

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

Adopted as of July 31, 2013

CONSTITUTION

OF

[ISE GEMINI]Nasdaq GEMX, LLC

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**CONSTITUTION OF
[ISE GEMINI]Nasdaq GEMX, LLC**

ARTICLE I

**SOLE LLC
MEMBER**

Section 1.1 Sole LLC Member. [ISE Gemini]Nasdaq GEMX, LLC (the “Exchange”) is a single member limited liability company with one limited liability company interest currently authorized (the “LLC Interest”). The holder of the LLC interest is International Securities Exchange Holdings, Inc., which may assign the LLC Interest as provided in the LLC Agreement (the “Sole LLC Member”).

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**SECOND AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
[ISE GEMINI]Nasdaq GEMX LLC**

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SECOND LIMITED LIABILITY COMPANY AGREEMENT**OF****[ISE GEMINI]Nasdaq GEMX, LLC**

International Securities Exchange Holdings, Inc., a Delaware corporation (the “Sole LLC Member”), hereby forms [ISE Gemini] Nasdaq GEMX, LLC, a Delaware limited liability company (the “Company”), pursuant to and in accordance with the Delaware Limited Liability Company Act, 6 Del.C. § 18-101, et seq. (the “Act”), and hereby declares the following to be the Limited Liability Company Agreement (the “LLC Agreement”) of the Company.

ARTICLE I**FORMATION OF THE COMPANY**

Section 1.1. No change.

Section 1.2. Name. The name of the Company is “[ISE Gemini] Nasdaq GEMX, LLC”.

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ARTICLE IV**BOOKS OF ACCOUNT; RECORDS, REPORTS,
FISCAL MATTERS AND ANNUAL MEETING**

Section 4.1. Books and Records. (a) No change.

(b) All confidential information pertaining to the self-regulatory function of the Company (including but not limited to disciplinary matters, trading data, trading practices and audit information) contained in the books and records of the Company shall: (i) not be made available to any persons (other than as provided in the next sentence) other than to those officers, directors, employees and agents of the Company that have a reasonable need to know the contents thereof; (ii) be retained in confidence by the Company and the officers, directors, employees and agents of the Company; and (iii) not be used for any commercial purposes. Nothing in this LLC Agreement shall be interpreted as to limit or impede the rights of the United States Securities Exchange Commission (the “Commission”) to access and examine such confidential information pursuant to the federal securities laws and the rules and regulations thereunder, or to limit or impede the ability of any officers, directors, employees or agents of the Company to disclose such confidential information to the Commission or [ISE Gemini]Nasdaq GEMX.

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EXHIBIT B

Interim Board of Directors of [ISE Gemini]Nasdaq GEMX, LLC

Gary Katz and the following individuals shall be appointed as the initial directors of [ISE Gemini]Nasdaq GEMX, LLC:

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**[ISE GEMINI]Nasdaq GEMX, LLC
RULES**

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CHAPTER 1

Definitions

Rule 100. Definitions

(a) The following terms, when used in these Rules, shall have the meanings specified in this Chapter 1, unless the context indicates otherwise. Any term defined in Article XIII of the Constitution of [ISE Gemini]Nasdaq GEMX, LLC (the “Constitution”) and not otherwise defined in this Chapter shall have the meaning assigned in Article XIII of the Constitution.

(1) – (51) No change.

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CHAPTER 2

Administration

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Rule 208. Sales Value Fee

The Sales Value Fee is assessed by the Exchange to each Member for sales on the Exchange with respect to which the Exchange is obligated to pay a fee to the Commission under Section 31 of the Exchange Act. To the extent that there may be any excess monies collected under this rule, the Exchange may retain those monies to help fund its general operating expenses. The sales transactions to which the fee applies are sales of options (other than options on a security index) and the sales of securities resulting from the exercise of physical-delivery options. The fee is collected indirectly from Members through their clearing firms by the Clearing Corporation on behalf of [ISE Gemini]Nasdaq GEMX with respect to options sales and options exercises. The Sales Value Fee is equal to (a) the Section 31 fee rate multiplied by (b) the Member's aggregate dollar amount of covered sales resulting from options transactions occurring on the Exchange during any computational period.

