

Exhibit 5

Below is the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

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11000. UNIFORM PRACTICE CODE

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11800. CLOSE-OUT PROCEDURES

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11892. Clearly Erroneous Transactions in Exchange-Listed Securities

(a) No Change.

(b) **Thresholds**

Determinations of a clearly erroneous execution pursuant to paragraph (a)(1) will be made as follows:

(1) Numerical Guidelines

Subject to the provisions of paragraph (b)(3) below, a transaction shall be found to be clearly erroneous if the price of the transaction is away from the Reference Price by an amount that equals or exceeds the Numerical Guidelines set forth below. The Reference Price will be equal to the consolidated last sale immediately prior to the execution(s) under review except for: (A) Multi-Stock Events involving twenty or more securities, as described in paragraph (b)(2) below[; (B) transactions not involving a Multi-Stock Event as described in paragraph (b)(2) that trigger a trading pause in a security included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products and subsequent transactions, as described in paragraph (b)(4)

below, in which case the Reference Price shall be determined in accordance with that paragraph (b)(4);] and [(C)](B) in other circumstances, such as, for example, relevant news impacting a security or securities, periods of extreme market volatility, sustained illiquidity, or widespread system issues, where use of a different Reference Price is necessary for the maintenance of a fair and orderly market and the protection of investors and the public interest.

Reference Price: Circumstance or Product	Normal Market Hours (9:30 a.m. Eastern Time to 4:00 p.m. Eastern Time) Numerical Guidelines (Subject transaction's % difference from the Reference Price):	Outside Normal Market Hours Numerical Guidelines (Subject transaction's % difference from the Reference Price):
Greater than \$0.00 up to and including \$25.00	10%	20%
Greater than \$25.00 up to and including \$50.00	5%	10%
Greater than \$50.00	3%	6%
Multi-Stock Event — Events involving five or	10%	10%

more, but less than twenty, securities whose executions occurred within a period of five minutes or less		
Multi-Stock Event — Events involving twenty or more securities whose executions occurred within a period of five minutes or less	30%, subject to the terms of paragraph (b)(2) below	30%, subject to the terms of paragraph (b)(2) below
Leveraged ETF/ETN securities	Normal Market Hours Numerical Guidelines multiplied by the leverage multiplier (i.e. 2x)	Normal Market Hours Numerical Guidelines multiplied by the leverage multiplier (i.e. 2x)

(2) Multi-Stock Events Involving Twenty or More Securities

During Multi-Stock Events involving twenty or more securities, the number of affected transactions may be such that immediate finality is necessary to maintain a fair and orderly market and to protect investors and the public interest. In such circumstances, FINRA may use a Reference Price other than the consolidated last sale. [With the exception of those securities under review that are subject to an individual stock trading pause in a security included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products as described in paragraph (b)(4) below, and to] To ensure consistent application across the markets when this paragraph is invoked, FINRA

will promptly coordinate with the market centers to determine the appropriate review period, which may be greater than the period of five minutes or less that triggered application of this paragraph, as well as select one or more specific points in time prior to the transactions in question and use transaction prices at or immediately prior to the one or more specific points in time selected as the Reference Price. FINRA will nullify as clearly erroneous all transactions that are at prices equal to or greater than 30% away from the Reference Price in each affected security during the review period selected by FINRA and the markets consistent with this paragraph.

(3) Additional Factors

Except in the context of a Multi-Stock Event involving five or more securities [and an individual stock trading pause in a security included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products as described in paragraph (b)(4) below], a FINRA Officer may also consider additional factors to determine whether a transaction is clearly erroneous, including but not limited to, system malfunctions or disruptions; volume and volatility for the security; derivative securities products that correspond to greater than 100% in the direction of a tracking index; news released for the security; whether trading in the security was recently halted/resumed; whether the security is an IPO; whether the security was subject to a stock-split, reorganization, or other corporate action; overall market conditions; Opening and Late Session executions; validity of the consolidated tapes' trades and quotes; consideration of primary market indications; and executions inconsistent with the trading pattern in the stock. Each additional factor shall be considered with a view toward maintaining a fair and orderly market and the protection of investors and the public interest.

[(4) Individual Stock Trading Pauses in a Security Included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products]

[(A) For purposes of this paragraph, the phrase "Trading Pause Trigger Price" shall mean the price that triggered a trading pause in a security included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products on a primary listing market under its rules. All trading pauses triggered with respect to securities not included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products shall be reviewed under the same provisions of Rule 11892 as non pause triggered events. The Trading Pause Trigger Price reflects a price calculated by the primary listing market over a rolling five-minute period and may differ from the execution price of a transaction that triggered a trading pause.]

[(B) In the event a primary listing market issues an individual stock trading pause in a security included in the S&P 500® Index, the Russell 1000® Index or a pilot list of Exchange Traded Products, and regardless of whether the security at issue is part of a Multi-Stock Event involving five or more securities as described in paragraphs (b)(1) and (b)(2) above, FINRA shall utilize the Trading Pause Trigger Price as the Reference Price for any transactions that trigger a trading pause and subsequent transactions occurring before the trading halt is in effect for transactions otherwise than on an exchange. In connection with the review of transactions pursuant to this paragraph, FINRA will apply the Numerical Guidelines set forth in paragraph (b)(1) above, other than the Numerical Guidelines applicable to Multi-Stock Events. Where a trading pause

was triggered by a price decline (rise), FINRA shall deem as clearly erroneous all such transactions that occurred at a price lower (higher) than the Trading Pause Trigger Price. FINRA will rely on the primary listing market that issued an individual stock trading pause to determine and communicate the Trading Pause Trigger Price for such stock. Trades occurring while the trading halt is in effect are in violation of Rule 5260 and also will be deemed clearly erroneous.]

••• Supplementary Material: -----

.01 No Change.

.02 The amendments set forth in File No. SR-FINRA-2010-032 and the provisions of Supplementary Material .03 of this Rule shall be in effect during a pilot period set to end on April 8, 2014 [September 30, 2013]. If the pilot is not extended or approved as permanent by April 8, 2014 [September 30, 2013], the version of this Rule prior to SR-FINRA-2010-032 shall be in effect, and the provisions of Supplementary Material .03 of this Rule shall be null and void.

.03 No Change.

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