



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-105305; File No. SR-NYSEARCA-2026-39]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the NYSE Arca Options Fee Schedule Regarding the Firm and Broker Dealer Monthly Fee Cap and the Combined Cap on Submitting Broker Credits Paid for QCC Trades and Floor Broker Rebates Paid Through the Manual Billable Rebate Program

April 24, 2026.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”),² and Rule 19b-4 thereunder,³ notice is hereby given that on April 15, 2026, NYSE Arca, Inc. (“NYSE Arca” 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 Arca Options Fee Schedule (“Fee Schedule”) regarding the Firm and Broker Dealer Monthly Fee Cap (the “Monthly Fee Cap”) and the maximum combined Floor Broker credits paid for QCC trades and rebates paid through the Manual Billable Rebate Program (the “FB Cap”). The Exchange proposes to implement the fee changes effective April 15, 2026. The proposed rule change is available on the Exchange’s website at www.nyse.com and at the principal office of the Exchange.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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 amend the Fee Schedule to modify the Monthly Fee Cap and the FB Cap. The Exchange proposes to implement the rule change on April 15, 2026.⁴

The Monthly Fee Cap

The Monthly Fee Cap imposes a cap of \$250,000 per month on combined (a) Firm Proprietary Fees for Manual (Open Outcry) Executions, (b) Broker Dealer Fees for transactions in standard option contracts cleared in the customer range for Manual (Open Outcry) Executions, and (c) QCC transactions exclusive of Strategy Executions, Royalty Fees and firm trades executed via a Joint Back Office agreement. Once a Firm or Broker Dealer has reached the Monthly Fee Cap, the Exchange charges an incremental service fee of \$0.01 per contract for Manual Transactions, except for the execution of a QCC order.

The Exchange proposes to increase the incremental service fee—which is charged for Manual transactions once the Monthly Fee Cap has been reached—from \$0.01 to \$0.02 and to extend the proposed incremental service fee of \$0.02 per contract to also apply to QCC transactions. Royalty Fees and fees or volumes associated with Strategy Executions will continue

⁴ The Exchange originally filed to amend the Fee Schedule on March 31, 2026 (SR-NYSEARCA-2026-36). SR-NYSEARCA-2026-36 was withdrawn on April 8, 2026, and replaced on April 8, 2026 (SR-NYSARCA-2026-37). SR-NYSARCA-2026-37 was withdrawn on April 15, 2026 and replaced with this filing.

to be excluded from the calculation of fees towards the Firm Monthly Fee Cap. The service fee will not apply to manual executions for Firm Facilitations and Broker Dealers facilitating a Customer or Professional Customer, which will continue to be executed at the rate of \$0.00 per contract regardless of whether a Firm or Broker Dealer has reached the Monthly Fee Cap.⁵

The Exchange believes that the proposed change, despite increasing the incremental service fee for Manual transactions and QCC transactions, would continue to permit the Monthly Fee Cap to incentivize Firms and Broker Dealers to direct order flow to the Exchange to receive the benefits of a cap on their Manual transaction fees. The Exchange notes that the increase would be consistent with a similar incremental fee charged by its affiliate, NYSE American LLC, on its member reaching its \$250,000 firm monthly fee cap.⁶

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 \$3,000,000 per month per Floor Broker firm.⁷ In March 2026, in response to elevated volumes on the Exchange, the Exchange waived the FB Cap to allow Floor Broker firms to continue to send credit/rebate-generating order flow to the Exchange without concern for reaching the FB Cap.⁸

For the same reason, the Exchange now proposes increasing the FB Cap to \$5,500,000 per month per Floor Broker firm, which would be consistent with the identical increase in the FB

⁵ See Fee Schedule, NYSE Arca Options: Trade-Related Charges for Standard Options, Transaction Fee For Manual Executions - Per Contract (applying a \$0.00 transaction fee for Firm Facilitation and Broker Dealer facilitating a Customer or Professional Customer).

⁶ See Securities Exchange Act Release No. 96879 (February 10, 2023), 88 FR 10153 (February 16, 2023) (SR-NYSEAMER-2023-13) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the NYSE American Options Fee Schedule).

⁷ See Fee Schedule, Endnote 17 (providing that Submitting Broker credits paid for QCC trades and Floor Broker rebates paid through the Manual Billable Rebate Program shall not combine to exceed \$3,000,000 per month per firm).

⁸ See Securities Exchange Act Release No. 105088 (March 26, 2026), 91 FR 16052 (March 31, 2026) (SR-NYSEARCA-2026-32) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Modify the NYSE Arca Options Fee Schedule to Waive the Combined Cap on Submitting Broker Credits Paid for QCC Trades and Floor Broker Rebates Paid Through the Manual Billable Rebate Program for the Month of March 2026).

