

Exhibit 5

Additions are underlined>

Deletions are [bracketed]

EDGA Exchange, Inc. Fee Schedule – Effective [August 5] September 3, 2013

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Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities¹:

Rebates indicated by parentheses ().

The rates listed in the Standard Rates table apply unless a Member is assigned a liquidity flag other than a standard flag. If a Member is assigned a liquidity flag other than a standard flag, the rates listed in the Liquidity Flags table will apply.

Footnotes provide further explanatory text or, where annotated to flags, indicate variable rate changes, provided the conditions in the footnote are met.

Standard Rates:

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$0.0005 ⁴	\$(0.0002) ¹	\$0.0029
Securities below \$1.00	FREE	FREE ¹	0.30% of Dollar Value
Standard Flags	B, V, Y, 3, 4	N, W, 6, BB, CR, PR, XR	X

Liquidity Flags:

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A-RC	(No changes)		
RP	Non-Displayed Orders, adds liquidity (using Route Peg Order)	0.0004 ⁵	FREE
RR-XR	(No changes)		

Definitions: [

- Added Flags are defined as the following flags that are counted towards tiers, where applicable: B, V, Y, DM, HA, PA, RP, 3 and 4.
- Removal Flags are defined as the following flags that are counted towards tiers, where applicable: BB, N, W, CR, DT, HR, PR, PT, XR and 6.
- Routed Flags are defined as the following flags that are counted towards tiers, where applicable: A, C, D, F, G, I, J, K, L, M, O, P, Q, R, S, T, U, X, Z, 2, 7, 8, 9, 10, BY, CL, PX, RA, RB, RC, RM, RR, RS, RT, RW, RX, RY, RZ and SW.]
- Average Daily Volume (“ADV”) is defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.
- Total Consolidated Volume (“TCV”) is defined as the volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month in which the fees are calculated.

General Notes:

- Unless otherwise indicated, the following added flags are counted towards tiers: B, V, Y, DM, HA, PA, RP, 3 and 4.
- Unless otherwise indicated, the following removal flags are counted towards tiers: BB, N, W, CR, DT, HR, PR, PT, XR and 6.
- Unless otherwise indicated, the following routed flags are counted towards tiers: A, C, D, F, G, I, J, K, L, M, O, P, Q, R, S, T, U, X, Z, 2, 7, 8, 9, 10, BY, CL, PX, RA, RB, RC, RM, RR, RS, RT, RW, RX, RY, RZ and SW.
- The Exchange notes that to the extent a Member does not qualify for any of the tiers listed below, the rates listed in the above section titled “Liquidity Flags” will apply.
- To the extent a Member qualifies for higher rebates and/or lower fees than those provided by a tier for which such Member qualifies, the higher rebates and/or lower fees shall apply.
- Trading activity on days when the market closes early does not count toward volume tiers.
- Upon a Member’s request, EDGA will aggregate share volume calculations for wholly owned affiliates on a prospective basis.

- Variable rates provided by tiers apply only to executions in securities priced at or above \$1.00.

Footnotes:

¹⁻³ (No changes)

⁴ **Add Volume Tiers:**

The fee to add provided by the below add volume tiers is applicable to the following flags: B, V, Y, 3 and 4.

Tier	Fee per share to Add	Required Criteria
Volume Tier 1	\$0.0003	Add more than 1% of the TCV in ADV on EDGA, including non-displayed orders that add liquidity on a daily basis, measured monthly.
Volume Tier 2	\$0.0003	(1) Add more than 0.25% of the TCV on EDGA, including non-displayed orders that add liquidity; and (2) Remove more than 0.25% of the TCV in ADV on a daily basis, measured monthly.
Step-Up Tier 1	\$0.0003	On an MPID basis, add more than 0.10% of the TCV on EDGA on a daily basis, measured monthly, more than the MPID's December 2012 added TCV. Where an MPID's December 2012 TCV is zero, then the Exchange applies a default TCV baseline of 10,000,000 shares. [Volume from non-displayed orders that add liquidity will count towards this tier.]
Step-Up Tier 2	\$0.0003	<u>On an MPID basis:</u> <u>(1) Add more than 0.05% of the TCV on EDGA on a daily basis, measured monthly, more than the MPID's December 2012 added TCV; and</u> <u>(2) Have an "added liquidity" to "added plus removed liquidity" ratio of at least 85%.</u> <u>Where an MPID's December 2012 TCV is zero, then the Exchange applies a default TCV baseline of 10,000,000 shares.</u>

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