

Required fields are shown with yellow backgrounds and asterisks.

Filing by BOX Options Exchange 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) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) *	Section 806(e)(2) *
<input type="checkbox"/>	<input type="checkbox"/>
	Section 3C(b)(2) *
	<input type="checkbox"/>

Exhibit 2 Sent As Paper Document	Exhibit 3 Sent As Paper Document
<input type="checkbox"/>	<input type="checkbox"/>

Description

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

Proposal to amend IM-3120-2 of BOX Rule 3120 (Position Limits) to increase position limits for options on certain exchange traded funds (ETFs).

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 *	Alanna	Last Name *	Barton
Title *	VP, Legal Affairs		
E-mail *	abarton@boxregulation.com		
Telephone *	(617) 235-2239	Fax	

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.

(Title *)

Date	03/15/2018	VP, Legal Affairs
By	Alanna Barton	
	(Name *)	



abarton@boxregulation.com

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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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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 *

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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 *

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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

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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

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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

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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

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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

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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.

Item 1. Text of Proposed Rule Change

a) BOX Options Exchange LLC (the “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to amend IM-3120-2 of BOX Rule 3120 (Position Limits) to increase the position limits for options on the following exchange traded funds (“ETFs”): iShares China Large-Cap ETF (“FXI”), iShares MSCI EAFE ETF (“EFA”), iShares MSCI Emerging Markets ETF (“EEM”), iShares Russell 2000 ETF (“IWM”), iShares MSCI Brazil Capped ETF (“EWZ”), iShares 20+ Year Treasury Bond Fund ETF (“TLT”), PowerShares QQQ Trust (“QQQQ”), and iShares MSCI Japan ETF (“EWJ”). A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and the text of the amended Exchange Rules is attached hereto as Exhibit 5.

b) The proposed rule change does not amend the text of Rule 3140, Exercise Limits. If approved, the proposed rule change would, however, increase the exercise limit for the options that are subject to this proposed rule change because Rule IM-3140-1 provides that the exercise limits for ETF options are equivalent to their position limits.

c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by officers of the Exchange pursuant to authority delegated by the Exchange Board of Directors (“Board”) on July 24, 2013. No further action is necessary for the filing of the proposed rule change.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Questions regarding this rule filing may be directed to Alanna Barton, Counsel for the Exchange, at (617) 235-2239.

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

a) Purpose

The Exchange proposes to amend IM-3120-2 to BOX Rule 3120 (Position Limits) to increase the position limits for options on the following exchange trade funds (“ETFs”): iShares China Large-Cap ETF (“FXI”), iShares MSCI EAFE ETF (“EFA”), iShares MSCI Emerging Markets ETF (“EEM”), iShares Russell 2000 ETF (“IWM”), iShares MSCI Brazil Capped ETF (“EWZ”), iShares 20+ Year Treasury Bond Fund ETF (“TLT”), PowerShares QQQ Trust (“QQQQ”), and iShares MSCI Japan ETF (“EWJ”). This is a competitive filing that is based on a proposal recently submitted by the Chicago Board Options Exchange Incorporated (“CBOE”) and approved by the Commission.³

Position limits are designed to address potential manipulative schemes and adverse market impact surrounding the use of options, such as disrupting the market in the security underlying the options. The potential manipulative schemes and adverse market impact are balanced against the potential of setting the limits so low as to discourage participation in the options market. The level of those position limits must be balanced between curtailing potential manipulation and the cost of preventing potential hedging activity that could be used for legitimate economic purposes. Position limits for options on ETFs, such as those subject to this proposal, are determined pursuant to BOX Rule 3120, and vary according to the

³ See Securities Exchange Act Release No. 82770 (February 23, 2018), 83 FR 8907 (March 1, 2018)(Order Granting Accelerated Approval SR-SR-CBOE-2017-057).

number of outstanding shares and the trading volume of the underlying stocks or ETFs over the past six-months. Pursuant to BOX Rule 3120, the largest in capitalization and the most frequently traded stocks and ETFs have an option position limit of 250,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market; and smaller capitalization stocks and ETFs have position limits of 200,000, 75,000, 50,000 or 25,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market. Options on FXI, EFA, EWZ, TLT, and EWJ are currently subject to the standard position limit of 250,000 contracts as set forth in BOX Rule 3120.⁴ IM-3120-2 of BOX Rule 3120 sets forth separate position limits for options on specific ETFs as follows:

- Options on EEM are 500,000 contracts ;
- Options on IWM are 500,000 contracts ; and
- Options on QQQQ are 900,000 contracts.

The purpose of this proposal is to amend IM-3120-2 to BOX Rule 3120 to double the position and exercise limits for FXI, EEM, IWM, EFA, EWZ, TLT, QQQQ, and EWJ.⁵ As such, options on FXI, EFA, EWZ, TLT, and EWJ would no longer be subject to the standard position limits set forth under BOX Rule 3120. Accordingly, IM-3120-2 would be amended to set forth that the position limits for options on FXI, EFA, EWZ, TLT, and EWJ would be 500,000 contracts. These position limits equal the current position limits for option on IWM and EMM and are similar to the current position limit for options on QQQQ set forth in IM-3120-2. IM-3120-2 would be

⁴ See <https://www.theocc.com/webapps/delo-search>.

⁵ By virtue of IM-3140-1 of BOX Rule 3140, which is not being amended by this filing, the exercise limit for FXI, EEM, IWM, EFA, EWZ, TLT, QQQQ, and EWJ options would be similarly increased. The Exchange notes that it also proposes to make non-substantive corrections to the names of IWM and EEM in IM-3120-2.

further amended to increase the position limits for the remaining options subject to this proposal as follows:

- The position limits for options on EEM would be increased from 500,000 contracts to 1,000,000 contracts;
- The position limits on options on IWM would be increased from 500,000 contracts to 1,000,000 contracts; and
- The position limits on options on QQQQ would be increased from 900,000 contracts to 1,800,000 contracts.

In support of this proposal, the Exchange represents that the above listed ETFs qualify for either: (i) the initial listing criteria set forth in Exchange Rule 5020(h)(2) for ETFs holding non-U.S. component securities; or (ii) for ETFs listed pursuant to generic listing standards for series of portfolio depository receipts and index fund shares based on international or global indexes under which a comprehensive surveillance agreement (“CSA”) is not required.⁶ FXI tracks the performance of the FTSE China 50 Index, which is composed of the 50 largest Chinese stocks.⁷ EEM tracks the performance of the MSCI Emerging Markets Index, which is composed of approximately 800 component securities.⁸ “The MSCI Emerging Markets Index consists of the following 21 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand,

⁶ The Exchange notes that the initial listing criteria for options on ETFs that hold non-U.S. component securities are more stringent than the maintenance listing criteria for those same ETF options. See BOX Rule 5020(h)(2); BOX Rule 5030(h).

⁷ See <https://www.ishares.com/us/products/239536/ishares-china-largecap-etf>.

⁸ See http://us.ishares.com/product_info/fund/overview/EEM.htm.

and Turkey.”⁹ IWM tracks the performance of the Russell 2000 Index, which is composed of 2,000 small-cap domestic stocks.¹⁰ EFA tracks the performance of MSCI EAFE Index, which has over 900 component securities.¹¹ “The MSCI EAFE Index is designed to represent the performance of large and mid-cap securities across 21 developed markets, including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada.”¹² EWZ tracks the performance of the MSCI Brazil 25/50 Index, which is composed of shares of large and mid-size companies in Brazil.¹³ TLT tracks the performance of ICE U.S. Treasury 20+ Year Bond Index, which is composed of long-term U.S. Treasury bonds.¹⁴ QQQQ tracks the performance of the Nasdaq-100 Index, which is composed of 100 of the largest domestic and international nonfinancial companies listed on the Nasdaq Stock Market LLC (“Nasdaq”).¹⁵ EWJ tracks the MSCI Japan Index, which tracks the performance of large and mid-sized companies in Japan.¹⁶

BOX represents that more than 50% of the weight of the securities held by the options subject to this proposal are also subject to a CSA.¹⁷ Additionally, the component securities of the MSCI Emerging Markets Index on which EEM is based for which the primary market is in any one country that is not subject to a CSA do not represent 20% or more of the weight of the MSCI Emerging Markets Index.¹⁸ Finally, the component securities of the MSCI Emerging Markets Index on which EEM is

⁹ See <http://www.msci.com/products/indices/tools/index.html#EM>.

¹⁰ See <https://www.ishares.com/us/products/239710/ishares-russell-2000-etf>.

¹¹ See <https://www.ishares.com/us/products/239623/>.

¹² See <https://www.msci.com/eafe>.

¹³ See <https://www.ishares.com/us/products/239612/ishares-msci-brazil-capped-etf>.

¹⁴ See <https://www.ishares.com/us/products/239454/>.

¹⁵ See <https://www.invesco.com/portal/site/us/financial-professional/etfs/productdetail?productId=QQQ&ticker=QQQ&title=powershares-qqq>.

