



## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-105132; File No. SR-NYSEAMER-2026-25]

### **Self-Regulatory Organizations; NYSE American LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the NYSE American Options Fee Schedule to Eliminate Certain Incentive Programs and Increase the Limit on the Maximum Combined Floor Broker Credits Paid on QCC Trades and Rebates Paid Through the Manual Billable Program**

March 31, 2026.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (“Act”)<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that, on March 18, 2026, NYSE American LLC (“NYSE American” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to modify the NYSE American Options Fee Schedule (“Fee Schedule”) regarding: (i) the limit on the maximum combined Floor Broker credits paid for QCC trades and rebates paid through the Manual Billable Rebate Program (the “FB Cap”); (ii) a pricing incentive designed to encourage Floor Broker participation in trading AON Single and AON Complex CUBE Auction options on NYSE American (the “FB AON CUBE Rebate”); and (iii) an ATP Credit Simple/Complex Customer Electronic rebate (“ATP Electronic Rebate”). The Exchange proposes to implement the fee changes effective March 18, 2026. The proposed

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.

rule change is available on the Exchange's website at [www.nyse.com](http://www.nyse.com) and at the principal office of the Exchange.

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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to modify the Fee Schedule to: (i) increase the FB Cap; (ii) eliminate the FB AON CUBE Rebate; and (iii) eliminate the ATP Electronic Rebate. The Exchange proposes to implement the fee changes effective March 18, 2026.<sup>4</sup>

*FB Cap*

The FB Cap is a limit on the maximum combined Floor Broker credits paid for QCC trades and rebates paid through the Manual Billable Rebate Program of \$4,000,000 per month per Floor Broker firm.<sup>5</sup> In 2025, in response to extreme market volatility and a concomitant surge in open outcry volume that led to Floor Broker firms earning higher than average monthly credits and rebates, the Exchange waived the FB Cap for April 2025 through December 2025 to allow Floor Broker firms to continue to send credit/rebate-generating order flow to the Exchange without concern for reaching the FB Cap.<sup>6</sup> Because open outcry volumes on the Exchange

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<sup>4</sup> The Exchange originally filed to amend the Fee Schedule on February 27, 2026 (SR-NYSEAMER-2026-13). SR-NYSEArca-2026-13 was withdrawn on March 12, 2026, and replaced by this filing.

<sup>5</sup> See Fee Schedule, Sections I.F. and III.E.1. (providing, in relevant part, that Floor Broker credits paid for QCC trades and rebates paid through the Manual Billable Rebate Program shall not combine to exceed \$4,000,000 per month per Floor Broker firm).

<sup>6</sup> See Securities Exchange Act Release Nos. 102890 (April 18, 2025), 90 FR 17273 (April 24, 2025) (SRNYSEAMER-2025-26); 102985 (May 2, 2025), 90 FR 19584 (May 8, 2025) (SR-NYSEAMER-2025-

remained elevated, the Exchange extended the waiver to January and February 2026 and raised the FB Cap from \$3,000,000 to \$4,000,000.<sup>7</sup>

For the same reason, the Exchange now proposes increasing the FB Cap to \$5,500,000 per month per Floor Broker firm. The proposed change is intended to incentivize Floor Brokers to continue to direct their order flow to the Exchange, thereby increasing liquidity to the benefit of all market participants, by increasing the monthly cap on combined Floor Broker credits paid for QCC trades and rebates paid through the Manual Billable Rebate Program.<sup>8</sup>

#### *FB AON CUBE Rebate*

The Exchange proposes to amend the Fee Schedule to eliminate a pricing incentive designed to encourage Floor Broker participation in trading AON Single and FB AON CUBE Rebate. Currently, the FB AON CUBE Rebate provides for a credit of \$0.12 applied to each of the first 5,000 contracts of an AON CUBE order executed in an AON Single-Leg CUBE auction, or the first 1,000 contracts per leg of an AON CUBE order executed in an AON Complex CUBE auction.

Only Floor Brokers that execute a minimum of 2,500 contracts ADV in AON CUBE Orders in either AON Single-Leg or AON Complex CUBE auction are eligible to receive the FB AON CUBE Rebate. AON CUBE Orders executed by a Floor Broker on behalf of an ATP Holder may only be counted towards the Floor Broker's eligibility for the FB AON CUBE Rebate.

The Exchange adopted the FB AON CUBE Rebate in an effort to attract greater liquidity to the Exchange generally and would therefore benefit all market participants (including those that do not participate in auction mechanisms) through increased opportunities to trade at

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27); 103623 (August 1, 2025), 90 FR 37905 (August 6, 2025) (SR-NYSEAMER-2025-46); 104258 (November 25, 2025), 90 FR 55186 (December 1, 2025) (SR-NYSEAMER-2025-65).