Cap recently made by the Exchange's affiliate, NYSE American LLC.⁹ As with its affiliate's amendment, 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.¹⁰

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,¹¹ in general, and furthers the objectives of Sections 6(b)(4) and (5) of the Act,¹² 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.

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."¹³

⁹ See SR-NYSEAMER-2026-25 (March 18, 2026).

¹⁰ The Exchange also proposes a non-substantive, clean up change to delete language from Fee Schedule, Endnote 17, referencing the waiver of the FB Cap for March 2026, which will have expired.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(4) and (5).

¹³ See Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (S7-10-04) ("Reg NMS Adopting Release").

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.¹⁴ Therefore, currently no exchange possesses significant pricing power in the execution of multiply-listed equity and ETF options order flow. More specifically, in February 2026, the Exchange had 10.31% market share of executed volume of multiply-listed equity and ETF options order flow. 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 Monthly Fee Cap and the FB Cap, to encourage market participants to direct order flow to the Exchange.

The Monthly Fee Cap

The proposed change to the Monthly Fee Cap is reasonable in that it would align itself with its affiliate, NYSE American LLC, which also has a \$250,000 monthly fee cap that, notwithstanding its \$0.02 incremental service fee, still incentivizes Firms to direct order flow to it. To the extent this purpose is achieved, the Exchange believes that the proposed increase and extension of the incremental service fee to QCC transactions would also not discourage Firms and Broker Dealers from directing activity to the Exchange. The Exchange also believes the proposed change is reasonable because the proposed incremental service charge would be applicable to all Manual transactions and QCC transactions executed by a Firm or Broker Dealer once it reaches the fee cap.

¹⁴ 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>.

The change will not prevent the Monthly Fee Cap from attracting volume to the Exchange. This order flow would continue to make the Exchange a more competitive venue for order execution, which, in turn, promotes just and equitable principles of trade and removes impediments to and perfects the mechanism of a free and open market and a national market system. The Exchange notes that all market participants stand to benefit from any increase in volume, which could promote market depth, facilitate tighter spreads and enhance price discovery, particularly to the extent the proposed change encourages market participants to utilize the Exchange as a primary trading venue, and may lead to a corresponding increase in order flow from other market participants.

Likewise, the Exchange's overall competitiveness and strengthened market quality for all market participants would continue to improve. In the backdrop of the competitive environment in which the Exchange operates, the Monthly Fee Cap is a reasonable attempt by the Exchange to increase the depth of its market and improve its market share relative to its competitors. The Exchange's fees are constrained by intermarket competition, as market participants can choose to direct their order flow to any of the 18 options exchanges. The Exchange thus believes that, despite the increase to the incremental service fee, market participants will not be discouraged from continuing to quote and trade actively on the Exchange. The Monthly Fee Cap will continue to incent market participants to direct liquidity to the Exchange, and, to the extent they continue to be incentivized to aggregate their trading activity at the Exchange, that increased liquidity could promote market depth, price discovery and improvement, and enhanced order execution opportunities for all market participants.

FB Cap

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.

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 Exchange believes that the proposed \$0.01 increase in the incremental service charge is not unfairly discriminatory because it would be applicable to all similarly situated Firms and Broker Dealers.

Similarly, 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.

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 February 2026, the Exchange had 10.31% market share of executed volume of multiply listed equity and ETF options order flow.

The proposed change to the Monthly Fee Cap is intended to align itself with the incremental service fee charged by its affiliate NYSE American LLC. The Exchange believes that the proposed increase and extension of the incremental service fee to QCC transactions would not discourage Firms and Broker Dealers from directing activity to the Exchange. Market participants will continue to quote and trade actively on the Exchange. To the extent the Monthly Fee Cap continues to attract Manual transactions and QCC transactions to the Exchange, the Exchange believes it would continue to improve market quality for all market participants on the Exchange and, as a consequence, attract more order flow to the Exchange, thereby improving market-wide quality and price discovery. The increased volume and liquidity would continue to provide more trading opportunities and tighter spreads to all market participants and thus would promote just and equitable principles of trade, remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, protect investors and the public interest.

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 the Exchange's market participants should benefit from improved market quality and increased opportunities for price improvement.

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)¹⁵ of the Act and subparagraph (f)(2) of Rule 19b-4¹⁶ 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)¹⁷ 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. Please include file number SR-NYSEARCA-2026-39 on the subject line.

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f)(2).

¹⁷ 15 U.S.C. 78s(b)(2)(B).

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-NYSEARCA-2026-39. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<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-NYSEARCA-2026-39 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.¹⁸

Sherry R. Haywood,

Assistant Secretary.

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¹⁸ 17 CFR 200.30-3(a)(12).