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CHAPTER 3

Membership

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Rule 302. Member Application Procedures

(a) *ISE Members.* An ISE Member in good standing is eligible to become a [ISE Gemini]Nasdaq GEMX Member of the same category (i.e., an ISE PMM Member is eligible to become a [ISE Gemini]Nasdaq GEMX PMM Member, an ISE CMM Member is eligible to become a [ISE Gemini]Nasdaq GEMX CMM Member and an ISE EAM Member is eligible to become a [ISE Gemini]Nasdaq GEMX EAM Member). ISE Member applicants are not required to complete and submit an Exchange application. Instead, only Exchange forms concerning electing to trade on the Exchange, submitting to the Exchange jurisdiction, and operational matters need to be completed and tendered.

(b) – (e) No change.

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CHAPTER 4**Business Conduct**

The rules contained in ISE Chapter 4, as such rules may be in effect from time to time (the “Chapter 4 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 4, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 4 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 4 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX-related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 4 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 4 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Chapter” in the Chapter 4 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Chapter; and the defined term “Member” in the Chapter 4 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member. For the avoidance of doubt, the reference to “lessor” in Rule 408 shall not apply to [ISE Gemini]Nasdaq GEMX, as [ISE Gemini]Nasdaq GEMX memberships cannot be leased under [ISE Gemini]Nasdaq GEMX Rules.

CHAPTER 5**Securities Traded on the Exchange**

The rules contained in ISE Chapter 5, as such rules may be in effect from time to time (the “Chapter 5 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 5, and are thus [ISE Gemini]Nasdaq GEMX Rules and

thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 5 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 5 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX-related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 5 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 5 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Market Maker” in the Chapter 5 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Market Maker; and the defined term “Member” in the Chapter 5 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 6

Doing Business With the Public

The rules contained in ISE Chapter 6, as such rules may be in effect from time to time (the “Chapter 6 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 6, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 6 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 6 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX-related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 6 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 6 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Options Principal” in the Chapter 6 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Options Principal; and the defined term “Member” in the Chapter 6 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 7

Doing Business On The Exchange

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Rule 714. Automatic Execution of Orders

This rule applies to symbols that have been migrated to the Nasdaq INET platform. For more information, see the Detailed Symbol Migration Schedule. To view the version of this rule which applies to symbols that have not been migrated, see the previous version of this rule.

Incoming orders that are executable against orders and quotes in the System will be executed automatically by the System subject to the following:

(a) – (c) No change.

(d) Market Wide Risk Protection. All members must provide parameters for the order entry and execution rate protections described in this Rule 714(d). The Exchange will also establish default values for each of these parameters that apply to members that do not submit the required parameters, and will announce these default values in a circular to be distributed to members. The System will maintain one or more counting programs for each member that count orders entered and contracts traded on [ISE Gemini]Nasdaq GEMX or across both [ISE Gemini]Nasdaq GEMX and ISE. Members can use multiple counting programs to separate risk protections for different groups established within the member. The counting programs will maintain separate counts, over rolling time periods specified by the member for each count, of: (1) the total number of orders entered; and (2) the total number of contracts traded. The minimum and maximum duration of the applicable time period will be established by the Exchange and announced via circular.

(1) If, during the applicable time period, the member exceeds thresholds that it has set for any of the order entry or execution counts described above on [ISE Gemini]Nasdaq GEMX, or across both [ISE Gemini]Nasdaq GEMX and ISE, in either case as set by the member, the System will automatically reject all subsequent incoming orders entered by the member on [ISE Gemini]Nasdaq GEMX or, if applicable, across both [ISE Gemini]Nasdaq GEMX and ISE.

(2) Members may also choose to have the System automatically cancel all of their existing orders on [ISE Gemini]Nasdaq GEMX, or across both [ISE Gemini]Nasdaq GEMX and ISE, in either case as set by the member, when the Market Wide Risk Protection is triggered.

(3) No change.

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Rule 716. Block Trades

This rule applies to symbols that have been migrated to the Nasdaq INET platform. For more information, see the Detailed Symbol Migration Schedule. To view the version of this rule which applies to symbols that have not been migrated, see the previous version of this rule.

The Block Order Mechanism in Rule 716(c) will not be available on a date prior to February 27, 2017, the date to be announced in a separate Market Information Circular. The Exchange will recommence the Block Order Mechanism on [ISE Gemini]Nasdaq GEMX prior to June 1, 2017, the date to be announced in a separate Market Information Circular.