<sup>7</sup> See Securities Exchange Act Release No. 104676 (January 23, 2026), 91 FR 3748 (January 28, 2026) (SR-NYSEAMER-2026-03).

<sup>8</sup> The Exchange also proposes a non-substantive, clean up change to delete language from the Fee Schedule in Sections I.F. and III.E.1 referencing the waiver of the FB Cap for the months of January and February 2026, which will have expired.

potentially improved prices as well as enhancing price discovery. To the extent that the proposed fees and credits are successful in incentivizing utilization of AON CUBE Auctions, it was hoped that this increased order flow would improve price discovery and make the Exchange a more competitive venue for order execution, which, in turn, would improve market quality for all market participants (including those that do not participate in AON CUBE Auctions). Because the FB AON CUBE Rebate has been underutilized and thus has not achieved its intended effect, the Exchange now proposes to eliminate it from the Fee Schedule.

#### *ATP Electronic Rebate*

As set forth in Section I.H. of the Fee Schedule, ATP Holders are currently eligible to receive the Customer Credit of \$0.10 per contract on Customer Electronic Simple and Complex executions, excluding CUBE Auctions, QCC Transactions, and volume from orders routed to another exchange, by meeting each of the following monthly qualification levels: (a) 5,000 contracts ADV from Initiating CUBE Orders in Complex CUBE Auctions; (b) Customer Electronic executions of 0.03% of TCADV, excluding CUBE Auctions, QCC Transactions, and volume from orders routed to another exchange; and (c) Professional Electronic executions of 0.02% of TCADV, excluding CUBE Auctions, QCC Transactions, and volume from orders routed to another exchange.<sup>9</sup>

The rebate was designed to incentivize ATP Holders to direct order flow to the Exchange and to encourage ATP Holders to engage in a variety of transactions on the Exchange. It was hoped that the increased liquidity on the Exchange would result in enhanced market quality for all participants. However, similar to the FB AON CUBE Rebate, the ATP Electronic Rebate is not currently actioned by any participants. Because it has been underutilized and thus has not achieved its intended effect, the Exchange now proposes to eliminate it from the Fee Schedule. In doing so, the Exchange notes that potential participants will still be able to achieve Customer

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<sup>9</sup> See Fee Schedule, Section I.H. In calculating an Order Flow Provider's (OFP) Electronic volume, the Exchange will include the activity of either (i) Affiliates of the OFP, such as when an OFP has an Affiliated NYSE American Options Market Making firm, or (ii) an Appointed MM of such OFP.

Electronic rebates via its American Customer Engagement (ACE) program.

## 2. Statutory Basis

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

### *FB Cap*

The proposed increase to the FB Cap is reasonable, equitable, and not unfairly discriminatory. As a threshold matter, the Exchange is subject to significant competitive forces in the market for options securities transaction services that constrain its pricing determinations in that market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system “has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.”<sup>12</sup>

There are currently 18 registered options exchanges competing for order flow. Based on publicly available information, and excluding index-based options, no single exchange has more than 16% of the market share of executed volume of multiply-listed equity and ETF options trades.<sup>13</sup> Therefore, currently no exchange possesses significant pricing power in the execution of

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<sup>10</sup> 15 U.S.C. 78f(b).

<sup>11</sup> 15 U.S.C. 78f(b)(4) & (5).

<sup>12</sup> See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (S7-10-04) (“Reg NMS Adopting Release”).

<sup>13</sup> The OCC publishes options and futures volume in a variety of formats, including daily and monthly volume by exchange, available at: <https://www.theocc.com/Market-Data/Market-Data-Reports/Volume-and-Open-Interest/Monthly-Weekly-Volume-Statistics>.

multiply-listed equity and ETF options order flow. More specifically, in January 2026, the Exchange had 9.03% market share of executed volume of multiply-listed equity and ETF options order flow.<sup>14</sup> In such a low concentrated and highly competitive market, no single options exchange possesses significant pricing power in the execution of option order flow. The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow or discontinue or reduce use of certain categories of products, in response to fee changes. Accordingly, competitive forces constrain options exchange transaction fees. In response to this competitive marketplace, the Exchange has established incentives, such as the FB Cap, to encourage market participants to direct order flow to the Exchange.

