhere to the disciplinary rules.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange reiterates that the proposed rule change is being proposed as a result of the recent technology migration and the related reorganization of the Cboe Options rulebook, and not as a competitive filing. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition because it merely reorganizes and updates its Chapters and Rules that incorporate Cboe Options chapters and rules by reference to align with the reorganized, post-migration Cboe Options rulebook that became effective October 7, 2019. The same rules that apply to C2 Trading Permit Holders today will apply to C2 Trading Permit Holders in the same manner upon effectiveness of this rule filing. Likewise, the proposed rule change to the

C2 MRVP is also not intended to address competitive issues and will not impose any burden on intramarket competition because it does not impact trading on the Exchange but, rather, is concerned only with facilitating easier understanding of and adherence to the disciplinary rules for participants across the Exchange and Cboe Options. The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition because the proposed rules are substantively the same as the Exchange's current rules, and the proposed change to the MRVP is substantively the same as the Cboe Options MRVP, all of which have been previously filed with the Commission.

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

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

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

Because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) 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 Act²⁶ and Rule 19b-4(f)(6) thereunder.²⁷

²⁶ 15 U.S.C. 78s(b)(3)(A).

²⁷ 17 CFR 240.19b-4(f)(6). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act²⁸ normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)(iii)²⁹ permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Exchange believes that relocating and updating the C2 Chapters to align the C2 Rulebook with the restructured, post-migration Cboe Options rulebook will help to avoid any potential confusion by providing investors with a C2 Rulebook that accurately incorporates Cboe Options rules and chapters by reference. The Commission believes the waiver of the operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission hereby waives the operative delay and designates the proposal operative upon filing.³⁰

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 shall institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments

²⁸ 17 CFR 240.19b-4(f)(6).

²⁹ 17 CFR 240.19b-4(f)(6)(iii).

³⁰ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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-C2-2019-025 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-C2-2019-025. 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, D.C. 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.

Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-C2-2019-025 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.³¹

Jill M. Peterson
Assistant Secretary

³¹ 17 CFR 200.30-3(a)(12).

