

## Exhibit 5

Additions double underlined

Deletions [bracketed]

EDGA Exchange, Inc.

## Rule 1.5 Definitions

Unless the context otherwise requires, for all purposes of these Exchange Rules, terms used in Exchange Rules shall have the meaning assigned in Article I of the Exchange's By-Laws or as set forth below:

(a) – (ff) (No changes).

(gg) The Plan

The term “the Plan” shall mean The National Market System Plan to Address Extraordinary Market Volatility. The terms Limit Price, Price Band, Upper Price Band and Lower Price Band, among others used in the Plan, shall have the definitions and meanings ascribed to them under the Plan.

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## Rule 11.5. Orders and Modifiers

Users may enter into the System the types of orders listed in this Rule 11.5, subject to the limitations set forth in this Rule or elsewhere in these Rules.

(a) *General Order Types*

(1) (No change).

(2) Market Order. An order to buy or sell a stated amount of a security that is to be executed at the NBBO when the order reaches the Exchange. Market orders shall not trade through Protected Quotations. A market order that is designated as “EDGA Only” will be cancelled if, when reaching the Exchange, it cannot be executed on the System in accordance with Rule 11.9[(b)(1)] (a)(4). Market orders that are not designated as “EDGA Only” and that cannot be executed in accordance with Rule 11.9[(b)(1)] (a)(4) on the System when reaching the Exchange will be eligible for routing away pursuant to Rule 11.9(b)[(2)] (1). Except with respect to a Destination-on-Open Order, as defined in paragraph (c)(10), below, any portion of a market order that would execute at a price more than \$0.50 or 5 percent worse than the consolidated last sale at the time the order initially reaches the Exchange, whichever is greater,

will be cancelled. Market orders are not eligible for execution during the Pre-Opening or the Post-Closing Trading Sessions.

(b) (No change).

(c) *Other Types of Orders and Order Modifiers.* Unless an order's instructions require it to be displayed on the Exchange or routed to an away trading center(s), an order may include instructions to be non displayed. All order types and modifiers listed below, except for those set forth in Rules 11.5(c)(2), (9)-(10) may also include instructions to be non displayed.

(1) – (3) (No change).

(4) *EDGA Only Order.* An order that is to be ranked and executed on the Exchange pursuant to Rule 11.8 and Rule 11.9[(b)(1)] (a)(4) or cancelled, without routing away to another trading center. The System will default to the displayed price sliding process and short sale price sliding process for an EDGA Only Order unless the User has entered instructions not to use any of the processes.

(A) - (E) (No changes).

(5) *Post Only Order.* An order that is to be ranked and executed on the Exchange pursuant to Rule 11.8 and Rule 11.9[(b)(1)] (a)(4) or cancelled, as appropriate, without routing away to another trading center except that the order will not remove liquidity from the EDGA Book absent an order instruction to the contrary. A EDGA Post Only Order will be subject to the displayed price sliding process and short sale price sliding process unless a User has entered instructions not to use the either or both processes as set forth in paragraph (c)(4) above.

(6) *Pegged Order.* A limit order whose price is automatically adjusted by the System in response to changes in the NBBO. A User entering a Pegged Order can specify that order's price will either be at or inferior to the NBBO by an amount set by the User. If a Pegged Order displayed on the Exchange would lock the market, the price of the order will be automatically adjusted by the System to one minimum price variation below the current NBO (for bids) or to one minimum price variation above the current NBB (for offers). A new timestamp is created for the order each time it is automatically adjusted. Pegged Orders are not eligible for routing pursuant to Rule 11.9(b)[(2)] (1).

(7) *Mid-Point Peg Order.* A limit order whose price is automatically adjusted by the System in response to changes in the NBBO to be pegged to the midpoint of the NBBO. A new timestamp is created for the order each time it is automatically adjusted. Mid-Point Peg Orders are not eligible for routing pursuant to Rule 11.9(b)[(2)](1) and are not displayed on the Exchange, unless the User elects to route the order pursuant to the RMPT Routing Option defined in Rule 11.9(b)[(3)](2)(t).