¹⁶ See <https://www.ishares.com/us/products/239665/EWJ>.

¹⁷ See BOX Rule 5020(h)(2).

¹⁸ See BOX Rule 5020(h)(2)(ii)(B).

based, for which the primary market is in any two countries that are not subject to CSAs do not represent 33% or more of the weight of the MSCI Emerging Markets Index.¹⁹

According to CBOE, market participants have increased their demand for options on FXI, EFA, EWZ, TLT, and EWJ for hedging and trading purposes and the Exchange believes the current position limits are too low and may be a deterrent to successful trading of options on these securities.²⁰ CBOE has collected the following trading statistics on the ETFs that are subject to this proposal:

ETF	2017 ADV (Mil. Shares)	2017 ADV (option contracts)	Shares Outstanding (Mil.)	Fund Market Cap (\$Mil.)
FXI	15.08	71,944	78.6	\$3,343.6
EEM	52.12	287,357	797.4	\$34,926.1
IWM	27.46	490,070	253.1	\$35,809.1
EFA	19.42	98,844	1178.4	\$78,870.3
EWZ	17.08	95,152	159.4	\$6,023.4
TLT	8.53	80,476	60.0	\$7,442.4
QQQQ	26.25	579,404	351.6	\$50,359.7
EWJ	6.06	4,715	303.6	\$16,625.1
SPY ²¹	64.63	2,575,153	976.23	\$240,540.0

The following analysis was conducted by CBOE in support of its proposal.

BOX agrees with CBOE's analysis discussed below.

In support of its proposal to increase the position limits for QQQQ to 1,800,000 contracts, CBOE compared the trading characteristics of QQQQ to that of the SPDR S&P 500 ETF ("SPY"), which has no position limits. As shown in CBOE's above table, the average daily trading volume through August 14, 2017 for QQQQ was 26.25

¹⁹ See BOX Rule 5020(h)(2)(ii)(C).

²⁰ See *supra* note 3.

²¹ SPY is included here for comparison purposes.

million shares compared to 64.63 million shares for SPY. The total shares outstanding for QQQQ are 351.6 million compared to 976.23 million for SPY. The fund market cap for QQQQ is \$50,359.7 million compared to \$240,540 million for SPY. SPY is one of the most actively trading ETFs and is, therefore, subject to no position limits. QQQQ is also very actively traded, and while not to the level of SPY, should be subject to the proposed higher position limits based its trading characteristics when compared to SPY. The proposed position limit coupled with QQQQ's trading behavior would continue to address potential manipulative schemes and adverse market impact surrounding the use of options and trading in its underlying the options.

In support of its proposal to increase the position limits for EEM and IWM from 500,000 contracts to 1,000,000 contracts, CBOE also compared the trading characteristics of EEM and IWM to that of QQQQ, which currently has a position limit of 900,000 contracts. As shown in the above table, the average daily trading volume through July 31, 2017 for EEM was 52.12 million shares and IWM was 27.46 million shares compared to 26.25 million shares for QQQQ. The total shares outstanding for EEM are 797.4 million and for IWM are 253.1 million compared to 351.6 million for QQQQ. The fund market cap for EEM is \$34,926.1 million and IWM is \$35,809 million compared to \$50,359.7 million for QQQQ. EEM, IWM and QQQQ have similar trading characteristics and subjecting EEM and IWM to the proposed higher position limit would continue be designed to address potential manipulate schemes that may arise from trading in the options and their underlying securities. These above trading characteristics for QQQQ when compared to EEM and IWM also justify increasing the position limit for QQQQ. QQQQ has a higher options ADV than EEM and IWM, a higher numbers of shares outstanding than IWM and a much higher

market cap than EEM and IWM which justify doubling the position limit for QQQQ. Based on these statistics, and as stated above, the proposed position limit coupled with QQQQ's trading behavior would continue to address potential manipulative schemes and adverse market impact surrounding the use of options and trading in the securities underlying the options.

In support of its proposal to increase the position limits for FXI, EFA, EWZ, TLT, and EWJ from 250,000 contracts to 500,000 contracts, CBOE compared the trading characteristics of FXI, EFA, EWZ, TLT and EWJ to that of EEM and IWM, both of which currently have a position limit of 500,000 contracts. As shown in the above table, the average daily trading volume through July 31, 2017 for FXI is 15.08 million shares, EFA is 19.42 million shares, EWZ is 17.08 million shares, TLT is 8.53 million shares, and EWJ is 6.06 million shares compared to 52.12 million shares for EEM and 27.46 million shares for IWM. The total shares outstanding for FXI is 78.6 million, EFA is 1178.4 million, EWZ is 159.4 million, TLT is 60 million and EWJ is 303.6 million compared to 797.4 million for EEM and 253.1 million for IWM. The fund market cap for FXI is \$3,343.6 million, EFA is \$78,870.3 million, EWZ is \$6,023.4 million, TLT is \$7,442.4 million, , and EWJ is \$16,625.1 million compared to \$34,926.1 million for EEM and \$35,809.1 million for IWM. The above trading characteristics of FXI, EFA, EWZ, TLT and EWJ is either similar to that of EEM and IWM or sufficiently active enough so that the proposed limit would continue to address potential manipulative that may arise. EFA has far more shares outstanding and a larger fund market cap than EEM, IWM, and QQQQ. EWJ has a more shares outstanding than IWM and only slightly less shares outstanding than QQQQ.

On the other hand, while FXI, EWZ, and TLT do not exceed EEM, IWM or QQQQ is any of the specified areas, they are all actively trading so that market participant's trading activity has been impacted by them being restricted by the current position limits. The Exchange believes that the trading activity and these securities being based on a broad basket of underlying securities alleviates any potential manipulative activity that may arise. In addition, as discussed in more detail below, the Exchange's existing surveillance procedures and reporting requirements at the Exchange, other options exchanges, and at several clearing firms are capable of properly identifying unusual and/or illegal trading activity.

According to CBOE, market participants' trading activity has been adversely impacted by the current position limits for FXI, EFA, EWZ, TLT, and EWJ and such limits have caused options trading in these symbols to move from exchanges to the over-the-counter market. The Exchange understands that certain market participants wishing to make trades involving a large number of options contracts in the symbols subject to the proposal are opting to execute those trades in the over-the-counter market. The over-the-counter transactions occur via bi-lateral agreements, the terms of which are not publicly disclosed to other market participants. Therefore, these large trades do not contribute to the price discovery process performed on a lit market.

The Exchange notes that the ETFs that underlie options subject to this proposal are highly liquid, and are based on a broad set of highly liquid securities and other reference assets²². The Exchange notes that the Commission has generally looked through to the liquidity of securities comprising an index in establishing position limits for cash-settled index options. The Exchange further notes that options on certain

²² See supra providing trading statistics for each ETF.

broad-based security indexes have no position limits. Likewise, the Commission has recognized the liquidity of the securities comprising the underlying interest of the SPDR S&P 500 ETF (“SPY”) in permitting no position limits on SPY options since 2012,²³ and expanded position limits for options on EEM, IWM, and QQQQ.

The proposed position limits set forth in the proposal would continue to address potential manipulative activity while allowing for potential hedging activity for appropriate economic purposes. The creation and redemption process for these ETFs also lessen the potential for manipulative activity. When an ETF company wants to create more ETF shares, it looks to an Authorized Participant, which is a market maker or other large financial institution, to acquire the securities the ETF is to hold. For instance, IWM is designed to track the performance of the Russell 2000 Index, the Authorized Participant will purchase all the Russell 2000 constituent securities in the exact same weight as the index, then deliver those shares to the ETF provider. In exchange, the ETF provider gives the Authorized Participant a block of equally valued ETF shares, on a one-for-one fair value basis. The price is based on the net asset value, not the market value at which the ETF is trading. The creation of new ETF units can be conducted all trading day and is not subject to position limits. This process can also work in reverse where the ETF company seeks to decrease the number of shares that are available to trade. The creation and redemption process, therefore, creates a direct link to the underlying components of the ETF, and serves to mitigate potential price impact of the ETF shares that might otherwise result from increased position limits.

The ETF creation and redemption seeks to keep ETF share prices trading in line with the ETF’s underlying net asset value. Because an ETF trades like a stock, its price

²³ See Securities Exchange Act Release No. 67936 (September 27, 2012), 77 FR 60491 (October 3, 2012) (SR-BOX-2012-013).

will fluctuate during the trading day, due to simple supply and demand. If demand to buy an ETF is high, for instance, the ETF's share price might rise above the value of its underlying securities. When this happens, the Authorized Participant believes the ETF may now be overpriced, and can buy the underlying shares that compose the ETF and then sell ETF shares on the open market. This should help drive the ETF's share price back toward fair value. Likewise, if the ETF starts trading at a discount to the securities it holds, the Authorized Participant can buy shares of the ETF and redeem them for the underlying securities. Buying undervalued ETF shares should drive the price of the ETF back toward fair value. This arbitrage process helps to keep an ETF's price in line with the value of its underlying portfolio.