(a) – (c) No Change.

(d) No change.

(1) and (2) No change.

(3) At the end of the period given for the entry of Responses, the facilitation order will be automatically executed.

(i) Unless there is sufficient size to execute the entire facilitation order at a better price, Priority Customer bids (offers) at the time the facilitation order is executed that are priced higher (lower) than the facilitation price will be executed at the facilitation price. Professional Orders and market maker quotes at the time the facilitation order is executed that are priced higher (lower) than the facilitation price will be executed at their stated price, thereby providing the order being facilitated a better price for the number of contracts associated with such higher bids (lower offers). The facilitation order will be cancelled at the end of the exposure period if an execution would take place at a price that is inferior to the best bid (offer) on [ISE Gemini]Nasdaq GEMX.

(ii) and (iii) No change.

(e) No change.

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Rule 721. Crossing Orders

This rule applies to symbols that have been migrated to the Nasdaq INET platform. For more information, see the Detailed Symbol Migration Schedule. To view the version of this rule which applies to symbols that have not been migrated, see the previous version of this rule.

(a) No change.

(1) – (3) No change.

Qualified Contingent Cross Order functionality will not be available as of a certain date in the first quarter of 2017 to be announced in a notice. The Exchange will recommence Qualified Contingent Cross Order functionality on [ISE Gemini]Nasdaq GEMX within one year from the date of the filing of SR-ISEGemini-2016-17 to be announced in a separate notice.

(b) No change.

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Rule 723. Price Improvement Mechanism for Crossing Transactions

This rule applies to symbols that have been migrated to the Nasdaq INET platform. For more information, see the Detailed Symbol Migration Schedule. To view the version of this rule which applies to symbols that have not been migrated, see the previous version of this rule.

(a) No change.

(b) Crossing Transaction Entry. A Crossing Transaction is comprised of the order the Electronic Access Member represents as agent (the “Agency Order”) and a counter-side order for the full size of the Agency Order (the “Counter-Side Order”). The Counter-Side Order may represent interest for the Member’s own account, or interest the Member has solicited from one or more other parties, or a combination of both.

For the period beginning January 19, 2017 until a date specified by the Exchange in a Regulatory Information Circular, which date shall be no later than April 15, 2017, the following provisions shall be in effect:

(1) If the Agency Order is for less than 50 option contracts, and if the difference between the National Best Bid and National Best Offer (“NBBO”) is \$0.01, the Electronic Access Member shall not enter a Crossing Transaction unless such Crossing Transaction is entered at one minimum price improvement increment better than the NBBO on the opposite side of the market from the Agency Order and better than the limit order or quote on the [ISE Gemini]Nasdaq GEMX order book on the same side of the Agency Order. Failure to provide such price improvement will subject Members to the fines set forth in ISE Rule 1614(d)(4)

(2) If the Agency Order is for 50 option contracts or more, or if the difference between the NBBO is greater than \$0.01, a Crossing Transaction must be entered only at a price that is equal to or better than the NBBO and better than the limit order or quote on the [ISE Gemini]Nasdaq GEMX order book on the same side of the Agency Order.

(3) - (4) No change.

After the date specified by the Exchange in a Regulatory Information Circular, which date shall be no later than April 15, 2017, the following provisions shall be in effect:

(1) If the Agency Order is for less than 50 option contracts, and if the difference between the National Best Bid and National Best Offer (“NBBO”) is \$0.01, the Crossing Transaction must be entered at one minimum price improvement increment better than the NBBO on the opposite side of the market from the Agency Order and better than the limit order or quote on the [ISE Gemini]Nasdaq GEMX order book on the same side of the Agency Order.

(2) If the Agency Order is for 50 option contracts or more, or if the difference between the NBBO is greater than \$0.01, a Crossing Transaction must be entered only at a price that is equal to or better than the national best bid or offer (“NBBO”) and better than the limit order or quote on the [ISE Gemini]Nasdaq GEMX order book on the same side of the Agency Order.

(3) and (4) No change

(c) and (d) No change

Supplementary Material to Rule 723

.01 - .09 No change

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CHAPTER 8

Market Makers

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Rule 804. Market Maker Quotations

This rule applies to symbols that have been migrated to the Nasdaq INET platform. For more information, see the Detailed Symbol Migration Schedule. To view the version of this rule which applies to symbols that have not been migrated, see the previous version of this rule.

