EXHIBIT 5

Additions: <u>Underlined</u>
Deletions: [Bracketed]

<div align="center">Rules of New York Stock Exchange LLC</div>

<div align="center">*****</div>

Pillar Platform Rules (Rules 1P - 13P)

<div align="center">*****</div>

Rule 7P EQUITIES TRADING

<div align="center">*****</div>

Section 3. Exchange Trading

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Rule 7.35C. Exchange-Facilitated Auctions

(a) If a DMM cannot facilitate an Auction for one or more securities in which the DMM is registered under Rules 7.35A or 7.35B, the Exchange will conduct the Auction for such security or securities electronically as provided for in this Rule.

  (1) If the Exchange facilitates an Auction, DMM Interest will not be eligible to participate in such Auction and previously-entered DMM Interest will be cancelled.

  (2) Floor Broker Interest that has been electronically accepted by the DMM and that has not been cancelled as provided for in Rule 7.35B(a)(1)(C) will be eligible to participate in an Exchange-facilitated Closing Auction.

  (3) A security subject to an Exchange-facilitated Core Open Auction, IPO Auction, Direct Listing Auction, or Trading Halt Auction may open or reopen with a trade or a quote.

(b) *Definitions*. The following are definitions for purposes of this Rule only:

  (1) "Auction Reference Price" means:

Auction	Auction Reference Price
Core Open Auction	Imbalance Reference Price as determined under Rule 7.35A(e)(3)
Trading Halt Auction	Except as provided for in paragraph (e)(1) of this Rule, Imbalance Reference

	Price as determined under Rule 7.35A(e)(3)
Closing Auction	Imbalance Reference Price as determined under Rule 7.35B(e)(3)
IPO or Direct Listing Auction	A price determined under Rule 1.1(s)(1)(F)

(2) "Indicative Match Price" means the best price at which the maximum volume of shares, including the non-displayed quantity of Reserve Orders, is tradable in the applicable Auction, subject to the Auction Collars.

    (A) If there are two or more prices at which the maximum volume of shares is tradable, the Indicative Match Price will be the price closest to the Auction Reference Price, provided that the Indicative Match Price will not be lower (higher) than the price of an order to buy (sell) ranked Priority 2 - Display Orders that was eligible to participate in the applicable Auction.

    (B) If there are two prices at which the maximum volume of shares is tradable and both prices are equidistant to the Auction Reference Price, the Indicative Match Price will be the Auction Reference Price.

    (C) If the Paired Quantity for an auction consists of buy and sell Market Orders only, the Indicative Match Price will be the Auction Reference Price.

    (D) If the Indicative Match Price is not in the MPV for the security, it will be rounded to the nearest price at the applicable MPV.

(3) "Auction Collar" means the price collar thresholds for the Indicative Match Price for an Auction. There are no Auction Collars for an IPO Auction or Direct Listing Auction.

    (A) Except as provided for in paragraph (e)(2) of this Rule, the upper (lower) boundary of the Auction Collar is the Auction Reference Price increased (decreased) by either a specified amount or specified percentage, as applicable, rounded to the nearest MPV, provided that the lowest Auction Collar will be one MPV above $0.00.

        (i) The Auction Collar for the Core Open Auction and the Closing Auction will be based on a price that is the greater of $0.15 or 10% away from the Auction Reference Price for the applicable Auction.

        (ii) The Auction Collar for the Trading Halt Auction will be based on a price that is the greater of $0.15 or 5% away from the Auction Reference Price for the Trading Halt Auction.

(B) An Indicative Match Price that is higher (lower) than the upper (lower) boundary of the Auction Collar will be adjusted to the upper (lower) boundary of the Auction Collar and orders eligible to participate in the applicable auction will trade at the collared Indicative Match Price.

(c) *Auction Imbalance Information.* If it is determined that the Exchange will facilitate an Auction, the Exchange will continue to disseminate the same Auction Imbalance Information as provided for in Rules 7.35A(e) and 7.35B(e), provided that a pre-opening indication, as described in Rule 7.35A(d), will not be required for an Exchange-facilitated Auction. Entry and cancellation of orders for the Closing Auction will be subject to the Auction Imbalance Freeze as provided for in Rule 7.35B(f).

(d) *Opportunity for DMM-Facilitated Auction.* Before facilitating an Auction under this Rule, the Exchange will provide the DMM with the opportunity to electronically facilitate an Auction pursuant to Rules 7.35A or 7.35B.

(e) *Trading Halt Auction Following a Trading Pause ("LULD Auction").* The Exchange will facilitate an LULD Auction following a trading pause under Rule 7.11 ("Trading Pause") at the scheduled end of the Trading Pause.

(1) Auction Reference Price. If the Limit State that preceded the Trading Pause was at the Lower (Upper) Price Band, the Auction Reference Price will be the Lower (Upper) