

**EXHIBIT 5**

*New text is underlined; deleted text is in brackets.*

**Nasdaq GEMX, LLC Rules**

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**Options Rules**

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**Options 3 Options Trading Rules**

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**Section 8. Options Opening Process**

(a) Definitions. The Exchange conducts an electronic opening for all option series traded on the Exchange using its System.

(1) No change.

(2) The "market for the underlying security" is either the primary listing market or an alternative market designated by the primary market. [or the primary volume market (defined as the market with the most liquidity in that underlying security for the previous two calendar months), as determined by the Exchange by underlying and announced to the membership on the Exchange's web site.] In the event that the primary market is unable to open and an alternative market is not designated by the primary market and/or the alternative market designated by the primary market does not open, the Exchange may utilize a non-primary market to open all underlying securities from the primary market. The Exchange will select the non-primary market with the most liquidity in the aggregate for all underlying securities that trade on the primary market for the previous two calendar months, excluding the primary and alternative markets.

(3) – (9) No change

(b) No change.

(c) Market Maker Valid Width Quotes and Opening Sweeps received starting at 9:25 AM Eastern Time are included in the Opening Process. Orders entered at any time before an option series opens are included in the Opening Process.

(1) No change.

(2) For all options, the underlying security, including indexes, must be open on the [primary]market for the underlying security for a certain time period as determined by the Exchange for the Opening Process to commence. The time period shall be no less than 100 milliseconds and no more than 5 seconds.

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