Some of the ETFs underlying options subject to the proposal are based on broad-based indices that underlie cash settled options that are economically equivalent to the ETF options that are the subject of the proposal and have no position limits. Other ETFs are based on broad-based indexes that underlie cash-settled options with position limits reflecting notional values that are larger than the current position limits for ETF analogues (EEM, EFA). Where there was no approved index analogue, the Exchange believes, based on the liquidity, breadth and depth of the underlying market, that the index referenced by the ETF would be considered a broad-based index.²⁴ The Exchange argues that if certain position limits are appropriate for the options overlying the same index or is an analogue to the basket of securities that the ETF tracks, then those same economically equivalent position limits should be appropriate for the option overlying the ETF. In addition, the market capitalization of the underlying index or reference asset is large enough to absorb any price movements that may be caused by

²⁴ See BOX Rule 6040, which sets forth the position limits for broad-based index options.

an oversized trade. Also, the Authorized Participant or issuer may look to the stocks comprising the analogous underlying index or reference asset when seeking to create additional ETF shares are part of the creation/redemption process to address supply and demand or to mitigate the price movement the price of the ETF.

For example, the PowerShares QQQ Trust or QQQQ is an ETF that tracks the Nasdaq 100 Index or NDX, which is an index composed of 100 of the largest non-financial securities listed on the Nasdaq Stock Market LLC (“Nasdaq”). Options on NDX are currently subject to the standard position limit of 25,000 contracts for broad-based index options but share similar trading characteristics as QQQQ.²⁵ Based on QQQQ’s share price of \$154.54²⁶ and NDX’s index level of 6,339.14, approximately 40 contracts of QQQQ equals one contract of NDX. Based on the above comparison of notional values, this would result in a position limit equivalent to 1,000,000 contracts for QQQQ as NDX’s analogue. NDX is subject to the standard position limit of 25,000 contracts for broad-based index options and has an average daily trading volume of 15,300 contracts. QQQQ is currently subject to a position limit of 900,000 contracts but has a much higher average daily trading volume of 579,404 contracts. Furthermore, NDX currently has a market capitalization of \$17.2 trillion and QQQQ has a market capitalization of \$50,359.7 million, and the component securities of NDX, in aggregate, have traded an average of 440 million shares per day in 2017, both large enough to absorb any price movement caused by a large trade in the QQQQ. The Exchange notes that other exchanges allow no position limits for NDX²⁷, although it has a much lower average daily trading volume than its analogue, the QQQQ.

²⁵ Id.

²⁶ All share prices used herein are based on the closing price of the security on November 16, 2017. Source: Yahoo Finance.

²⁷ See CBOE Rule 24.4 sets forth the position limits for broad-based index options.

Therefore, the Exchange believes it is reasonable to increase the position limit for options on the QQQQ from 900,000 to 1,800,000 contracts.

The iShare Russell 2000 ETF or IWM, is an ETF that also tracks the Russell 2000 Index or RUT, which is an index that composed of 2,000 small-cap domestic companies in the Russell 3000 index. Options on RUT are currently subject to the standard position limit of 25,000 contracts for broad-based index options but share similar trading characteristics as IWM.²⁸ Based on IWM's share price of \$144.77 and RUT's index level of 1,486.88, approximately 10 contracts of IWM equals one contract of RUT. Based on the above comparison of notional values, this would result in a position limit equivalent to 250,000 contracts for IWM as RUT's analogue. The Exchange notes that at other exchanges RUT is not subject to position limits and has an average daily trading volume of 66,200 contracts.²⁹ IWM is currently subject to a position limit of 500,000 contracts but has a much higher average daily trading volume of 490,070 contracts. As mentioned above, other exchanges have no position limits for RUT³⁰, although it has a much lower average daily trading volume than its analogue, the IWM. Furthermore, RUT currently has a market capitalization of \$2.4 trillion and IWM has a market capitalization of \$35,809.1 million, and the component securities of RUT, in aggregate, have traded an average of 270 million shares per day in 2017, both large enough to absorb any price movement cause by a large trade in the IWM. Therefore, the Exchange believes it is reasonable to increase the position limit for options on the IWM from 500,000 to 1,000,000 contracts.

²⁸ See BOX Rule 6040, which sets forth the position limits for broad-based index options.

²⁹ See CBOE Rule 24.4.

³⁰ Id.

EEM tracks the performance of the MSCI Emerging Markets Index or MXEF, which is composed of approximately 800 component securities following 21 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey. Below makes the same notional value comparison as made above. Based on EEM's share price of \$47.06 and MXEF's index level of 1,136.45, approximately 24 contracts of EEM equals one contract of MXEF. MXEF is currently subject to the standard position limit of 25,000 contracts for broad-based index options under BOX Rule 6040(a). Based on the above comparison of notional values, this would result in a position limit economically equivalent to 604,000 contracts for EEM as MXEF's analogue. However, MXEF has an average daily trading volume of 180 contracts. EEM is currently subject to a position limit of 500,000 contracts but has a much higher average daily trading volume of 287,357 contracts. Furthermore, MXEF currently has a market capitalization of \$5.18 trillion and EEM has a market capitalization of \$34,926.1 million, and the component securities of MXEF, in aggregate, have traded an average of 33.6 billion shares per day in 2017, both large enough to absorb any price movement caused by a large trade in the EEM. Therefore, based on the comparison of average daily trading volume, the Exchange believes it is reasonable to increase the position limit for options on the EEM from 500,000 to 1,000,000 contracts.

EFA tracks the performance of MSCI EAFE Index or MXEA, which has over 900 component securities designed to represent the performance of large and mid-cap securities across 21 developed markets, including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada. Below makes the same notional value

comparison as made above. Based on EFA's share price of \$69.16 and MXEA's index level of 1,986.15, approximately 29 contracts of EFA equals one contract of MXEA. MXEA is currently subject to the standard position limit of 25,000 contracts for broad-based index options under BOX Rule 6040(a). Based on the above comparison of notional values, this would result in a position limit economically equivalent to 721,000 contracts for EFA as MXEA's analogue. Furthermore, MXEA currently has a market capitalization of \$18.7 trillion and EFA has a market capitalization of \$78,870.3 million, and the component securities of MXEA, in aggregate, have traded an average of 4.6 billion shares per day in 2017, both large enough to absorb any price movement cause by a large trade in the EEM. However, MXEA has an average daily trading volume of 270 contracts. EFA is currently subject to a position limit of 250,000 contracts but has a much higher average daily trading volume of 98,844 contracts. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the EFA from 250,000 to 500,000 contracts.

FXI tracks the performance of the FTSE China 50 Index, which is composed of the 50 largest Chinese stocks. There is currently no index analogue for FXI approved for options trading. However, the FTSE China 50 Index currently has a market capitalization of \$1.7 trillion and FXI has a market capitalization of \$2,623.18 million, both large enough to absorb any price movement cause by a large trade in FXI. The components of the FTSE China 50 Index, in aggregate, have an average daily trading volume of 2.3 billion shares. FXI is currently subject to a position limit of 000 contracts but has a much higher average daily trading volume of 15.08 million shares. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the FXI from 250,000 to 500,000 contracts.

EWZ tracks the performance of the MSCI Brazil 25/50 Index, which is composed of shares of large and mid-size companies in Brazil. There is currently no index analogue for EWZ approved for options trading. However, the MSCI Brazil 25/50 Index currently has a market capitalization of \$700 billion and EWZ has a market capitalization of \$6,023.4 million, both large enough to absorb any price movement caused by a large trade in EWZ. The components of the MSCI Brazil 25/50 Index, in aggregate, have an average daily trading volume of 285 million shares. EWZ is currently subject to a position limit of 250,000 contracts but has a much higher average daily trading volume of 17.08 million shares. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the EWZ from 250,000 to 500,000 contracts.

TLT tracks the performance of ICE U.S. Treasury 20+ Year Bond Index, which is composed of long-term U.S. Treasury bonds. There is currently no index analogue for TLT approved for options trading. However, the U.S. Treasury market is one of the largest and most liquid markets in the world, with over \$14 trillion outstanding and turnover of approximately \$500 billion per day. TLT currently has a market capitalization of \$7,442.4 million, both large enough to absorb any price movement caused by a large trade in TLT. Therefore, the potential for manipulation will not increase solely due to the increase in position limits as set forth in this proposal. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the TLT from 250,000 to 500,000 contracts.

EWJ tracks the MSCI Japan Index, which tracks the performance of large and mid-sized companies in Japan. There is currently no index analogue for EWJ approved for options trading. However, the MSCI Japan Index has a market capitalization of

\$3.5 trillion and EWJ has a market capitalization of \$16,625.1 million, and the component securities of the MSCI Japan Index, in aggregate, have traded an average of 1.1 billion shares per day in 2017, both large enough to absorb any price movement cause by a large trade in EWJ. EWJ is currently subject to a position limit of 250,000 contracts and has an average daily trading volume of 6.6 million shares. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on EWJ from 250,000 to 500,000 contracts.

