

**EXHIBIT 5**

*New text is underlined; deleted text is in brackets.*

**Nasdaq PHLX LLC Rules**

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**Options Rules**

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**Options 7 Pricing Schedule**

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**Section 2. Customer Rebate Program**

The Customer Rebate Tiers described below will be calculated by totaling Customer volume in Multiply Listed Options (including SPY) that are electronically-delivered and executed, except volume associated with electronic QCC Orders, as defined in Options 3, Section 12. Rebates will be paid on Customer Rebate Tiers according to the below categories. Members and member organizations under Common Ownership may aggregate their Customer volume for purposes of calculating the Customer Rebate Tiers and receiving rebates. Affiliated Entities may aggregate their Customer volume for purposes of calculating the Customer Rebate Tiers and receiving rebates.

| <b>Customer Rebate Tiers</b> | <b>Percentage Thresholds of National Customer Volume in Multiply-Listed Equity and ETF Options Classes, excluding SPY Options (Monthly)</b> | <b>Category A</b> | <b>Category B</b> | <b>Category C</b> | <b>Category D</b> |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|-------------------|
| Tier 1                       | 0.00% - 0.60%                                                                                                                               | \$0.00            | \$0.00            | \$0.00            | \$0.00            |
| Tier 2                       | Above 0.60% - [1.10] <u>1.30</u> %                                                                                                          | \$0.10*           | \$0.10*           | \$0.16* #         | \$0.21* #         |
| Tier 3                       | Above [1.10] <u>1.30</u> % - [1.60] <u>1.80</u> %                                                                                           | \$0.15            | \$0.12*           | \$0.18* #         | \$0.22* #         |
| Tier 4                       | Above [1.60] <u>1.80</u> % - 2.50%                                                                                                          | \$0.20            | \$0.16            | \$0.22#           | \$0.26#           |
| Tier 5                       | Above 2.50%                                                                                                                                 | \$0.21            | \$0.17            | \$0.22#           | \$0.27#           |

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**Section 4. Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs and indexes which are Multiply Listed) (Excludes SPY and broad-based index options symbols listed within Options 7, Section 5.A)**

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**Floor Originated Strategy Executions**

*Strategies Defined:*

- A **dividend strategy** is defined as transactions done to achieve a dividend arbitrage involving the purchase, sale, and exercise of in-the-money options of the same class, executed the first business day prior to the date on which the underlying stock goes ex-dividend.
- A **merger strategy** is defined as transactions done to achieve a merger arbitrage involving the purchase, sale and exercise of options of the same class and expiration date, executed the first business day prior to the date on which shareholders of record are required to elect their respective form of consideration, i.e., cash or stock.
- A **short stock interest strategy** is defined as transactions done to achieve a short stock interest arbitrage involving the purchase, sale, and exercise of in-the-money options of the same class.
- **Reversal and conversion strategies** are transactions that employ calls and puts of the same strike price and the underlying stock. Reversals are established by combining a short stock position with a short put and a long call position that shares the same strike and expiration. Conversions employ long positions in the underlying stock that accompany long puts and short calls sharing the same strike and expiration.
- A **jelly roll strategy** is defined as transactions created by entering into two separate positions simultaneously. One position involves buying a put and selling a call with the same strike price and expiration. The second position involves selling a put and buying a call, with the same strike price, but with a different expiration from the first position.
- A **box spread strategy** is a strategy that synthesizes long and short stock positions to create a profit. Specifically, a long call and short put at one strike is combined with a short call and long put at a different strike to create synthetic long and synthetic short stock positions, respectively.

*Strategy Caps:*

To qualify for a strategy cap, the buy and sell side of a transaction must originate either from the Exchange Trading Floor or as a Floor Qualified Contingent Cross Order.

| Floor Options<br>Transactions - Multiply<br>Listed Options | Strategy | Qualification | Daily/Monthly<br>Cap |
|------------------------------------------------------------|----------|---------------|----------------------|
|------------------------------------------------------------|----------|---------------|----------------------|

|                                                                                |                                                                                                                                  |                                                                                                                                                                                                                                                                 |                                                                                                                          |
|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| Lead Market Maker,<br>Market Maker,<br>Professional, Firm and<br>Broker-Dealer | dividend                                                                                                                         | executed on the same trading day in the same class of options when such members are trading: (1) in their own proprietary accounts; or (2) on an agency basis. If transacted on an agency basis, the daily cap will apply per beneficial account.               | [\$1,100 (daily)] <u>\$0.00</u>                                                                                          |
| Lead Market Maker,<br>Market Maker,<br>Professional, Firm and<br>Broker-Dealer | merger, short stock interest, and box spread strategies                                                                          | executed on the same trading day for all classes of options in the aggregate when such members are trading (1) in their own proprietary accounts; or (2) on an agency basis. If transacted on an agency basis, the daily cap will apply per beneficial account. | [\$1,000 (daily) if more than one class of options, \$700 (daily) if only in a single class of options]<br><u>\$0.00</u> |
| Lead Market Maker,<br>Market Maker,<br>Professional, Firm and<br>Broker-Dealer | reversal and conversion, and jelly roll strategies                                                                               | executed on the same trading day for all classes of options in the aggregate when such members are trading (1) in their own proprietary accounts; or (2) on an agency basis. If transacted on an agency basis, the daily cap will apply per beneficial account. | [\$200 (daily)] <u>\$0.00</u>                                                                                            |
| [Per member organization]                                                      | [dividend, merger, short stock interest, reversal and conversion, jelly roll and box spread strategies ("Monthly Strategy Cap")] | [combined executions in a month when trading in its own proprietary accounts]                                                                                                                                                                                   | [\$65,000 (monthly)]                                                                                                     |

- Reversal and conversion, jelly roll and box spread strategy executions will not be included in the Monthly Strategy Cap for a Firm. All dividend, merger, short stock interest, reversal and

conversion, jelly roll and box spread strategy executions (as defined in this Options 7, Section 4) will be excluded from the Monthly Firm Fee Cap and the Monthly Market Maker Cap. Transactions in broad-based index options symbols listed within Options 7, Section 5.A. will be excluded from Strategy Cap pricing.

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