Pursuant to Rule 11.9(a)(3), Mid-Point Peg Orders will not trade with any other orders when (i) the price of the Upper Price Band moves below an existing Protected Bid; or (ii) the

Lower Price Band moves above an existing Protected Offer Mid-Point Peg Orders will resume trading against other orders when the conditions in (i) or (ii) no longer exist.

(8) *Non-Displayed Order*. A market or limit order that is not displayed on the Exchange. A Non-Displayed Order is ranked based on the specified limit price and time of order entry in accordance with Rule 11.8(a)(2) and is available for potential execution against incoming marketable orders in accordance with Rule 11.9[(b)(1)] (a)(4)(A)-(B).

(9) *Destination Specific Order*. A market or limit order that instructs the System to route the order to a specified away trading center or centers, after exposing the order to the EDGA Book. Destination Specific Orders that are not executed in full after routing away are processed by the Exchange as described below in Rule 11.9[(b)(1)] (a)(4), save where the User has provided instructions that the order reside on the book of the relevant away trading center.

(10) *Destination-on-Open Order*. A market or limit order that instructs the System to route the order to a specified away trading center to participate in said trading center's opening process, without being processed by the System as described below in Rule 11.9[(b)(1)] (a)(4), and which after participating in such opening process will be returned to the EDGA Book for execution and/or display, to the extent unfilled.

(11) – (16) (No change).

(17) *Mid-Point Discretionary Order*. A limit order to buy that is displayed at and pegged to the NBB, with discretion to execute at prices up to and including the mid-point of the NBBO, and a limit order to sell that is displayed at and pegged to the NBO, with discretion to execute at prices down to and including the mid-point of the NBBO. Notwithstanding the foregoing, if a Mid-Point Discretionary Order is entered with a limit price, then its displayed price, and discretion to the mid-point of the NBBO, is bound by such limit price. A Mid-Point Discretionary Order to buy or sell with a limit price that is less than the prevailing NBB or higher than the prevailing NBO, respectively, is posted to the EDGA Book at its limit price. The displayed prices of Mid-Point Discretionary Orders are derived from the NBB or NBO, and cannot independently establish or maintain the NBB or NBO. Mid-Point Discretionary Orders in stocks priced at \$1.00 or more can only be executed in sub-penny increments when they execute at the mid-point of the NBBO against contra side Mid-Point Peg Orders, as defined in paragraph (c)(7) hereof, and against other Mid-Point Discretionary Orders. A new time stamp is created for a Mid-Point Discretionary Order to buy or sell each time its displayed price is automatically adjusted based on a change in the NBB or NBO, respectively. Mid-Point Discretionary Orders are not eligible for routing pursuant to Rule 11.9(b)([2]1).

Pursuant to Rule 11.9(a)(3), Mid-Point Discretionary Orders will only execute at their displayed prices and not within their discretionary ranges when (i) the price of the Upper Price Band moves below an existing Protected Bid; or (ii) the Lower Price Band moves above an existing Protected Offer. Mid-Point Discretionary Orders will resume trading against other orders in their discretionary range when the conditions in (i) or (ii) no longer exist.

(18) – (19) (No change).

*(d) Intermarket Sweep Orders*

(1) The System will accept incoming Intermarket Sweep Orders (“ISO”) (as such term is defined in Regulation NMS). In order to be eligible for treatment as an Intermarket Sweep Order, the limit order must be marked “ISO” and the User entering the order must simultaneously route one or more additional limit orders marked “ISO,” as necessary, to away markets to execute against the full displayed size of any Protected Quotation for the security with a price that is superior to the limit price of the Intermarket Sweep Order entered in the System. Such orders, if they meet the requirements of the foregoing sentence, may be executed at one or multiple price levels in the System without regard to Protected Quotations at away markets consistent with Regulation NMS (*i.e.*, may trade through such quotations). The Exchange relies on the marking of an order as an ISO order when handling such order, and thus, it is the entering Member’s responsibility, not the Exchange’s responsibility, to comply with the requirements of Regulation NMS relating to Intermarket Sweep Orders. ISOs are not eligible for routing pursuant to Rule 11.9(b)[(2)] (1).