The Exchange believes the proposed change to the FB Cap is reasonable because it is designed to encourage the unique function of Floor Brokers in facilitating the execution of open outcry orders, to the benefit of all market participants. To the extent the proposed increase to the amount of the FB Cap encourages Floor Brokers to continue facilitating transactions on the Exchange (instead of on a competing market), all market participants should benefit from increased liquidity, and increased order flow on the Exchange, which would continue to make the Exchange a more competitive venue for order execution, thus supporting market quality for all market participants. Finally, the FB Cap, as proposed, would apply equally to all Floor Brokers that execute manual transactions and/or QCC transactions and that earn rebates and credits applied toward such cap.

*FB AON CUBE Rebate and ATP Electronic Rebate*

The Exchange also believes that the elimination of the FB AON CUBE Rebate and the ATP Electronic Rebate is reasonable, equitable, and not unfairly discriminatory. Their elimination provides for the equitable allocation of reasonable dues, fees, and other charges

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<sup>14</sup> Based on a compilation of OCC data for monthly volume of equity-based options and monthly volume of equity-based ETF options, see id., the Exchange's market share in equity-based options increased from 6.09% for the month of November 2024 to 9.03% for the month of January 2026.

among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers. In addition, the programs have not encouraged Floor Brokers to increase participation in AON Single and AON Complex CUBE Auction options or incentivize ATP Holders to direct order flow to the Exchange and eliminating underutilized incentive programs would simplify the Fee Schedule.

Finally, the AON CUBE Rebate would be eliminated in its entirety and would no longer be available to any Floor Broker. Similarly, the removal of the ATP Electronic Rebate would apply equally to all potential participants who would still be able to achieve rebates via the Exchange's ACE program.

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

In accordance with Section 6(b)(8) of the Act, the Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

*Intramarket Competition.* The proposed change to the FB Cap is designed to continue to attract order flow to the Exchange by offering Floor Brokers competitive rates to continue to direct their order flow to the Exchange, thereby increasing liquidity to the benefit of all market participants. The proposed change to the FB Cap would apply equally to all similarly situated Floor Brokers. To the extent that the increased FB Cap imposes an additional competitive burden on non-Floor Brokers, the Exchange believes that any such burden is outweighed by the fact that Floor Brokers serve an important function in facilitating the execution of orders and price discovery for all market participants.

In addition, the Exchange believes that the proposed elimination of the FB AON CUBE Rebate or the ATP Electronic Rebate would not affect intramarket competition because, as noted above, the programs have not effectively encouraged increased Floor Broker participation, and its elimination would impact all Floor Brokers equally.

*Intermarket Competition.* The Exchange operates in a highly competitive market in which

market participants can readily favor one of the other 17 competing option exchanges if they deem fee levels at a particular venue to be excessive. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and to attract order flow to the Exchange. Based on publicly available information, and excluding index-based options, no single exchange has more than 16% of the market share of executed volume of multiply listed equity and ETF options trades. Therefore, currently no exchange possesses significant pricing power in the execution of multiply listed equity and ETF options order flow. More specifically, in January 2026, the Exchange had 9.03% market share of executed volume of multiply listed equity and ETF options order flow.

The proposed change to the FB Cap is designed to continue to incentivize Floor Brokers to direct manual and QCC transactions to the Exchange, to provide liquidity and to attract order flow to the Exchange. To the extent that Floor Brokers are encouraged to utilize the Exchange as a primary trading venue for all transactions, all of the Exchange's market participants should benefit from improved market quality and increased opportunities for price improvement.

Similarly, the Exchange believes that the elimination of the FB AON CUBE Rebate or the ATP Electronic Rebate would not affect intermarket competition. As noted above, the Exchange operates in a highly competitive market in which the Exchange must continually adjust its fees and rebates to remain competitive with other exchanges and to attract order flow to the Exchange. The Exchange believes that the proposed rule change reflects this competitive environment because it removes an underutilized program that did not achieve its intended purpose.

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

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

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)<sup>15</sup> of the Act and subparagraph (f)(2) of Rule 19b-4<sup>16</sup> thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)<sup>17</sup> of the Act to determine whether the proposed rule change should be approved or disapproved.

#### IV. Solicitation of Comments

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

##### Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include file number SR-NYSEAMER-2026-25 on the subject line.

##### Paper Comments:

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

All submissions should refer to file number SR-NYSEAMER-2026-25. This file number should be included on the subject line if email is used. To help the Commission process and

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<sup>15</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>16</sup> 17 CFR 240.19b-4(f)(2).

<sup>17</sup> 15 U.S.C. 78s(b)(2)(B).

review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>).

Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright

protection. All submissions should refer to file number SR-NYSEAMER-2026-25 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>18</sup>

**Sherry R. Haywood,**

*Assistant Secretary.*

[FR Doc. 2026-06464 Filed: 4/2/2026 8:45 am; Publication Date: 4/3/2026]