EXHIBIT 5

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

The Nasdaq Stock Market Rules

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4120. Limit Up-Limit Down Plan and Trading Halts

(a) – (b) No change.

(c) Procedure for Initiating and Terminating a Trading Halt

(1) – (8) No change.

(9) (A) – (B) No change.

(C) Notwithstanding the requirement in paragraph (B) above that the actual price calculated by the Cross must be at or above the lowest price and at or below the highest price of the price range established by the issuer in its effective registration statement, Nasdaq will also release the security for trading in the following circumstances, provided that the Company specifies the quantity of shares registered, as permitted by Securities Act Rule 457:

(i)   if the actual price calculated by the Cross is at or above the price that is 20% below the lowest price and at or below the price that is 20% above the highest price of such price range; or

(ii)   if the actual price calculated by the Cross is at a price above the price that is 20% above the highest price of such price range, provided that the Company has certified to Nasdaq that such price would not materially change the Company's previous disclosure in its effective registration statement.

For purposes of this paragraph (C), the 20% threshold will be calculated using the high end of the price range in the prospectus at the time of effectiveness and will be measured from either the high end (in the case of an increase in the price) or low end (in the case of a decrease in the price) of that range.

(10) No change.

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4753. Nasdaq Halt Cross

(a) Definitions.

For the purposes of this rule the term:

> (1) – (2) No change.
>
> (3) "Order Imbalance Indicator" shall mean a message disseminated by electronic means containing information about Eligible Interest and the price at which such interest would execute at the time of dissemination. The Order Imbalance Indicator shall disseminate the following information:
>
>> (A) "Current Reference Price" shall mean:
>>
>>> (i) – (iii) No change.
>>> (iv) If more than one price exists under subparagraph (iii), the Current Reference Price shall mean:
>>>> a. – b. No change.
>>>>
>>>> c. In the case of the initial pricing of a security listing under Listing Rule IM-5315-2, the price that is closest to the price that is 20% below the lowest price of the price range disclosed by the issuer in its effective registration statement;
>>>>
>>>> d. - f. No change.
>>
>> Notwithstanding the foregoing, the Order Imbalance Indicator will not include the Current Reference Price if there is a Market Order Imbalance.
>>
>> (B) – (G) No change.
>
> (4) – (6) 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) – (C) No change.
>>
>> (D) If more than one price exists under subparagraph (C), the Nasdaq Halt Cross shall occur at:

(i) - (ii) No change.

(iii) In the case of the initial pricing of a security listing under Listing Rule IM-5315-2, the price that is closest to the price that is 20% below the lowest price of the price range disclosed by the issuer in its effective registration statement;

(iv) - (vi) No change.

(E) No change.

(3) – (4) No change.

(c) – (d) No change.

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IM-5315-2. Determination of Price-Based Requirements for Direct Listings with a Capital Raise

As described in Listing Rule IM-5315-1, Nasdaq recognizes that some companies that have sold common equity securities in private placements, which have not been listed on a national securities exchange or traded in the over-the-counter market pursuant to FINRA Form 211 immediately prior to the initial pricing, may wish to list those securities on Nasdaq. Such companies may list on the Nasdaq Global Select Market without an attendant initial public offering of equity securities by the Company if the Company meets the applicable initial listing requirements and the additional requirements in Listing Rule IM-5315-1.

In addition, in certain cases, a Company that has not previously had its common equity securities registered under the Exchange Act may wish to list its common equity securities on the Exchange at the time of effectiveness of a registration statement pursuant to which the Company will sell shares itself in the opening auction on the first day of trading on the Exchange in addition to or instead of facilitating sales by selling shareholders. Any such listing is referred to as a "Direct Listing with a Capital Raise" where either: (i) only the Company itself is selling shares in the opening auction on the first day of trading; or (ii) the Company is selling shares and selling shareholders may also sell shares in such opening auction.

In determining whether such a Company satisfies the Market Value of Unrestricted Publicly Held Shares for initial listing on the Nasdaq Global Select Market, the Exchange will deem such Company to have met the applicable requirement if the amount of the Company's Unrestricted Publicly Held Shares before the offering along with the market value of the shares to be sold by the Company in the Exchange's opening auction in the Direct Listing with a Capital Raise is at least $110 million (or $100 million, if the Company has stockholders' equity of at least $110 million).

For this purpose, the Market Value of Unrestricted Publicly Held Shares will be calculated using a price per share equal to the price that is 20% below the lowest price of the price range disclosed by the issuer in its effective registration statement. Nasdaq will determine that the Company has met the applicable bid price and market capitalization requirements based on the same per share price.

Securities qualified for listing under this IM-5315-2 must begin trading on Nasdaq following the initial pricing through the mechanism outlined in Rule 4120(c)(9) and Rule 4753.

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