(2) (No change).

(e) (No change).

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## Rule 11.8. Priority of Orders

(a) *Ranking.* Orders of Users shall be ranked and maintained in the EDGA Book based on the following priority:

(1) – (7) (No change).

(8) If the Upper (Lower) Price Band moves so that the price of a buy (sell) order resting on the EDGA Book would consequently be above (below) the Upper (Lower) Price Band, , such order will be re-priced and displayed at a price equal to the Upper (Lower) Price Band, provided a new time stamp, and prioritized based on its existing time stamp at the time the new Price Bands are established. If an order is resting on the Book at a price equal to the Upper (Lower) Price Band, such order will not be re-priced but will be provided a new time stamp and prioritized based on its existing time stamp at the time the new Price Bands are established.

(b) (No change).

## Rule 11.9. Order Execution

(a) Execution. Subject to the restrictions under these Exchange Rules or the Act and the rules and regulations thereunder, orders shall be matched for execution in accordance with this Rule 11.9.

(1) Compliance with Regulation SHO. For any execution of a short sale order to occur on the Exchange when a short sale price test restriction under Rule 201 of Regulation SHO is in effect for the covered security, the price must be above the current NBB, unless the sell order was initially displayed by the System at a price above the then current NBB or is marked “short exempt” pursuant to Regulation SHO.

(2) Compliance with Regulation NMS. For any execution to occur during Regular Trading Hours, the price must be equal to or better than the Protected NBBO, unless the order is marked ISO or unless the execution falls within another exception set forth in Rule 611(b) of Regulation NMS. For any execution to occur during the Pre-Opening Session or the Post-Closing Session, the price must be equal to or better than the highest bid or lowest offer. For purposes of this Rule 11.9, any order falling within the parameters of this paragraph shall be referred to as “executable.” An order will be cancelled back to the User, if based on market conditions, User instructions, applicable Exchange Rules and /or the Act and the rules and regulations thereunder, such order is not executable, cannot be routed to another [t]Trading [c]Center pursuant to Rule 11.9(b)([2]1) below and cannot be posted to the EDGA Book.

(3) Compliance with the requirements of the Plan. Except as provided in Section VI of the Plan, for any executions to occur during Regular Trading Hours, such executions must occur at a price that is greater than or equal to the Lower Price Band and less than or equal to the Upper Price Band, when such Price Bands are disseminated.

(A) Where a non-routable buy (sell) order is entered into the System at a price less (greater) than or equal to the Upper (Lower) Price Band, such order will be posted to the EDGA Book or executed, unless (i) the order is an IOC Order, in which case it will be cancelled if not executed, or (ii) the User has entered instructions to cancel the order.

(B) When a non-routable buy (sell) order arrives at a price greater (less) than the Upper (Lower) Price Band, the Exchange will re-price such order and display such buy (sell) order at the price of the Upper (Lower) Price Band. If the price of the Upper (Lower) Price Band moves above (below) a non-routable buy (sell) order’s displayed posting price, such buy (sell) order will not be adjusted further and will remain posted at the original price at which it was posted to the EDGA Book. If the Upper (Lower) Price Band crosses a non-routable buy (sell) order resting on the EDGA Book, such buy (sell) order will be re-priced to the price of the Upper (Lower) Price Band.

(C) A description of the behavior of routable market and limit orders in response to the Plan is found in Rule 11.9(b)(1)(B).

(D) Where a short sale order is entered into the System with a limit price below the Lower Price Band and a short sale price test restriction under Rule 201 of Regulation SHO is in effect for the covered security, the System will re-price such order to the Lower Price Band as long as the Lower Price Band is at a Permitted Price. When a short sale order is entered into the System with a limit price above

the Lower Price Band and a short sale price test restriction under Rule 201 of Regulation SHO is in effect for the covered security, the System will re-price such order, if necessary, at a Permitted Price pursuant to Exchange Rule 11.5(c)(4).