(a) – (f) No change.

(g) Automated Quotation Adjustments.

(1) No change.

(2) A market maker must provide a market wide parameter by which the Exchange will automatically remove a market maker’s quotes in all classes when, during a time period established by the market maker, the total number of quote removal events specified in Rule 804(g)(1) exceeds the market wide parameter provided to the Exchange by the market maker. Market makers may request the Exchange to set the market wide parameter to apply to just [ISE Gemini]Nasdaq GEMX or across [ISE Gemini]Nasdaq GEMX and ISE. If a market maker does not provide parameters then the Exchange will apply default parameters announced to members.

(h) No change.

Supplementary Material To Rule 804

.01 - .03 No change.

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Rule 811. Directed Orders

This rule applies to symbols that have been migrated to the Nasdaq INET platform. For more information, see the Detailed Symbol Migration Schedule. To view the version of this rule which applies to symbols that have not been migrated, see the previous version of this rule.

Directed Order functionality will not be available as of a certain date in the first quarter of 2017 to be announced in a notice. The Exchange will recommence Directed Order functionality on [ISE Gemini]Nasdaq GEMX within one year from the date of the filing of SR-ISEGemini-2016-17 to be announced in a separate notice.

(a) – (e) No change.

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CHAPTER 10**Closing Transactions**

The rules contained in ISE Chapter 10, as such rules may be in effect from time to time (the “Chapter 10 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 10, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 10 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 10 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 10 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 10 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Clearing Member” in the Chapter 10 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Clearing Member; and the defined term “Member” in the Chapter 10 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 11**Exercises and Deliveries**

The rules contained in ISE Chapter 11, as such rules may be in effect from time to time (the “Chapter 11 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 11, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 11 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 11 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 11 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 11 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Clearing Member” in the Chapter 11 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Clearing Member; and the defined term “Member” in the Chapter 11 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 12

Margins

The rules contained in ISE Chapter 12, as such rules may be in effect from time to time (the “Chapter 12 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 12, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 12 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 12 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 12 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 12 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; and the defined term “Member” in the Chapter 12 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 13

Net Capital Requirements

The rules contained in ISE Chapter 13, as such rules may be in effect from time to time (the “Chapter 13 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 13, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 13 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 13 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX-related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 13 Rules shall be read to refer to the [ISE

Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 13 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “President” in the Chapter 13 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX President; and the defined term “Member” in the Chapter 13 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 14

Records, Reports and Audits

The rules contained in ISE Chapter 14, as such rules may be in effect from time to time (the “Chapter 14 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 14, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 14 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 14 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX-related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 14 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 14 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Market Maker” in the Chapter 14 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Market Maker; and the defined term “Member” in the Chapter 14 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 15

Summary Suspension

The rules contained in ISE Chapter 15, as such rules may be in effect from time to time (the “Chapter 15 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 15, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 15 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 15 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 15 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 15 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Board” in the Chapter 15 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Board; and the defined term “Member” in the Chapter 15 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member. For the avoidance of doubt, the reference to “leases” in Rule 1503 shall not apply to [ISE Gemini]Nasdaq GEMX, since [ISE Gemini]Nasdaq GEMX memberships can’t be leased.

CHAPTER 16

Discipline

The rules contained in ISE Chapter 16, as such rules may be in effect from time to time (the “Chapter 16 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 16, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 16 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 16 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 16 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 16 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Affiliate” in the Chapter 16 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Affiliate; and the defined term “Member” in the Chapter 16 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member. In addition, for the avoidance of doubt, the contract with FINRA that is referred to in Rule 1615 also covers [ISE Gemini]Nasdaq GEMX.