The Exchange believes that increasing the position limits for the options subject to this proposal would lead to a more liquid and competitive market environment for these options, which will benefit customers interested in this product. Under the proposal, the reporting requirement for the above options would be unchanged. Thus, the Exchange would still require that each BOX Participant that maintains a position in the options on the same side of the market, for its own account or for the account of a customer, report certain information to the Exchange. This information would include, but would not be limited to, the options' position, whether such position is hedged and, if so, a description of the hedge, and the collateral used to carry the position, if applicable. Exchange Market Makers³¹ would continue to be exempt from this reporting requirement, as Market Maker information can be accessed through the Exchange's market surveillance systems.³² In addition, the general reporting

³¹ A Market Maker "is an Options Participant registered with the Exchange for the purpose of making markets in options contracts traded on the Exchange and that is vested with the rights and responsibilities specified in the Rule 8000 Series. All Market Makers are designated as specialists on the Exchange for all purposes under the Exchange Act or Rules thereunder." See BOX Rule 100(a)(31).

³² The Exchange notes that the Financial Industry Regulatory Authority ("FINRA"), pursuant to a regulatory services agreement, operates surveillance on behalf of BOX. This type of Market Maker information can be found through FINRA.

requirement for customer accounts that maintain an aggregate position of 200 or more options contracts would remain at this level for the options subject to this proposal.³³

The Exchange believes that the existing surveillance procedures and reporting requirements at the Exchange, other options exchanges, and at the several clearing firms are capable of properly identifying unusual and/or illegal trading activity. In addition, routine oversight inspections of the Exchange's regulatory programs by the Commission have not uncovered any material inconsistencies or shortcomings in the manner in which the Exchange's market surveillance is conducted. These procedures utilize daily monitoring of market movements via automated surveillance techniques to identify unusual activity in both options and underlying stocks.³⁴

Furthermore, large stock holdings must be disclosed to the Commission by way of Schedules 13D or 13G.³⁵ The positions for options subject to this proposal are part of any reportable positions and, thus, cannot be legally hidden. Moreover, the Exchange's requirement that BOX Participants file reports with the Exchange for any customer who held aggregate large long or short positions of any single class for the previous day will continue to serve as an important part of the Exchange's surveillance efforts.³⁶

The Exchange believes that the current financial requirements imposed by the Exchange and by the Commission adequately address concerns that a BOX Participant or its customer may try to maintain an inordinately large un-hedged position in the options subject to this proposal. Current margin and risk-based haircut methodologies serve to limit the size of positions maintained by any one account by increasing the

³³ See BOX Rule 3150 for reporting requirements.

³⁴ These procedures have been effective for the surveillance of trading the options subject to this proposal and will continue to be employed by FINRA on behalf of BOX.

³⁵ 17 CFR 240.13d-1.

³⁶ The Exchange again notes that these surveillance efforts are carried out by FINRA on behalf of BOX.

margin and/or capital that a BOX Participant must maintain for a large position held by itself or by its customer.³⁷ In addition, Rule 15c3-1³⁸ imposes a capital charge on BOX Participants to the extent of any margin deficiency resulting from the higher margin requirement.

b) Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),³⁹ in general, and Section 6(b)(5) of the Act,⁴⁰ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in 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. The current position limits for the options subject to this proposal have inhibited the ability of Market Makers to make markets on the Exchange. Specifically, the proposal is designed to encourage Market Makers to shift liquidity from over the counter markets onto the Exchange, which will enhance the process of price discovery conducted on the Exchange through increased order flow. The proposal will also benefit institutional investors as well as retail traders, and public customers, by providing them with a more effective trading and hedging vehicle. In addition, the Exchange believes that the structure of the ETFs subject to this proposal and the considerable liquidity of the market for options on those ETFs diminishes the

³⁷ See BOX Rule 10100 Series for a description of margin requirements.

³⁸ 17 CFR 240.15c3-1.

³⁹ 15 U.S.C. 78f(b).

⁴⁰ 15 U.S.C. 78f(b)(5).

opportunity to manipulate this product and disrupt the underlying market that a lower position limit may protect against.

Increased position limits for select actively traded options, such as that proposed herein, is not novel and has been previously approved by the Commission. For example, the Commission has previously approved, on a pilot basis, eliminating position limits for options on SPY.⁴¹ Additionally, the Commission has approved similar proposed rule changes to increase position limits for options on highly liquid, actively-traded ETFs,⁴² including a proposal to permanently eliminate the position and exercise limits for options overlaying the S&P 500 Index, S&P 100 Index, Dow Jones Industrial Average, and Nasdaq 100 Index.⁴³ In approving the permanent elimination of position and exercise limits, the Commission relied heavily upon CBOE's surveillance capabilities, the Commission expressed trust in the enhanced surveillance and reporting safeguards that CBOE took in order to detect and deter possible manipulative behavior which might arise from eliminating position and exercise limits.⁴⁴ Furthermore, as described more fully above, options on other ETFs have the position limits proposed herein, but their trading volumes are significantly lower than the ETFs subject to the proposed rule change.

Lastly, the Commission expressed the belief that removing position and exercise limits may bring additional depth and liquidity without increasing concerns

⁴¹ See Securities Exchange Act Release Nos. 67672 (August 15, 2012), 77 FR 50750 (August 22, 2012)(SR-NYSEAmex-2012-29); 67937 (September 27, 2012), 77 FR 60489 (October 3, 2012) (SR-CBOE-2012-091); 67936 (September 27, 2012), 77 FR 60491 (October 3, 2012) (SR-BOX-2012-013).

⁴² See Securities Exchange Act Release Nos. 68086 (October 23, 2012), 77 FR 65600 (October 29, 2012)(SR-CBOE-2012-066); 64928 (July 20, 2011), 76 FR 44633 (July 26, 2011) (SR-CBOE-2011-065); 64695 (June 17, 2011), 76 FR 36942 (June 23, 2011) (SR-PHLX- 2011-58); and 55155 (January 23, 2007), 72 FR 4741 (February 1, 2017) (SR-CBOE- 2007-008.).

⁴³ See Securities Exchange Act Release Nos. 44994 (October 26, 2001), 66 FR 55722 (November 2, 2001) (SR-CBOE-2001-22); 52650 (October 21, 2005), 70 FR 62147 (October 28, 2005) (SR-CBOE-2005-41) ("NDX Approval").

⁴⁴ See NDX Approval at 62149.

regarding intermarket manipulation or disruption of the options or the underlying securities.⁴⁵ The Exchange believes that BOX's enhanced surveillance and reporting safeguards continue to be designed to deter and detect possible manipulative behavior which might arise from eliminating position and exercise limits.

Item 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 not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that the proposed rule change will result in additional opportunities to achieve the investment and trading objectives of market participants seeking efficient trading and hedging vehicles, to the benefit of investors, market participants, and the marketplace in general.

Further, the Exchange notes that the rule change is being proposed as a competitive response to a filing submitted by CBOE that was recently approved by the Commission.⁴⁶

Item 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 comments on the proposed rule change.

Item 6. Extension of Time Periods for Commission Action

Not applicable.

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

This proposed rule change does not significantly affect the protection of investors or the public interest, does not impose any significant burden on competition,

⁴⁵ Id.

⁴⁶ See supra, note 3.

and, by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. The Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, prior to the date of filing the proposed rule change as required by Rule 19b-4(f)(6).⁴⁷ The proposed rule change is substantially similar in all material respects to a proposal submitted by CBOE that was recently approved by the Commission.⁴⁸ The Exchange believes that this proposed rule change, which is essential for competitive purposes and to promote a free and open market for the benefit of investors, does not raise any new, unique or substantive issues from those raised in the CBOE filing.

The Exchange's proposal does not significantly affect the protection of investors or the public interest because it will merely serve to provide transparency and clarity with respect to position limits. Additionally, the Exchange believes that it is appropriate to establish the same position limits recently established by CBOE pursuant to the CBOE proposal⁴⁹, as it will provide more consistency to Participants in that Participants of both CBOE and BOX will be subject to the same position limits.

The Exchange requests that the Commission waive the 30 day operative delay period. Waiver of the operative delay is consistent with the protection of investors and the public interest because it will ensure fair competition among the exchanges by allowing the Exchange increase these position limits. Furthermore, waiver of the operative delay will allow the Exchange to immediately increase the position limits

⁴⁷ 17 CFR 240.19b-4(f)(6).

⁴⁸ See supra, note 3.

⁴⁹ See supra note 3.

which will provide consistency for BOX Participants that are also members at CBOE where these increased position limits are currently in place.

For the foregoing reasons, this rule filing qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4 of the Act.

Item 8. Proposed Change Based Upon Rules of Another Self-Regulatory Organization or of the Commission

As discussed above, the Exchange believes that the proposed rule change is substantially similar in all material respects to a proposal submitted by CBOE that was recently approved by the Commission.⁵⁰

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

Not applicable.

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

Not applicable.