(E) Pursuant to Section IV of the Plan, all Trading Centers in NMS Stocks, including those operated by Members of the Exchange, shall establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the requirements specified in Section VI of the Plan, and to comply with the Trading Pauses specified in Section VII of the Plan.

[(b) *Execution and Routing.*]

[(1)] (4) Execution against EDGA Book. An incoming order shall first attempt to be matched for execution against orders in the EDGA Book unless otherwise instructed by the User.

(A)– (B) (No change).

(b) Routing

(1) [2] Routing to Away Trading Centers. Unless the terms of the order direct the Exchange not to route such order away (*e.g.*, a EDGA Only Order), if a market or marketable limit order has not been executed in its entirety pursuant to paragraph (a)(4)[(b)(1)] above, the order shall be eligible for routing away pursuant to one or more of the routing options listed under paragraph (b)[(3)](2) below.

(A) Regulation SHO. An order marked “short” when a short sale price test restriction pursuant to Rule 201 of Regulation SHO is in effect is not eligible for routing by the Exchange. If an order is ineligible for routing due to the short sale price test restriction [of Rule 201 of Regulation SHO] and such order is an IOC order, then the order will be cancelled. For any other order ineligible for routing due to a short sale price test restriction, the Exchange will post the unfilled balance of the order to the EDGA Book, treat the order as if it was an EDGA Only Order, and subject it to the short sale price adjust process, as described in Rule 11.5(c)(4).

(B) The Plan.

(i) In order to comply with the Plan, a routable buy (sell) market or routable marketable limit order will be routed by the Exchange only when the NBO (NBB) is or becomes executable according to the Plan, which would be when the NBO is less than or equal to the Upper Price Band (NBB is greater than or equal to the Lower Price Band). According to the Plan, the NBO (NBB) is or becomes non-executable when the NBO is greater than the Upper Price Band (the NBB is less than the Lower Price Band) (“Non-Executable”).

Except for routing strategies SWPA, SWPB and SWPC, for purposes of the below subparagraphs, routing strategies that access all Protected Quotations

include ROUT, ROUX, ROUC, ROUE and ROOC. . Routing strategies that do not access all Protected Quotations include all other routing strategies listed in Rule 11.9(b)(2), as described below.

(I) Routable Market Orders. For routing strategies that access all Protected Quotations, if the NBO (NBB) is Non-Executable and a buy (sell) market order is placed, the System will default to re-price such buy (sell) market order and display it at the price of the Upper (Lower) Price Band and will continue to re-price it to the price of the Upper (Lower) Price Band as the Upper (Lower) Price Band adjusts, so long as the buy (sell) market order does not move above (below) its market collar price, as defined in Rule 11.5(a)(2), or alternatively, such buy (sell) market order may be cancelled pursuant to User instruction. For all other routing strategies that do not access all Protected Quotations, routable market orders will not be re-priced and displayed at the price of the Upper (Lower) Price Band and will instead be cancelled if the NBO (NBB) is Non-Executable.

If the Upper (Lower) Price Band crosses a routable buy (sell) order resting on the EDGA Book, such buy (sell) order will be re-priced to the price of the Upper (Lower) Price Band.

(II) Routable Limit Orders. If the price of (i) a routable buy (sell) limit order that is entered into the System or (ii) the unfilled balance of such order that is returned from routing to away Trading Centers is greater (less) than the Upper (Lower) Price Band and is ineligible for routing as a result of the NBO (NBB) being or having become Non-Executable, then the System will default to re-price such buy (sell) order and display it at the price of the Upper (Lower) Price Band, or alternatively, it may be cancelled pursuant to User instruction. For routing strategies that access all Protected Quotations, if the Upper (Lower) Price Band subsequently moves above (below) the routable buy (sell) order's posting price, such routable order will continue to be re-priced to the Upper (Lower) Price Band until the order reaches its limit price. For all other routing strategies that do not access all Protected Quotations, the routable order will not be re-priced to a price above (below) the original price at which it was posted to the EDGA Book.