CHAPTER 17

Hearings and Review

The rules contained in ISE Chapter 17, as such rules may be in effect from time to time (the “Chapter 17 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 17, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 17 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 17 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 17 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 17 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Business Conduct Committee” in the Chapter 17 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Business Conduct Committee; and the defined term “Member” in the Chapter 17 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 18

Arbitration

The rules contained in ISE Chapter 18, as such rules may be in effect from time to time (the “Chapter 18 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 18, and are thus [ISE Gemini]Nasdaq GEMX Rules and

thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 18 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 18 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 18 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 18 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; and the defined term “Member” in the Chapter 18 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 19

Intermarket Linkage

The rules contained in ISE Chapter 19, as such rules may be in effect from time to time (the “Chapter 19 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 19, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 19 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 19 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 19 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 19 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Bid” in the Chapter 19 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Bid; and the defined term “Member” in the Chapter 19 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

CHAPTER 20

Index Rules

The rules contained in ISE Chapter 20, as such rules may be in effect from time to time (the “Chapter 20 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 20, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 20 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 20 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 20 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 20 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; the defined term “Exchange Official” in the Chapter 20 Rules shall be read to refer to the [ISE Gemini]Nasdaq

GEMX Exchange Official; and the defined term “Member” in the Chapter 20 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

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CHAPTER 22

Rate-Modified Foreign Currency Options Rules

The rules contained in ISE Chapter 22, as such rules may be in effect from time to time (the “Chapter 22 Rules”), are hereby incorporated by reference into this [ISE Gemini]Nasdaq GEMX Chapter 22, and are thus [ISE Gemini]Nasdaq GEMX Rules and thereby applicable to [ISE Gemini]Nasdaq GEMX Members. [ISE Gemini]Nasdaq GEMX Members shall comply with the Chapter 22 Rules as though such rules were fully-set forth herein. All defined terms, including any variations thereof, contained in the Chapter 22 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX-related meaning of such term. Solely by way of example, and not in limitation or in exhaustion: the defined term “Exchange” in the Chapter 22 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Exchange; the defined term “Rule” in the Chapter 22 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Rule; and the defined term “Member” in the Chapter 22 Rules shall be read to refer to the [ISE Gemini]Nasdaq GEMX Member.

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Nasdaq GEMX Schedule of Fees

Last Updated February 27, 2017

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PREFACE

All fee disputes concerning fees which are billed by the Exchange must be submitted to the Exchange in writing and must be accompanied by supporting documentation. All fee disputes must be submitted no later than sixty (60) calendar days after receipt of a billing invoice.

For purposes of assessing fees, the following references should serve as guidance. Fees and rebates are listed per contract per leg unless otherwise noted.

A “**Priority Customer**” is a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s), as defined in [ISE Gemini]Nasdaq GEMX Rule 100(a)(37A). Unless otherwise noted, when used in this Schedule of Fees the term “Priority Customer” includes “Retail” as defined below.

A “**Professional Customer**” is a person or entity that is not a broker/dealer and is not a Priority Customer.

A “**Non-[ISE Gemini]Nasdaq GEMX Market Maker**” is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended, registered in the same options class on another options exchange.

A “**Firm Proprietary**” order is an order submitted by a member for its own proprietary account.

A “**Broker-Dealer**” order is an order submitted by a member for a broker-dealer account that is not its own proprietary account.

A “**Retail**” order is a Priority Customer order that originates from a natural person, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology.

A “**Flash Order**” is an order that is exposed at the National Best Bid or Offer by the Exchange to all members for execution, as provided under Supplementary Material .02 to [ISE Gemini]Nasdaq GEMX Rule 1901. For all Flash Orders, the Exchange will charge the applicable taker fee and for responses that trade against a Flash Order, the Exchange will provide the applicable maker rebate.

A “**Regular Order**” is an order that consists of only a single option series and is not submitted with a stock leg.

A “**Crossing Order**” is an order executed in the Exchange’s Facilitation Mechanism, Solicited Order Mechanism, Price Improvement Mechanism or submitted as a Qualified

Contingent Cross order. For purposes of this Fee Schedule, orders executed in the Block Order Mechanism are also considered Crossing Orders.

“Responses to Crossing Order” is any contra-side interest (i.e., orders & quotes) submitted after the commencement of an auction in the Exchange’s Facilitation Mechanism, Solicited Order Mechanism, Block Order Mechanism or Price Improvement Mechanism.

“Penny Symbols” are options overlying all symbols listed on [ISE Gemini]Nasdaq GEMX that are in the Penny Pilot Program. The current list of [ISE Gemini]Nasdaq GEMX-listed Penny Pilot Program symbols is available at http://www.ise.com/assets/files/products/pennies/penny_stocks.xls

“Non- Penny Symbols” are options overlying all symbols excluding Penny Symbols.