Item 11. Exhibits

1. Form of Notice of the Proposed Rule Change for Publication in the Federal Register.
5. Text of the Proposed Rule Change.

⁵⁰ Id.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-BOX-2018-10)

Self-Regulatory Organizations; BOX Options Exchange LLC; Notice of Filing of Proposed Rule Change to amend IM-3120-2 of BOX Rule 3120 (Position Limits) to increase the position limits for options on the following exchange traded funds (“ETFs”): iShares China Large-Cap ETF (“FXI”), iShares MSCI EAFE ETF (“EFA”), iShares MSCI Emerging Markets ETF (“EEM”), iShares Russell 2000 ETF (“IWM”), iShares MSCI Brazil Capped ETF (“EWZ”), iShares 20+ Year Treasury Bond Fund ETF (“TLT”), PowerShares QQQ Trust (“QQQQ”), and iShares MSCI Japan ETF (“EWJ”).

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 [DATE], BOX Options Exchange LLC (the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

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

The Exchange proposes to amend BOX Rule 3120 (Position Limits) to increase the position limits for options on the following exchange traded funds (“ETFs”): iShares China Large-Cap ETF (“FXI”), iShares MSCI EAFE ETF (“EFA”), iShares MSCI Emerging Markets ETF (“EEM”), iShares Russell 2000 ETF (“IWM”), iShares MSCI Brazil Capped ETF (“EWZ”), iShares 20+ Year Treasury Bond Fund ETF (“TLT”), PowerShares QQQ Trust (“QQQQ”), and iShares MSCI Japan ETF (“EWJ”). The text of the proposed rule change is available from the principal office of the Exchange, at the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Commission's Public Reference Room and also on the Exchange's Internet website at <http://boxoptions.com>.

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

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

1. Purpose

The Exchange proposes to amend IM-3120-2 to BOX Rule 3120 (Position Limits) to increase the position limits for options on the following exchange trade funds ("ETFs"): iShares China Large-Cap ETF ("FXI"), iShares MSCI EAFE ETF ("EFA"), iShares MSCI Emerging Markets ETF ("EEM"), iShares Russell 2000 ETF ("IWM"), iShares MSCI Brazil Capped ETF ("EWZ"), iShares 20+ Year Treasury Bond Fund ETF ("TLT"), PowerShares QQQ Trust ("QQQQ"), and iShares MSCI Japan ETF ("EWJ"). This is a competitive filing that is based on a proposal recently submitted by the Chicago Board Options Exchange Incorporated ("CBOE") and approved by the Commission.³

Position limits are designed to address potential manipulative schemes and adverse market impact surrounding the use of options, such as disrupting the

³ See Securities Exchange Act Release No. 82770 (February 23, 2018), 83 FR 8907 (March 1, 2018)(Order Granting Accelerated Approval SR-SR-CBOE-2017-057).

market in the security underlying the options. The potential manipulative schemes and adverse market impact are balanced against the potential of setting the limits so low as to discourage participation in the options market. The level of those position limits must be balanced between curtailing potential manipulation and the cost of preventing potential hedging activity that could be used for legitimate economic purposes. Position limits for options on ETFs, such as those subject to this proposal, are determined pursuant to BOX Rule 3120, and vary according to the number of outstanding shares and the trading volume of the underlying stocks or ETFs over the past six-months. Pursuant to BOX Rule 3120, the largest in capitalization and the most frequently traded stocks and ETFs have an option position limit of 250,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market; and smaller capitalization stocks and ETFs have position limits of 200,000, 75,000, 50,000 or 25,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market. Options on FXI, EFA, EWZ, TLT, and EWJ are currently subject to the standard position limit of 250,000 contracts as set forth in BOX Rule 3120.⁴ IM-3120-2 of BOX Rule 3120 sets forth separate position limits for options on specific ETFs as follows:

- Options on EEM are 500,000 contracts ;
- Options on IWM are 500,000 contracts ; and
- Options on QQQQ are 900,000 contracts.

The purpose of this proposal is to amend IM-3120-2 to BOX Rule 3120 to double the position and exercise limits for FXI, EEM, IWM, EFA, EWZ, TLT, QQQQ,

⁴ See <https://www.theocc.com/webapps/delo-search>.

and EWJ.⁵ As such, options on FXI, EFA, EWZ, TLT, and EWJ would no longer be subject to the standard position limits set forth under BOX Rule 3120. Accordingly, IM-3120-2 would be amended to set forth that the position limits for options on FXI, EFA, EWZ, TLT, and EWJ would be 500,000 contracts. These position limits equal the current position limits for option on IWM and EMM and are similar to the current position limit for options on QQQQ set forth in IM-3120-2. IM-3120-2 would be further amended to increase the position limits for the remaining options subject to this proposal as follows:

- The position limits for options on EEM would be increased from 500,000 contracts to 1,000,000 contracts;
- The position limits on options on IWM would be increased from 500,000 contracts to 1,000,000 contracts; and
- The position limits on options on QQQQ would be increased from 900,000 contracts to 1,800,000 contracts.

In support of this proposal, the Exchange represents that the above listed ETFs qualify for either: (i) the initial listing criteria set forth in Exchange Rule 5020(h)(2) for ETFs holding non-U.S. component securities; or (ii) for ETFs listed pursuant to generic listing standards for series of portfolio depository receipts and index fund shares based on international or global indexes under which a comprehensive surveillance agreement (“CSA”) is not required.⁶ FXI tracks the performance of the FTSE China 50

⁵ By virtue of IM-3140-1 of BOX Rule 3140, which is not being amended by this filing, the exercise limit for FXI, EEM, IWM, EFA, EWZ, TLT, QQQQ, and EWJ options would be similarly increased. The Exchange notes that it also proposes to make non-substantive corrections to the names of IWM and EEM in IM-3120-2.

⁶ The Exchange notes that the initial listing criteria for options on ETFs that hold non-U.S. component securities are more stringent than the maintenance listing criteria for those same ETF options. See BOX Rule 5020(h)(2); BOX Rule 5030(h).

Index, which is composed of the 50 largest Chinese stocks.⁷ EEM tracks the performance of the MSCI Emerging Markets Index, which is composed of approximately 800 component securities.⁸ “The MSCI Emerging Markets Index consists of the following 21 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey.”⁹ IWM tracks the performance of the Russell 2000 Index, which is composed of 2,000 small-cap domestic stocks.¹⁰ EFA tracks the performance of MSCI EAFE Index, which has over 900 component securities.¹¹ “The MSCI EAFE Index is designed to represent the performance of large and mid-cap securities across 21 developed markets, including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada.”¹² EWZ tracks the performance of the MSCI Brazil 25/50 Index, which is composed of shares of large and mid-size companies in Brazil.¹³ TLT tracks the performance of ICE U.S. Treasury 20+ Year Bond Index, which is composed of long-term U.S. Treasury bonds.¹⁴ QQQQ tracks the performance of the Nasdaq-100 Index, which is composed of 100 of the largest domestic and international nonfinancial companies listed on the Nasdaq Stock Market LLC (“Nasdaq”).¹⁵ EWJ tracks the MSCI Japan Index, which tracks the performance of large and mid-sized companies in Japan.¹⁶

⁷ See <https://www.ishares.com/us/products/239536/ishares-china-largecap-etf>.

⁸ See http://us.ishares.com/product_info/fund/overview/EEM.htm.

⁹ See <http://www.msci.com/products/indices/tools/index.html#EM>.

¹⁰ See <https://www.ishares.com/us/products/239710/ishares-russell-2000-etf>.

¹¹ See <https://www.ishares.com/us/products/239623/>.

¹² See <https://www.msci.com/eafe>.

¹³ See <https://www.ishares.com/us/products/239612/ishares-msci-brazil-capped-etf>.

¹⁴ See <https://www.ishares.com/us/products/239454/>.

¹⁵ See <https://www.invesco.com/portal/site/us/financial-professional/etfs/productdetail?productId=QQQ&ticker=QQQ&title=powershares-qqq>.

¹⁶ See <https://www.ishares.com/us/products/239665/EWJ>.

BOX represents that more than 50% of the weight of the securities held by the options subject to this proposal are also subject to a CSA.¹⁷ Additionally, the component securities of the MSCI Emerging Markets Index on which EEM is based for which the primary market is in any one country that is not subject to a CSA do not represent 20% or more of the weight of the MSCI Emerging Markets Index.¹⁸ Finally, the component securities of the MSCI Emerging Markets Index on which EEM is based, for which the primary market is in any two countries that are not subject to CSAs do not represent 33% or more of the weight of the MSCI Emerging Markets Index.¹⁹

According to CBOE, market participants have increased their demand for options on FXI, EFA, EWZ, TLT, and EWJ for hedging and trading purposes and the Exchange believes the current position limits are too low and may be a deterrent to successful trading of options on these securities.²⁰ CBOE has collected the following trading statistics on the ETFs that are subject to this proposal:

ETF	2017 ADV (Mil. Shares)	2017 ADV (option contracts)	Shares Outstanding (Mil.)	Fund Market Cap (\$Mil.)
FXI	15.08	71,944	78.6	\$3,343.6
EEM	52.12	287,357	797.4	\$34,926.1
IWM	27.46	490,070	253.1	\$35,809.1
EFA	19.42	98,844	1178.4	\$78,870.3
EWZ	17.08	95,152	159.4	\$6,023.4
TLT	8.53	80,476	60.0	\$7,442.4
QQQQ	26.25	579,404	351.6	\$50,359.7
EWJ	6.06	4,715	303.6	\$16,625.1
SPY ²¹	64.63	2,575,153	976.23	\$240,540.0

¹⁷ See BOX Rule 5020(h)(2).

