

EXHIBIT 5

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

The Nasdaq Stock Market Rules

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4702. Order Types

(a) No change.

(b) Except where stated otherwise, the following Order Types are available to all Participants:

(1) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Price to Comply Order:

* * * * *

- Participation in the Nasdaq Opening Cross, Nasdaq Halt Cross and/or the Nasdaq Closing Cross.

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(2) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Price to Display Order:

* * * * *

- Participation in the Nasdaq Opening Cross, Nasdaq Halt Cross and/or the Nasdaq Closing Cross.

* * * * *

(3) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Non-Displayed Order:

* * * * *

- Participation in the Nasdaq Opening Cross, Nasdaq Halt Cross and/or the Nasdaq Closing Cross.

* * * * *

(4) (A) – (B) No change.

(C) The following Order Attributes may be assigned to a Post-Only Order:

* * * * *

- Participation in the Nasdaq Opening Cross, Nasdaq Halt Cross and/or the Nasdaq Closing Cross[(available through OUCH and FLITE only)].

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(5) – (6) No change.

(7) (A) No change.

(B) The following Order Attributes may be assigned to a Market Maker Peg Order:

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- Participation in the Nasdaq Opening Cross, Nasdaq Halt Cross and/or the Nasdaq Closing Cross.

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(8) – (14) No change.

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4703. Order Attributes

As described in Rule 4702, the following Order Attributes may be assigned to those Order Types for which they are available.

(a) – (k) No change.

(l) Participation in the Nasdaq Opening Cross, Nasdaq Halt Cross or the Nasdaq Closing Cross. All Order Types except Midpoint Peg Post-Only Orders and Supplemental Orders and Midpoint Extended Life Orders participate in the Nasdaq Opening Cross, Nasdaq Halt Cross and/or the Nasdaq Closing Cross if the Order has a Time-in-Force that would cause the Order to be in effect at the time of the Nasdaq Opening Cross, Nasdaq Halt Cross and/or Nasdaq Closing Cross. MOO Orders, LOO Orders, and IOI Orders participate in the Nasdaq Opening Cross in the manner specified in Rule 4752. Other Order Types eligible to participate in the Nasdaq Opening Cross operate as “Market Hours Orders” or “Open Eligible Interest” as specified in Rule 4752. MOC Orders, LOC Orders and IO Orders participate in the Nasdaq Closing Cross in the manner specified in Rule 4754. Other Order Types eligible to participate in the Nasdaq Closing Cross operate as "Close Eligible Interest" in the manner specified in Rule 4754. For purposes of the

Nasdaq Opening Cross, Nasdaq Halt Cross or Nasdaq Closing Cross, an Order to buy (sell) that is locked or crossed at its non-displayed price by a Post-Only Order on the Nasdaq Book shall be deemed to have a price at one minimum price increment below (above) the price of the Post-Only Order.

(m) No change.

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4752. Opening Process

(a) – (c) No change.

(d) Processing of Nasdaq Opening Cross. For System securities, the Nasdaq Opening Cross shall occur at 9:30, and market hours trading shall commence when the Nasdaq Opening Cross concludes.

(1) No change.

(2) (A) – (F) No change.

(G) If the Nasdaq Opening Cross price established by subparagraphs (A) through (F) would result in the partial execution of a buy (sell) Order that was deemed to have a price at one minimum price increment below (above) the price of a Post-Only Order (pursuant to Rule 4703(l)), then the Nasdaq Opening Cross will occur at the price of the Order's original ranked price.

(3) If the Nasdaq Opening Cross price is selected and fewer than all shares of MOO, LOO, OIO and Early Market Hours Orders that are available in the Nasdaq Market Center would be executed, all Quotes and Orders shall be executed at the Nasdaq Opening Cross price in the following priority:

(A) No change.

(B) LOO orders, Early Market Hours limit orders, OIO orders, SDAY limit orders, SGTC limit orders, GTMC limit orders, SHEX limit orders, displayed quotes and reserve interest priced more aggressively than the Nasdaq Opening Cross price based on limit price with time as the secondary priority. An Order to buy (sell) that is locked or crossed at its non-displayed price by a Post-Only Order on the Nasdaq Book in Early Market Hours, and which has been deemed to have a price at one minimum price increment below (above) the price of the Post-Only Order, shall be ranked in time priority [ahead of all orders one minimum price increment below (above) the price of the Post-Only Order but]behind all orders at the price at which the Order was posted to the Nasdaq Book;

(C) – (D) No change.

(4) No change.

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4753. Nasdaq Halt Cross

(a) No change.

