Exhibit 5

Proposed new language is <u>underlined</u>; Proposed deletions are in [brackets].

MEMX Fee Schedule
(EFFECTIVE [SEPTEMBER 21]<u>OCTOBER 3</u>, 2022)

* * * * *

Step-Up Additive Rebate

Tier	Additive Rebate Per Share*	Required Criteria
Tier 1	$(0.0002)	Member has (1) [a Step-Up ADAV (excluding Retail Orders) from April 2022 ≥ 0.07% of the TCV]<u>an ADAV ≥ 0.45% of the TCV</u>; or (2) a Step-Up ADAV from [July]<u>August</u> 2022 ≥ 0.<u>10</u>[5]% of the TCV and an ADAV ≥ 0.30% of the TCV

*Rebate is in addition to otherwise applicable rebate for executions of added displayed volume (other than orders that establish the NBBO for Members that qualify for the NBBO Setter Tier and Retail Orders) in securities priced at or above $1.00 per share. MEMX will append Fee Code "X" to the otherwise applicable Fee Code for qualifying executions.

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