¹⁸ See BOX Rule 5020(h)(2)(ii)(B).

¹⁹ See BOX Rule 5020(h)(2)(ii)(C).

²⁰ See *supra* note 3.

²¹ SPY is included here for comparison purposes.

The following analysis was conducted by CBOE in support of its proposal.

BOX agrees with CBOE's analysis discussed below.

In support of its proposal to increase the position limits for QQQQ to 1,800,000 contracts, CBOE compared the trading characteristics of QQQQ to that of the SPDR S&P 500 ETF ("SPY"), which has no position limits. As shown in CBOE's above table, the average daily trading volume through August 14, 2017 for QQQQ was 26.25 million shares compared to 64.63 million shares for SPY. The total shares outstanding for QQQQ are 351.6 million compared to 976.23 million for SPY. The fund market cap for QQQQ is \$50,359.7 million compared to \$240,540 million for SPY. SPY is one of the most actively trading ETFs and is, therefore, subject to no position limits. QQQQ is also very actively traded, and while not to the level of SPY, should be subject to the proposed higher position limits based its trading characteristics when compared to SPY. The proposed position limit coupled with QQQQ's trading behavior would continue to address potential manipulative schemes and adverse market impact surrounding the use of options and trading in its underlying the options.

In support of its proposal to increase the position limits for EEM and IWM from 500,000 contracts to 1,000,000 contracts, CBOE also compared the trading characteristics of EEM and IWM to that of QQQQ, which currently has a position limit of 900,000 contracts. As shown in the above table, the average daily trading volume through July 31, 2017 for EEM was 52.12 million shares and IWM was 27.46 million shares compared to 26.25 million shares for QQQQ. The total shares outstanding for EEM are 797.4 million and for IWM are 253.1 million compared to 351.6 million for QQQQ. The fund market cap for EEM is \$34,926.1 million and IWM is \$35,809 million compared to \$50,359.7 million for QQQQ. EEM, IWM and QQQQ have

similar trading characteristics and subjecting EEM and IWM to the proposed higher position limit would continue be designed to address potential manipulate schemes that may arise from trading in the options and their underlying securities. These above trading characteristics for QQQQ when compared to EEM and IWM also justify increasing the position limit for QQQQ. QQQQ has a higher options ADV than EEM and IWM, a higher numbers of shares outstanding than IWM and a much higher market cap than EEM and IWM which justify doubling the position limit for QQQQ. Based on these statistics, and as stated above, the proposed position limit coupled with QQQQ's trading behavior would continue to address potential manipulative schemes and adverse market impact surrounding the use of options and trading in the securities underlying the options.

In support of its proposal to increase the position limits for FXI, EFA, EWZ, TLT, and EWJ from 250,000 contracts to 500,000 contracts, CBOE compared the trading characteristics of FXI, EFA, EWZ, TLT and EWJ to that of EEM and IWM, both of which currently have a position limit of 500,000 contracts. As shown in the above table, the average daily trading volume through July 31, 2017 for FXI is 15.08 million shares, EFA is 19.42 million shares, EWZ is 17.08 million shares, TLT is 8.53 million shares, and EWJ is 6.06 million shares compared to 52.12 million shares for EEM and 27.46 million shares for IWM. The total shares outstanding for FXI is 78.6 million, EFA is 1178.4 million, EWZ is 159.4 million, TLT is 60 million and EWJ is 303.6 million compared to 797.4 million for EEM and 253.1 million for IWM. The fund market cap for FXI is \$3,343.6 million, EFA is \$78,870.3 million, EWZ is \$6,023.4 million, TLT is \$7,442.4 million, , and EWJ is \$16,625.1 million compared to \$34,926.1 million for EEM and \$35,809.1 million for IWM. The above trading

characteristics of FXI, EFA, EWZ, TLT and EWJ is either similar to that of EEM and IWM or sufficiently active enough so that the proposed limit would continue to address potential manipulative that may arise. EFA has far more shares outstanding and a larger fund market cap than EEM, IWM, and QQQQ. EWJ has a more shares outstanding than IWM and only slightly less shares outstanding than QQQQ.

On the other hand, while FXI, EWZ, and TLT do not exceed EEM, IWM or QQQQ in any of the specified areas, they are all actively trading so that market participant's trading activity has been impacted by them being restricted by the current position limits. The Exchange believes that the trading activity and these securities being based on a broad basket of underlying securities alleviates any potential manipulative activity that may arise. In addition, as discussed in more detail below, the Exchange's existing surveillance procedures and reporting requirements at the Exchange, other options exchanges, and at several clearing firms are capable of properly identifying unusual and/or illegal trading activity.

According to CBOE, market participants' trading activity has been adversely impacted by the current position limits for FXI, EFA, EWZ, TLT, and EWJ and such limits have caused options trading in these symbols to move from exchanges to the over-the-counter market. The Exchange understands that certain market participants wishing to make trades involving a large number of options contracts in the symbols subject to the proposal are opting to execute those trades in the over-the-counter market. The over-the-counter transactions occur via bi-lateral agreements, the terms of which are not publicly disclosed to other market participants. Therefore, these large trades do not contribute to the price discovery process performed on a lit market.

The Exchange notes that the ETFs that underlie options subject to this proposal are highly liquid, and are based on a broad set of highly liquid securities and other reference assets²². The Exchange notes that the Commission has generally looked through to the liquidity of securities comprising an index in establishing position limits for cash-settled index options. The Exchange further notes that options on certain broad-based security indexes have no position limits. Likewise, the Commission has recognized the liquidity of the securities comprising the underlying interest of the SPDR S&P 500 ETF (“SPY”) in permitting no position limits on SPY options since 2012,²³ and expanded position limits for options on EEM, IWM, and QQQQ.

The proposed position limits set forth in the proposal would continue to address potential manipulative activity while allowing for potential hedging activity for appropriate economic purposes. The creation and redemption process for these ETFs also lessen the potential for manipulative activity. When an ETF company wants to create more ETF shares, it looks to an Authorized Participant, which is a market maker or other large financial institution, to acquire the securities the ETF is to hold. For instance, IWM is designed to track the performance of the Russell 2000 Index, the Authorized Participant will purchase all the Russell 2000 constituent securities in the exact same weight as the index, then deliver those shares to the ETF provider. In exchange, the ETF provider gives the Authorized Participant a block of equally valued ETF shares, on a one-for-one fair value basis. The price is based on the net asset value, not the market value at which the ETF is trading. The creation of new ETF units can be conducted all trading day and is not subject to position limits. This process can also

²² See *supra* providing trading statistics for each ETF.

²³ See Securities Exchange Act Release No. 67936 (September 27, 2012), 77 FR 60491 (October 3, 2012) (SR-BOX-2012-013).

work in reverse where the ETF company seeks to decrease the number of shares that are available to trade. The creation and redemption process, therefore, creates a direct link to the underlying components of the ETF, and serves to mitigate potential price impact of the ETF shares that might otherwise result from increased position limits.

The ETF creation and redemption seeks to keep ETF share prices trading in line with the ETF's underlying net asset value. Because an ETF trades like a stock, its price will fluctuate during the trading day, due to simple supply and demand. If demand to buy an ETF is high, for instance, the ETF's share price might rise above the value of its underlying securities. When this happens, the Authorized Participant believes the ETF may now be overpriced, and can buy the underlying shares that compose the ETF and then sell ETF shares on the open market. This should help drive the ETF's share price back toward fair value. Likewise, if the ETF starts trading at a discount to the securities it holds, the Authorized Participant can buy shares of the ETF and redeem them for the underlying securities. Buying undervalued ETF shares should drive the price of the ETF back toward fair value. This arbitrage process helps to keep an ETF's price in line with the value of its underlying portfolio.

Some of the ETFs underlying options subject to the proposal are based on broad-based indices that underlie cash settled options that are economically equivalent to the ETF options that are the subject of the proposal and have no position limits. Other ETFs are based on broad-based indexes that underlie cash-settled options with position limits reflecting notional values that are larger than the current position limits for ETF analogues (EEM, EFA). Where there was no approved index analogue, the Exchange believes, based on the liquidity, breadth and depth of the underlying market,

that the index referenced by the ETF would be considered a broad-based index.²⁴ The Exchange argues that if certain position limits are appropriate for the options overlying the same index or is an analogue to the basket of securities that the ETF tracks, then those same economically equivalent position limits should be appropriate for the option overlying the ETF. In addition, the market capitalization of the underlying index or reference asset is large enough to absorb any price movements that may be caused by an oversized trade. Also, the Authorized Participant or issuer may look to the stocks comprising the analogous underlying index or reference asset when seeking to create additional ETF shares are part of the creation/redemption process to address supply and demand or to mitigate the price movement the price of the ETF.