If the Upper (Lower) Price Band crosses a routable buy (sell) order resting on the EDGA Book, such buy (sell) order will be re-priced to the price of the Upper (Lower) Price Band.

(ii) Re-routing. For routing strategies that access all Protected Quotations, when the Upper (Lower) Price Band adjusts such that the NBO (NBB) becomes

executable, a routable buy (sell) market or marketable limit order will be eligible to be re-routed by the Exchange.

(iii) Routing strategies SWPA, SWPB and SWPC (together, “SWP”), as described in Rule 11.9(b)(3), are eligible for routing in accordance with the Plan as follows: the System will immediately cancel orders utilizing an SWP routing strategy when an order to buy utilizing an SWP routing strategy has a limit price that is greater than the Upper Price Band or if a sell order utilizing an SWP routing strategy has a limit price that is less than the Lower Price Band.

(C) [(A)] Routing of Market Orders. With respect to an order that is eligible for routing, the System will designate market orders as IOC or ISO and will cause such orders to be routed for execution to one or more Trading Centers (as defined in Rule 2.11) for potential execution, per the entering User’s instructions, in compliance with Rule 611 under Regulation NMS, Regulation SHO, and the Plan. After the System receives responses to orders that were routed away, to the extent an order is not executed in full through the routing process, the System will process the balance of such order as follows. Depending on parameters set by the User when the incoming order was originally entered, the System will either: (i) process the unfilled balance of an order as a EDGA Only Order pursuant to Rule 11.5(c)(4), or (ii) repeat the process described in paragraph (a)(4)[(b)(1)] above and this paragraph (b)(1[2])(C[A]) by executing against the EDGA Book and/or routing orders to other market centers until the original, incoming order is executed in its entirety.

(D) [(B)] Routing of Marketable Limit Orders. With respect to an order that is eligible for routing, the System will designate marketable limit orders as IOC or ISO and will cause such orders to be routed for execution to one or more Trading Centers (as defined in Rule 2.11) for potential execution, per the entering User’s instructions, in compliance with Rule 611 under Regulation NMS, Regulation SHO, and the Plan. After the System receives responses to orders that were routed away, to the extent an order is not executed in full through the routing process, the System will process the balance of such order as follows. Depending on parameters set by the User when the incoming order was originally entered, the System will either: (i) process the unfilled balance of an order as a EDGA Only Order pursuant to Rule 11.5(c)(4), or (ii) repeat the process described in paragraph (a)(4)[(b)(1)] above and this paragraph (b)(1[2])(D[B]) by executing against the EDGA Book and/or routing orders to other market centers until the original, incoming order is executed in its entirety or its limit price is reached. If the order’s limit price is reached, the order will be posted in the EDGA Book.

(2) [3] Routing Options. (No change).

(c) – (g) (No change).

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## Rule 11.14. Trading Halts Due to Extraordinary Market Volatility

(a)-(c) (No changes).

(d) If a primary listing market issues an individual stock trading pause in any NMS stock the Exchange will pause trading in that security until trading has resumed on the primary listing market. If, however, trading has not resumed on the primary listing market and ten minutes have passed since the individual stock trading pause message has been received from the responsible single plan processor, the Exchange may resume trading in such stock.

During Phase 1 of the Plan, an individual stock trading pause in Tier 1 NMS Stocks that are subject to the requirements of the Plan shall be subject to Section VII (Trading Pauses) of the Plan. Tier 1 NMS Stocks not yet subject to the requirements of the Plan and Tier 2 NMS Stocks shall be subject to the requirements set forth in this subsection of the Rule. Once the Plan has been fully implemented and all NMS stocks are subject to the Plan, this subsection of the Rule will no longer apply.

(e) (No changes).

Interpretations and Policies:

(No changes).