I. Regular Order Fees and Rebates

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There will be no fees or rebates for trades in options overlying Symbol CPN executed on February 27 – 28, 2017.

1. Fees apply to the originating and contra order.
2. This fee applies to [ISE Gemini]Nasdaq GEMX Market Maker orders sent to the Exchange by Electronic Access Members.
3. All market participants are eligible for lower taker fees based on achieving volume thresholds in Table 1 below. Members who do not achieve a higher Tier under Table 1 will be charged Tier 1 taker fees.
4. Non-Priority Customer orders will be charged the taker fee for trades executed during the opening rotation. Priority Customer orders executed during the opening rotation will receive the applicable maker rebate based on the tier achieved.
5. Market Maker and Priority Customer orders are eligible for higher maker rebates based on achieving volume thresholds in Table 1 below. Members who do not achieve a higher Tier under Table 1 will receive Tier 1 maker rebates.
6. Reserved.
7. This rebate is \$0.32 per contract for members that execute a Priority Customer Maker ADV of 5,000 to 19,999 contracts in a given month.
8. This rebate is \$0.76 per contract for members that execute a Priority Customer Maker ADV of 5,000 to 19,999 contracts in a given month.
9. Reserved.
10. Reserved.
11. This fee is \$0.05 per contract for Priority Customer orders on the contra-side of a PIM auction and all non-Priority Customer orders executed in the PIM. There is no fee for Priority Customer orders on the agency side of a PIM auction.
12. This fee is \$0.05 per contract for all Responses to Crossing Orders executed in the PIM.
13. Non-Priority Customer orders will be charged a taker fee of \$0.50 per contract for trades executed against a Priority Customer. Priority Customer orders will be charged a taker fee of \$0.49 per contract for trades executed against a Priority Customer.
14. Reserved.
15. Reserved.
16. Non-Priority Customer orders will be charged a taker fee of \$1.10 per contract for trades executed against a Priority Customer. Priority Customer orders will be charged a taker fee of \$0.85 per contract for trades executed against a Priority Customer.

Qualifying Tier Thresholds

Table 1		
Tier	Total Affiliated Member ADV	Priority Customer Maker ADV
Tier 1	0 – 99,999	0 – 19,999
Tier 2	100,000 – 224,999	20,000 – 99,999
Tier 3	225,000 – 349,999	100,000 – 149,999
Tier 4	350,000 or more	150,000 or more

For March 2017 only, all Qualifying Tier Threshold ADV calculations will be based on the better of (1) the member's full month ADV for the period of March 1 – 31, 2017, or (2) the member's ADV for the period of March 1 – 24, 2017.

Volume executed in options overlying Symbol CPN on February 27 – 28, 2017 will not be counted towards a member's tier for February activity.

- Any day that the market is not open for the entire trading day or the Exchange instructs members in writing to route their orders to other markets may be excluded from the ADV calculation; provided that the Exchange will only remove the day for members that would have a lower ADV with the day included.
- The highest tier threshold attained above applies retroactively in a given month to all eligible traded contracts and applies to all eligible market participants.
- All eligible volume from affiliated Members will be aggregated in determining applicable tiers, provided there is at least 75% common ownership between the Members as reflected on each Member's Form BD, Schedule A.
- The Total Affiliated Member ADV category includes all volume in all symbols and order types, including both maker and taker volume and volume executed in the PIM, Facilitation, Solicitation, and QCC mechanisms.
- The Priority Customer Maker ADV category includes all Priority Customer volume that adds liquidity in all symbols.

II. Other Options Fees and Rebates

A. Route-Out Fees¹

Market Participant	Penny & SPY	Non-Penny
Market Maker	\$0.55	\$0.95
Non-[ISE Gemini]Nasdaq_GEMX Market Maker (FarMM)	\$0.55	\$0.95
Firm Proprietary / Broker-Dealer	\$0.55	\$0.95
Professional Customer	\$0.55	\$0.95
Priority Customer	\$0.50	\$0.90

There will be no fees or rebates for trades in options overlying Symbol CPN executed on February 27 – 28, 2017.

1. Fee applies to executions of orders that are routed to one or more exchanges in connection with the Options Order Protection and Locked/Crossed Market Plan.

