

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-57322; File No. 10-182)

February 13, 2008

BATS Exchange, Inc.; Notice of Filing of Application and Amendment No. 1 Thereto for Registration as a National Securities Exchange Under Section 6 of the Securities Exchange Act of 1934

On November 8, 2007, BATS Exchange, Inc. (“BATS Exchange”) submitted to the Securities and Exchange Commission (“Commission”) a Form 1 application under the Securities Exchange Act of 1934 (“Exchange Act”), seeking registration as a national securities exchange under Section 6 of the Exchange Act. On February 13, 2008, BATS Exchange submitted Amendment No. 1 to its Form 1. The Commission is publishing this notice to solicit comments on BATS Exchange’s Form 1, as amended. The Commission will take these comments into consideration in making its determination about whether to grant BATS Exchange’s request to be registered as a national securities exchange. The Commission shall grant such registration if it finds that the requirements of the Exchange Act and the rules and regulations thereunder with respect to BATS Exchange are satisfied.¹

BATS Exchange’s Form 1 provides detailed information on how it proposes to satisfy the requirements of the Exchange Act. In general, BATS Exchange will operate a fully automated electronic book for orders to buy or sell securities with a continuous, automated matching function. Liquidity will be derived from orders to buy and orders to sell submitted to BATS Exchange electronically by BATS Exchange members from remote locations. BATS Exchange will not have a trading floor, nor will there be exchange specialists or market makers. BATS Exchange’s Form 1 is available at the Commission’s Public Reference Room and www.sec.gov.

¹ 15 U.S.C. 78s(a).

Interested persons are invited to submit written data, views, and arguments concerning BATS Exchange's Form 1, including whether BATS Exchange's application is consistent with the Exchange Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number 10-182 on the subject line.

Paper comments:

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

All submissions should refer to File Number 10-182. 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 BATS Exchange's Form 1 filed with the Commission, and all written communications relating to the application 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 inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All comments received will be posted without change; the Commission does not edit personal identifying information from

submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number 10-182 and should be submitted on or before April 7, 2008.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²

Florence E. Harmon
Deputy Secretary

² 17 CFR 200.30-3(a)(71)(i).