For example, the PowerShares QQQ Trust or QQQQ is an ETF that tracks the Nasdaq 100 Index or NDX, which is an index composed of 100 of the largest non-financial securities listed on the Nasdaq Stock Market LLC (“Nasdaq”). Options on NDX are currently subject to the standard position limit of 25,000 contracts for broad-based index options but share similar trading characteristics as QQQQ.²⁵ Based on QQQQ’s share price of \$154.54²⁶ and NDX’s index level of 6,339.14, approximately 40 contracts of QQQQ equals one contract of NDX. Based on the above comparison of notional values, this would result in a position limit equivalent to 1,000,000 contracts for QQQQ as NDX’s analogue. NDX is subject to the standard position limit of 25,000 contracts for broad-based index options and has an average daily trading volume of 15,300 contracts. QQQQ is currently subject to a position limit of 900,000 contracts but has a much higher average daily trading volume of 579,404 contracts. Furthermore,

²⁴ See BOX Rule 6040, which sets forth the position limits for broad-based index options.

²⁵ *Id.*

²⁶ All share prices used herein are based on the closing price of the security on November 16, 2017. Source: Yahoo Finance.

NDX currently has a market capitalization of \$17.2 trillion and QQQQ has a market capitalization of \$50,359.7 million, and the component securities of NDX, in aggregate, have traded an average of 440 million shares per day in 2017, both large enough to absorb any price movement caused by a large trade in the QQQQ. The Exchange notes that other exchanges allow no position limits for NDX²⁷, although it has a much lower average daily trading volume than its analogue, the QQQQ. Therefore, the Exchange believes it is reasonable to increase the position limit for options on the QQQQ from 900,000 to 1,800,000 contracts.

The iShare Russell 2000 ETF or IWM, is an ETF that also tracks the Russell 2000 Index or RUT, which is an index that composed of 2,000 small-cap domestic companies in the Russell 3000 index. Options on RUT are currently subject to the standard position limit of 25,000 contracts for broad-based index options but share similar trading characteristics as IWM.²⁸ Based on IWM's share price of \$144.77 and RUT's index level of 1,486.88, approximately 10 contracts of IWM equals one contract of RUT. Based on the above comparison of notional values, this would result in a position limit equivalent to 250,000 contracts for IWM as RUT's analogue. The Exchange notes that at other exchanges RUT is not subject to position limits and has an average daily trading volume of 66,200 contracts.²⁹ IWM is currently subject to a position limit of 500,000 contracts but has a much higher average daily trading volume of 490,070 contracts. As mentioned above, other exchanges have no position limits for RUT³⁰, although it has a much lower average daily trading volume than its analogue, the IWM. Furthermore, RUT currently has a market capitalization of \$2.4 trillion and

²⁷ See CBOE Rule 24.4 sets forth the position limits for broad-based index options.

²⁸ See BOX Rule 6040, which sets forth the position limits for broad-based index options.

²⁹ See CBOE Rule 24.4.

³⁰ Id.

IWM has a market capitalization of \$35,809.1 million, and the component securities of RUT, in aggregate, have traded an average of 270 million shares per day in 2017, both large enough to absorb any price movement cause by a large trade in the IWM.

Therefore, the Exchange believes it is reasonable to increase the position limit for options on the IWM from 500,000 to 1,000,000 contracts.

EEM tracks the performance of the MSCI Emerging Markets Index or MXEF, which is composed of approximately 800 component securities following 21 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand, and Turkey. Below makes the same notional value comparison as made above. Based on EEM's share price of \$47.06 and MXEF's index level of 1,136.45, approximately 24 contracts of EEM equals one contract of MXEF. MXEF is currently subject to the standard position limit of 25,000 contracts for broad-based index options under BOX Rule 6040(a). Based on the above comparison of notional values, this would result in a position limit economically equivalent to 604,000 contracts for EEM as MXEF's analogue. However, MXEF has an average daily trading volume of 180 contracts. EEM is currently subject to a position limit of 500,000 contracts but has a much higher average daily trading volume of 287,357 contracts. Furthermore, MXEF currently has a market capitalization of \$5.18 trillion and EEM has a market capitalization of \$34,926.1 million, and the component securities of MXEF, in aggregate, have traded an average of 33.6 billion shares per day in 2017, both large enough to absorb any price movement cause by a large trade in the EEM. Therefore, based on the comparison of average daily trading

volume, the Exchange believes it is reasonable to increase the position limit for options on the EEM from 500,000 to 1,000,000 contracts.

EFA tracks the performance of MSCI EAFE Index or MXEA, which has over 900 component securities designed to represent the performance of large and mid-cap securities across 21 developed markets, including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada. Below makes the same notional value comparison as made above. Based on EFA's share price of \$69.16 and MXEA's index level of 1,986.15, approximately 29 contracts of EFA equals one contract of MXEA. MXEA is currently subject to the standard position limit of 25,000 contracts for broad-based index options under BOX Rule 6040(a). Based on the above comparison of notional values, this would result in a position limit economically equivalent to 721,000 contracts for EFA as MXEA's analogue. Furthermore, MXEA currently has a market capitalization of \$18.7 trillion and EFA has a market capitalization of \$78,870.3 million, and the component securities of MXEA, in aggregate, have traded an average of 4.6 billion shares per day in 2017, both large enough to absorb any price movement cause by a large trade in the EEM. However, MXEA has an average daily trading volume of 270 contracts. EFA is currently subject to a position limit of 250,000 contracts but has a much higher average daily trading volume of 98,844 contracts. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the EFA from 250,000 to 500,000 contracts.

FXI tracks the performance of the FTSE China 50 Index, which is composed of the 50 largest Chinese stocks. There is currently no index analogue for FXI approved for options trading. However, the FTSE China 50 Index currently has a market capitalization of \$1.7 trillion and FXI has a market capitalization of \$2,623.18 million,

both large enough to absorb any price movement cause by a large trade in FXI. The components of the FTSE China 50 Index, in aggregate, have an average daily trading volume of 2.3 billion shares. FXI is currently subject to a position limit of 000 contracts but has a much higher average daily trading volume of 15.08 million shares. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the FXI from 250,000 to 500,000 contracts.

EWZ tracks the performance of the MSCI Brazil 25/50 Index, which is composed of shares of large and mid-size companies in Brazil. There is currently no index analogue for EWZ approved for options trading. However, the MSCI Brazil 25/50 Index currently has a market capitalization of \$700 billion and EWZ has a market capitalization of \$6,023.4 million, both large enough to absorb any price movement cause by a large trade in EWZ. The components of the MSCI Brazil 25/50 Index, in aggregate, have an average daily trading volume of 285 million shares. EWZ is currently subject to a position limit of 250,000 contracts but has a much higher average daily trading volume of 17.08 million shares. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the EWZ from 250,000 to 500,000 contracts.

TLT tracks the performance of ICE U.S. Treasury 20+ Year Bond Index, which is composed of long-term U.S. Treasury bonds. There is currently no index analogue for TLT approved for options trading. However, the U.S. Treasury market is one of the largest and most liquid markets in the world, with over \$14 trillion outstanding and turnover of approximately \$500 billion per day. TLT currently has a market capitalization of \$7,442.4 million, both large enough to absorb any price movement cause by a large trade in TLT. Therefore, the potential for manipulation will not

increase solely due the increase in position limits as set forth in this proposal. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on the TLT from 250,000 to 500,000 contracts.

EWJ tracks the MSCI Japan Index, which tracks the performance of large and mid-sized companies in Japan. There is currently no index analogue for EWJ approved for options trading. However, the MSCI Japan Index has a market capitalization of \$3.5 trillion and EWJ has a market capitalization of \$16,625.1 million, and the component securities of the MSCI Japan Index, in aggregate, have traded an average of 1.1 billion shares per day in 2017, both large enough to absorb any price movement cause by a large trade in EWJ. EWJ is currently subject to a position limit of 250,000 contracts and has an average daily trading volume of 6.6 million shares. Based on the above comparisons, the Exchange believes it is reasonable to increase the position limit for options on EWJ from 250,000 to 500,000 contracts.