(b) Processing of Nasdaq Halt Cross. For Nasdaq-listed securities that are the subject of a trading halt or pause initiated pursuant to Rule 4120(a)(1), (4), (5), (6), (7) or (11), the Nasdaq Halt Cross shall occur at the time specified by Nasdaq pursuant to Rule 4120, and Market hours trading shall commence when the Nasdaq Halt Cross concludes.

(1) No change.

(2) (A) – (D) No change.

(E) If the Nasdaq Halt Cross price established by subparagraphs (A) through (D) would result in the partial execution of a buy (sell) Order that was deemed to have a price at one minimum price increment below (above) the price of a Post-Only Order (pursuant to Rule 4703(l)), then the Nasdaq Halt Cross will occur at the price of the Order's original ranked price.

(3) If the Nasdaq Halt Cross price is selected and fewer than all shares of Eligible Interest that are available in the Nasdaq Market Center would be executed, all Eligible Interest shall be executed at the Nasdaq Halt Cross price in price/time priority. An Order to buy (sell) that is locked or crossed at its non-displayed price by a Post-Only Order on the Nasdaq Book, and which has been deemed to have a price at one minimum price increment below (above) the price of the Post-Only Order, shall be ranked in time priority [ahead of all orders one minimum price increment below (above) the price of the Post-Only Order but]behind all orders at the price at which the Order was posted to the Nasdaq Book.

(4) No change.

(c) – (d) No change.

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4754. Nasdaq Closing Cross

(a) No change.

(b) Processing of Nasdaq Closing Cross. The Nasdaq Closing Cross will begin at 4:00:00 p.m. EST, and post-market hours trading will commence when the Nasdaq Closing Cross concludes.

(1) No change.

(2) (A) – (E) No change.

(F) If the Nasdaq Closing Cross price established by subparagraphs (A) through (E) would result in the partial execution of a buy (sell) Order that was deemed to have a price at one minimum price increment below (above) the price of a Post-Only Order (pursuant to Rule 4703(l)), then the Nasdaq Closing Cross will occur at the price of the Order's original ranked price.

(3) If the Nasdaq Closing Cross price is selected and fewer than all MOC, LOC IO and Close Eligible Interest would be executed, orders will be executed at the Nasdaq Closing Cross price in the following priority:

(A) No change.

(B) LOC orders, limit orders, IO orders, displayed quotes and reserve interest priced more aggressively than the Nasdaq Closing Cross price based on price with time as the secondary priority. An Order to buy (sell) that is locked or crossed at its non-displayed price by a Post-Only Order on the Nasdaq Book, and which has been deemed to have a price at one minimum price increment below (above) the price of the Post-Only Order, shall be ranked in time priority [ahead of all orders one minimum price increment below (above) the price of the Post-Only Order but]behind all orders at the price at which the Order was posted to the Nasdaq Book;

(C) – (E) No change.

(4) – (8) No change.

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4763. Short Sale Price Test Pursuant to Rule 201 of Regulation SHO

(a) – (d) No change.

(e) **Re-pricing of Orders during Short Sale Period.** Except as provided below, during the Short Sale Period, short sale orders that are limited to the national best bid or lower and short sale market orders will be re-priced by the System one minimum allowable price increment above the current national best bid (“Permitted Price”). To reflect declines in the national best bid, the Exchange will continue to re-price a short sale order at the lowest Permitted Price down to the order's original limit price, or if a market order, until the order is filled. Non-displayed orders between the Nasdaq bid and offer at the time of receipt will also be re-priced upward to a Permitted Price to correspond with a rise in the national best bid.

(1) No change.

(2) During the Short Sale Period, short sale orders that are Limit-on-Open and Market-on-Open Orders defined in Nasdaq Rule 4752(a)(3) and (a)(4) and Limit-on-Close and Market-on-Close Orders defined in Nasdaq Rule 4754(a)(4) and (a)(5) shall be re-priced as described above, unless the spread between the national best bid and offer is \$0.01 and there is no resting non-displayed Order that is locked or crossed at its non-displayed price by a Post-Only Order on the Nasdaq Book that is subject to be price adjusted at the time of the Nasdaq Opening Cross or the Nasdaq Closing Cross pursuant to Rule 4703(l). In that case, such orders shall be converted to Mid-Point Peg Orders defined in Nasdaq Rule [4751(f)(4)]4703(d). Once converted, such orders will be priced at the midpoint of the national best bid and offer and may execute in subpennies if necessary to obtain a midpoint price.

(3) No change.

(f) – (g) No change.

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