B. Non-Priority Customer License Surcharge for Index Options

Symbols	Fee
NDX, MNX	\$0.22

III. Legal & Regulatory

A. Options Regulatory Fee

\$0.0010 per Contract. The Options Regulatory fee will be assessed by [ISE Gemini]Nasdaq GEMX to each member for all options transactions executed or cleared by the member that are cleared by The Options Clearing Corporation (OCC) in the customer range regardless of the exchange on which the transaction occurs. The fee is collected indirectly from members through their clearing firms by OCC on behalf of [ISE Gemini]Nasdaq GEMX. The Exchange may only increase or decrease the Options Regulatory Fee semi-annually, and any such fee change will be effective on the first business day of February or August. The Exchange will notify Members via circular of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.

B. FINRA Web CRD Fees

These fees are collected and retained by FINRA via the Web CRD registration system for the registration of associated persons of member organizations of the Exchange that are not FINRA members.

General Registration Fees:

\$100 – For each initial Form U4 filed for the registration of a representative or principal.

\$110 – For the additional processing of each initial or amended Form U4, Form U5 or Form BD that includes the initial reporting, amendment or certification of one or more disclosure events or proceedings.

\$45 – FINRA Annual System Processing Fee Assessed only during Renewals.

Fingerprint Processing Fees:

\$29.50 – Initial Submission (Electronic)

\$44.50 – Initial Submission (Paper)

\$15.00 – Second Submission (Electronic)

\$30.00 – Second Submission (Paper)

\$29.50 – Third Submission (Electronic)

\$44.50 – Third Submission (Paper)

\$30.00 – FINRA Processing Fee for Fingerprint Results Submitted by Self-Regulatory Organizations other than FINRA.

Continuing Education Fee:

\$60 – \$501. Assessed to each individual who is solely registered as a Proprietary Trader required to complete the Regulatory Element of the

Continuing Education Requirements pursuant to [ISE Gemini]Nasdaq GEMX
Rule 604.

C. Regulatory Fees

Primary Market Makers

\$1,000 per membership per year for the PMM membership.

\$250 per membership per year for each CMM membership.

Competitive Market Makers (who are also not Primary Market Makers)

\$500 per membership per year for first CMM membership.

\$250 per membership per year for each additional CMM membership.

D. Application Fees

Primary Market Maker - \$3,000 per Firm (one time).

Competitive Market Maker - \$2,000 per Firm (one time).

Electronic Access Member - \$1,500 per Firm (one time).

IV. Access Services**A. Access Fees**

Electronic Access Member
\$200 per month per membership.

Market Maker
Primary Market Maker - \$200 per month per membership.
Competitive Market Maker - \$100 per month per membership.

B. CMM Trading Right Fees

\$850 per month for first trading right.
\$500 per month for each additional trading right.

C. Network Fees*

Ethernet – Fees are charged per connection and apply to both members and non-members.

1 Gigabit – \$1,000 per month.
10 Gigabits – \$4,500 per month.

Ethernet – Low Latency. Fees are charged per connection and apply to both members and non-members.

10 Gigabits – \$8,000 per month.
40 Gigabits – \$15,000 per month.

* The connectivity provided under this section provides connectivity to both [ISE Gemini]Nasdaq_GEMX, LLC and the International Securities Exchange, LLC.

D. Gateway Fees*

Shared Gateway – \$750 per gateway per month.
Dedicated Gateway – \$2,250 per gateway pair per month.

* The connectivity provided under this section provides connectivity to both [ISE Gemini]Nasdaq_GEMX, LLC and the International Securities Exchange, LLC.

E. Port Fees

1. Market Makers API
Quoting, Order Entry and Listening - \$100 per month per API.

2. EAM Options API

[ISE Gemini]Nasdaq GEMX Only
\$100 per session per month.

[ISE Gemini]Nasdaq GEMX and ISE *
First five sessions - \$250 per session per month.
Sixth and additional sessions - \$100 per session per month.

* The connectivity provided under this section provides connectivity to both [ISE Gemini]Nasdaq GEMX, LLC and the International Securities Exchange, LLC.

3. EAM Options FIX Sessions

[ISE Gemini]Nasdaq GEMX Only
\$50 per session per month.

