

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

The Nasdaq Stock Market Rules

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**7014. Market Quality Incentive Programs
[Small Cap Incentive Program]**

(a) Reserved[The Small Cap Incentive Program ("SCIP") is available to Nasdaq Market Makers that are registered in Nasdaq-listed symbols with a market capitalization of less than \$100 million. Nasdaq will update the symbol list every six months via an Equity Trader Alert. The initial list was selected using market capitalizations as determined at the end of January 2016.]

[(1) Nasdaq Market Makers registered in a SCIP symbol will receive a rebate of \$0.0005 per share executed with respect to all other displayed orders (other than Designated Retail Orders, as defined in Rule 7018) in securities priced at \$1 or more that provide liquidity ("SCIP Rebate") if their percent of time at the NBBO in the symbol is above 50% ("NBBO Test") for the month. The SCIP Rebate will be in addition to all other applicable displayed rebates.]

[(2) Nasdaq Market Makers registered in the symbol and that pass the NBBO Test will be subject to the following rates for shares executed below \$1.00:]

[(A) the rebate to add liquidity will be 0.10% of the total dollar volume; and]

[(B) the fee to remove liquidity will be 0.25% of the total dollar volume.]

[(3) There will be no fee for all quotes and orders executed in the Nasdaq Opening or Closing Cross, or any other cross for Nasdaq Market Makers that meet the NBBO Test in SCIP symbols. All quotes and orders exclude Market-on-Close and Limit-on-Close orders executed in the Nasdaq Closing Cross and Market-on-Open, Limit-on-Open, Good-till-Cancelled, and Immediate-or-Cancel orders executed in the Nasdaq Opening Cross.]

(b) – (h) No change.

[Limit Up-Limit Down Pricing Program]

(i) Reserved[The following rebates will apply to Limit Up-Limit Down Pricing Program securities, which are available at www.nasdaqtrader.com/Trader.aspx?id=LULDPIlot.]

[(1) For securities priced \$1 or more Nasdaq will provide a \$0.0010 per share executed rebate to Nasdaq Market Makers registered in the relevant security with respect to

all other displayed orders to buy (other than Designated Retail Orders, as defined in Rule 7018) that provide liquidity and that are priced at or above the Lower Band of a Limit State or Straddle State pursuant to Rule 4120(a)(12).]

[(2) In lieu of the fee assessed under Rule 7018(f), Nasdaq will provide a \$0.0005 per share executed rebate to a member for any order entered during a Trading Pause pursuant to Rule 4120(a)(12) that are executed in the re-opening process.]

Nasdaq Growth Program

(j) No change.

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