

SUBMISSION COVER SHEET

IMPORTANT: Check box if Confidential Treatment is requested

Registered Entity Identifier Code (optional): 16-522 (1 of 2)

Organization: Chicago Mercantile Exchange Inc. ("CME")

Filing as a: **DCM** **SEF** **DCO** **SDR**

Please note - only ONE choice allowed.

Filing Date (mm/dd/yy): December 1, 2016 **Filing Description:** Modifications to the CME/CBOT E-mini Equity Index Futures Market Maker Program

SPECIFY FILING TYPE

Please note only ONE choice allowed per Submission.

Organization Rules and Rule Amendments

- | | | |
|-------------------------------------|-------------------------------------|------------|
| <input checked="" type="checkbox"/> | Certification | § 40.6(a) |
| <input type="checkbox"/> | Approval | § 40.5(a) |
| <input type="checkbox"/> | Notification | § 40.6(d) |
| <input type="checkbox"/> | Advance Notice of SIDCO Rule Change | § 40.10(a) |
| <input type="checkbox"/> | SIDCO Emergency Rule Change | § 40.10(h) |

Rule Numbers: Not Applicable

New Product

Please note only ONE product per Submission.

- | | | |
|--------------------------|---------------------------------------|------------|
| <input type="checkbox"/> | Certification | § 40.2(a) |
| <input type="checkbox"/> | Certification Security Futures | § 41.23(a) |
| <input type="checkbox"/> | Certification Swap Class | § 40.2(d) |
| <input type="checkbox"/> | Approval | § 40.3(a) |
| <input type="checkbox"/> | Approval Security Futures | § 41.23(b) |
| <input type="checkbox"/> | Novel Derivative Product Notification | § 40.12(a) |
| <input type="checkbox"/> | Swap Submission | § 39.5 |

Official Product Name:

Product Terms and Conditions (product related Rules and Rule Amendments)

- | | | |
|--------------------------|---|----------------------|
| <input type="checkbox"/> | Certification | § 40.6(a) |
| <input type="checkbox"/> | Certification Made Available to Trade Determination | § 40.6(a) |
| <input type="checkbox"/> | Certification Security Futures | § 41.24(a) |
| <input type="checkbox"/> | Delisting (No Open Interest) | § 40.6(a) |
| <input type="checkbox"/> | Approval | § 40.5(a) |
| <input type="checkbox"/> | Approval Made Available to Trade Determination | § 40.5(a) |
| <input type="checkbox"/> | Approval Security Futures | § 41.24(c) |
| <input type="checkbox"/> | Approval Amendments to enumerated agricultural products | § 40.4(a), § 40.5(a) |
| <input type="checkbox"/> | “Non-Material Agricultural Rule Change” | § 40.4(b)(5) |
| <input type="checkbox"/> | Notification | § 40.6(d) |

Official Name(s) of Product(s) Affected:

Rule Numbers:

December 1, 2016

VIA ELECTRONIC PORTAL

Christopher J. Kirkpatrick
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

**RE: Modifications to the CME/CBOT E-mini Equity Index Futures Market Maker Program
CME Submission No. 16-522 (1 of 2)**

Dear Mr. Kirkpatrick:

Chicago Mercantile Exchange Inc. ("CME") and The Board of Trade of the City of Chicago, Inc. ("CBOT") (collectively, the "Exchanges") hereby notify the Commodity Futures Trading Commission ("CFTC" or "Commission") of plans to modify the CME/CBOT E-mini Equity Index Futures Market Maker Program ("Program"). The modifications to the Program will become effective on January 1, 2017.

Exhibit 1 sets forth the terms of this Program. Modifications appear below, with additions underscored and deletions ~~overstruck~~.

The Exchanges reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodity Exchange Act ("CEA"). During the review, the staff identified the following Core Principles as potentially being impacted: Prevention of Market Disruption, Execution of Transactions, Protection of Market Participants, Compliance with Rules and Recordkeeping.

The Program does not impact the Exchanges' ability to perform their trade practice and market surveillance obligations under the CEA. The Exchanges' market regulation staff will monitor trading in the Program's products in order to prevent manipulative trading and market abuse. The Program does not impact the Exchanges' order execution. Participants in the Program will be selected by the Exchanges' staff using criteria as set forth in Exhibit 1. Chapter 4 of the Exchanges' rules includes prohibitions against fraudulent, non-competitive, unfair or abusive practices. All participants must execute a contractual agreement with the Exchanges in which each participant will expressly agree to comply with, and be subject to, applicable regulations and the Exchanges' rules. Additionally, the Program is subject to the Exchanges' record retention policies, which comply fully with the CEA.

The Exchanges certify that the Program complies with the CEA and the regulations thereunder. There were no substantive opposing views to the Program.

The Exchanges certify that this submission has been concurrently posted on the Exchanges' website at <http://www.cmegroup.com/market-regulation/rule-filings.html>.

If you require any additional information regarding this submission, please e-mail CMEGSubmissionInquiry@cmegroup.com or contact Rachel Johnson at 312-466-4393 or via e-mail at Rachel.Johnson@cmegroup.com. Please reference our CME Submission No. 16-522 (1 or 2) in any related correspondence.

Sincerely,

/s/ Christopher Bowen
Managing Director and Chief Regulatory Counsel

Attachment: Exhibit 1

EXHIBIT 1

CME/CBOT E-mini Equity Index Futures Market Maker Program

Program Purpose

The purpose of this Program is to incentivize participants to increase liquidity in the products listed below. A more liquid contract on the central limit order book benefits all participants in the marketplace.

Product Scope

E-mini S&P 500 Futures (“ES”), E-mini Nasdaq-100 Futures (“NQ”), E-mini S&P MidCap 400 Futures (“EMD”), and E-mini Dow (\$5) Futures (“YM”) on Globex® (“Products”).

Eligible Participants

There is no limit to the number of participants that may register for the Program. Participants must be CME or CBOT members. In order to qualify for the Program, participants must also be participating in the CME Group E-mini Equity Liquidity Provider Program and meet the obligations of that Program. When selecting potential participants, CME and CBOT may take into account potential participants’ historical trading activity in Products as well as ability to meet the pre-determined quoting obligations of the Program. Notwithstanding the foregoing, the Exchanges may add or subtract from the aforementioned factors as it deems necessary.

Program Term

Start date is April 1, 2013. End date is ~~December 31, 2016~~ December 31, 2017.

Hours

Designated hours during RTH (“Hours”).

Obligations

Minimum Quoting Obligations. Each calendar month, participants must quote pre-determined continuous two-sided markets in designated contract months of the Products at maximum bid/offer spreads and minimum quote sizes.

Trading Volume Requirements. Each calendar month, participants must (i) maintain a minimum average daily volume (“ADV”) in the Products and (ii) maintain a certain percentage of their monthly volume in the Products on Globex® as passive volume or maintain a pre-determined ADV as passive volume in the Products on Globex® or be a registered participant in a designated CME Equity Index Futures Market Maker Program.

Incentives

Upon satisfying all Program obligations as determined by the Exchanges, each Program participant shall be eligible for predetermined incentives.

Monitoring and Termination of Status

The Exchanges shall monitor trading activity and participants' performance and shall retain the right to revoke Program participant status if they conclude from review that a Program participant has failed to meet its obligations or no longer meets the eligibility requirements of the Program.