[ISE Gemini]Nasdaq GEMX and ISE *
First and second session - \$250 per session per month.
Third and additional sessions - \$50 per session per month.

* The connectivity provided under this section provides connectivity to both [ISE Gemini Exchange]Nasdaq GEMX, LLC and the International Securities Exchange, LLC.

4. Ports*

SQF Port Fee:	\$0 per port per month
SQF Purge Port Fee:	\$0 per port per month
OTTO Port Fee:	\$0 per port per month
CTI Port Fee:	\$0 per port per month
FIX Port Fee:	\$0 per port per month
FIX Drop Port Fee:	\$0 per port per month
Disaster Recovery Port Fee:	\$0 per port per month
ITTO Port Fee:	\$0 per port per month

* The connectivity provided under this section applies to ports used to connect to the re-platformed [ISE Gemini]Nasdaq GEMX trading system.

V. Market Data**A. [ISE Gemini]Nasdaq GEMX Order Feed¹**

Internal Use Only.

\$750 per month per distributor.* There are no controlled device fees for internal use.

External Redistribution.

\$750 per month per distributor. \$5 per month per external controlled device.** Each distributor's combined maximum fee for external redistribution is capped at \$1,000 per month.

Internal and External Redistribution.

\$750 per month per distributor. \$5 per month per external controlled device. Each distributor's combined maximum fee for both internal and external redistribution is capped at \$1,000 per month.

* A distributor is any firm that receives the [ISE Gemini]Nasdaq GEMX Order Feed directly from [ISE Gemini]Nasdaq GEMX or indirectly through a redistributor and then distributes it either internally or externally. A redistributor includes market data vendors and connectivity providers such as extranets and private network providers.

** An external controlled device is any device that a distributor of the [ISE Gemini]Nasdaq GEMX Order Feed permits an external user to access the information in the [ISE Gemini]Nasdaq GEMX Order Feed.

B. [ISE Gemini]Nasdaq GEMX Top Quote Feed

Professional (internal use only).

\$1,000 per month per distributor.* \$5 per month per controlled device.** Each distributor's combined maximum fee for internal redistribution is capped at \$1,250 per month.

Professional (external redistribution).

\$1,000 per month per distributor. \$5 per month per controlled device. Each distributor's combined maximum fee for external redistribution is capped at \$1,500 per month.

Professional (internal and external redistribution).

\$1,000 per month per distributor. \$5 per month per controlled device. Each distributor's combined maximum fee for both internal and external redistribution is capped at \$1,500 per month.

Non-Professional (external redistribution through a controlled device).

\$1,000 per month per distributor. There are no monthly controlled device fees.

* A distributor is any firm that receives the [ISE Gemini]Nasdaq GEMX Top Quote Feed directly from [ISE Gemini]Nasdaq GEMX or indirectly through a redistributor and then distributes it either internally or externally. A redistributor includes market data vendors and connectivity providers such as extranets and private network providers.

** A controlled device is any device that a distributor of the ISE Gemini Top Quote Feed permits to access the information in the [ISE Gemini]Nasdaq GEMX Top Quote Feed.

C. [ISE Gemini]Nasdaq GEMX Real-time Depth of Market Raw Data Feed

Professionals (internal use only).

\$1,500 per month per distributor.* \$10 per month per controlled device.** Each distributor's combined maximum fee is capped at \$2,000 per month.

Professionals (external redistribution by distributor through a controlled device).

\$1,500 per month per distributor. \$10 per month per controlled device. Each distributor's combined maximum fee is capped at \$2,500 per month.

Non-Professional (external redistribution by distributor through a controlled device).

\$1,500 per month per distributor. \$1 per month per controlled device. Each distributor's combined maximum fee is capped at \$2,500 per month.

* A distributor is any firm that receives the [ISE Gemini]Nasdaq GEMX Real-time Depth of Market Raw Data Feed directly from [ISE Gemini]Nasdaq GEMX or indirectly through a redistributor and then distributes it either internally or externally. A redistributor includes market data vendors and connectivity providers such as extranets and private network providers.

** A controlled device is any device that a distributor of the [ISE Gemini]Nasdaq GEMX Real-time Depth of Market Raw Data Feed permits to access the information in the [ISE Gemini]Nasdaq GEMX Real-time Depth of Market Raw Data Feed.

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