The Exchange believes that increasing the position limits for the options subject to this proposal would lead to a more liquid and competitive market environment for these options, which will benefit customers interested in this product. Under the proposal, the reporting requirement for the above options would be unchanged. Thus, the Exchange would still require that each BOX Participant that maintains a position in the options on the same side of the market, for its own account or for the account of a customer, report certain information to the Exchange. This information would include, but would not be limited to, the options' position, whether such position is hedged and, if so, a description of the hedge, and the collateral used to carry the position, if applicable. Exchange Market Makers³¹ would continue to be exempt from this

³¹ A Market Maker "is an Options Participant registered with the Exchange for the purpose of making

reporting requirement, as Market Maker information can be accessed through the Exchange's market surveillance systems.³² In addition, the general reporting requirement for customer accounts that maintain an aggregate position of 200 or more options contracts would remain at this level for the options subject to this proposal.³³

The Exchange believes that the existing surveillance procedures and reporting requirements at the Exchange, other options exchanges, and at the several clearing firms are capable of properly identifying unusual and/or illegal trading activity. In addition, routine oversight inspections of the Exchange's regulatory programs by the Commission have not uncovered any material inconsistencies or shortcomings in the manner in which the Exchange's market surveillance is conducted. These procedures utilize daily monitoring of market movements via automated surveillance techniques to identify unusual activity in both options and underlying stocks.³⁴

Furthermore, large stock holdings must be disclosed to the Commission by way of Schedules 13D or 13G.³⁵ The positions for options subject to this proposal are part of any reportable positions and, thus, cannot be legally hidden. Moreover, the Exchange's requirement that BOX Participants file reports with the Exchange for any customer who held aggregate large long or short positions of any single class for the previous day will continue to serve as an important part of the Exchange's surveillance efforts.³⁶

markets in options contracts traded on the Exchange and that is vested with the rights and responsibilities specified in the Rule 8000 Series. All Market Makers are designated as specialists on the Exchange for all purposes under the Exchange Act or Rules thereunder." See BOX Rule 100(a)(31).

³² The Exchange notes that the Financial Industry Regulatory Authority ("FINRA"), pursuant to a regulatory services agreement, operates surveillance on behalf of BOX. This type of Market Maker information can be found through FINRA.

³³ See BOX Rule 3150 for reporting requirements.

³⁴ These procedures have been effective for the surveillance of trading the options subject to this proposal and will continue to be employed by FINRA on behalf of BOX.

³⁵ 17 CFR 240.13d-1.

³⁶ The Exchange again notes that these surveillance efforts are carried out by FINRA on behalf of BOX.

The Exchange believes that the current financial requirements imposed by the Exchange and by the Commission adequately address concerns that a BOX Participant or its customer may try to maintain an inordinately large un-hedged position in the options subject to this proposal. Current margin and risk-based haircut methodologies serve to limit the size of positions maintained by any one account by increasing the margin and/or capital that a BOX Participant must maintain for a large position held by itself or by its customer.³⁷ In addition, Rule 15c3-1³⁸ imposes a capital charge on BOX Participants to the extent of any margin deficiency resulting from the higher margin requirement.

2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),³⁹ in general, and Section 6(b)(5) of the Act,⁴⁰ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in 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. The current position limits for the options subject to this proposal have inhibited the ability of Market Makers to make markets on the Exchange. Specifically, the proposal is designed to encourage Market Makers to shift liquidity from over the counter markets onto the Exchange, which will enhance the process of price discovery conducted on the Exchange through increased order flow. The proposal will also

³⁷ See BOX Rule 10100 Series for a description of margin requirements.

³⁸ 17 CFR 240.15c3-1.

³⁹ 15 U.S.C. 78f(b).

⁴⁰ 15 U.S.C. 78f(b)(5).

benefit institutional investors as well as retail traders, and public customers, by providing them with a more effective trading and hedging vehicle. In addition, the Exchange believes that the structure of the ETFs subject to this proposal and the considerable liquidity of the market for options on those ETFs diminishes the opportunity to manipulate this product and disrupt the underlying market that a lower position limit may protect against.

Increased position limits for select actively traded options, such as that proposed herein, is not novel and has been previously approved by the Commission. For example, the Commission has previously approved, on a pilot basis, eliminating position limits for options on SPY.⁴¹ Additionally, the Commission has approved similar proposed rule changes to increase position limits for options on highly liquid, actively-traded ETFs,⁴² including a proposal to permanently eliminate the position and exercise limits for options overlaying the S&P 500 Index, S&P 100 Index, Dow Jones Industrial Average, and Nasdaq 100 Index.⁴³ In approving the permanent elimination of position and exercise limits, the Commission relied heavily upon CBOE's surveillance capabilities, the Commission expressed trust in the enhanced surveillance and reporting safeguards that CBOE took in order to detect and deter possible manipulative behavior which might arise from eliminating position and exercise limits.⁴⁴ Furthermore, as described more fully above, options on other ETFs have the

⁴¹ See Securities Exchange Act Release Nos. 67672 (August 15, 2012), 77 FR 50750 (August 22, 2012)(SR-NYSEAmex-2012-29); 67937 (September 27, 2012), 77 FR 60489 (October 3, 2012) (SR-CBOE-2012-091); 67936 (September 27, 2012), 77 FR 60491 (October 3, 2012) (SR-BOX-2012-013).

⁴² See Securities Exchange Act Release Nos. 68086 (October 23, 2012), 77 FR 65600 (October 29, 2012)(SR-CBOE-2012-066); 64928 (July 20, 2011), 76 FR 44633 (July 26, 2011) (SR-CBOE-2011-065); 64695 (June 17, 2011), 76 FR 36942 (June 23, 2011) (SR-PHLX- 2011-58); and 55155 (January 23, 2007), 72 FR 4741 (February 1, 2017) (SR-CBOE- 2007-008.).

⁴³ See Securities Exchange Act Release Nos. 44994 (October 26, 2001), 66 FR 55722 (November 2, 2001) (SR-CBOE-2001-22); 52650 (October 21, 2005), 70 FR 62147 (October 28, 2005) (SR-CBOE-2005-41) ("NDX Approval").

⁴⁴ See NDX Approval at 62149.

position limits proposed herein, but their trading volumes are significantly lower than the ETFs subject to the proposed rule change.

Lastly, the Commission expressed the belief that removing position and exercise limits may bring additional depth and liquidity without increasing concerns regarding intermarket manipulation or disruption of the options or the underlying securities.⁴⁵ The Exchange believes that BOX's enhanced surveillance and reporting safeguards continue to be designed to deter and detect possible manipulative behavior which might arise from eliminating position and exercise limits.

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 not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that the proposed rule change will result in additional opportunities to achieve the investment and trading objectives of market participants seeking efficient trading and hedging vehicles, to the benefit of investors, market participants, and the marketplace in general.

Further, the Exchange notes that the rule change is being proposed as a competitive response to a filing submitted by CBOE that was recently approved by the Commission.⁴⁶

C. 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 comments on the proposed rule change.

⁴⁵ Id.

⁴⁶ See supra, note 3.

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

Pursuant to Section 19(b)(3)(A) of the Act⁴⁷ and Rule 19b-4(f)(6)⁴⁸ thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

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 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

⁴⁷ 15 U.S.C. 78s(b)(3)(A).

⁴⁸ 17 CFR 240.19b-4(f)(6).

- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-BOX-2018-10 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-BOX-2018-10. 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 Web site (<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 Web site viewing and printing in the Commission's Public Reference Room, on business days between the hours of 10 a.m. and 3 p.m., located at 100 F Street, NE, Washington, DC 20549. Copies of such 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-BOX-2018-10 and should be submitted on or before [date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁴⁹

Kevin M. O'Neill
Deputy Secretary

⁴⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New language
[deleted language]

BOX Options Exchange LLC

* * * * *

IM-3120-2

The position limits under Rule 3120 applicable to options on shares or other securities that represent interest in registered investment companies (or series thereof) organized as open-end management investment companies, unit investment trusts or similar entities that satisfy the criteria set forth in Section 5020 of these Rules shall be the same as the position limits applicable to equity options under this Rule 3120, and any Interpretive Material thereunder, except that the position limits under this section applicable to option contracts on the securities listed in the below chart are as follows:

Security Underlying Option	Position Limit
The DIAMONDS Trust (DIA)	300,000 contracts
The Standard and Poor's Depository Receipts Trust (SPY)	None
The iShares Russell 2000 [Index Fund]ETF (IWM) contracts	[500,000] <u>1,000,000</u>
The PowerShares QQQ Trust (QQQQ) contracts	[900,000] <u>1,800,000</u>
The iShares MSCI Emerging Markets [Index Fund]ETF (EEM) contracts	[500,000] <u>1,000,000</u>
<u>iShares China Large-Cap ETF ("FXI")</u>	<u>500,000 contracts</u>
<u>iShares MSCI EAFE ETF ("EFA")</u>	<u>500,000 contracts</u>
<u>iShares MSCI Brazil Capped ETF ("EWZ")</u>	<u>500,000 contracts</u>
<u>iShares 20+ Year Treasury Bond Fund ETF ("TLT")</u>	<u>500,000 contracts</u>
<u>iShares MSCI Japan ETF ("EWJ")</u>	<u>500,000 contracts</u>

Position Limits for options on SPDR S&P 500 ETF (SPY) are subject to a pilot program through July 12, 2018.

* * * * *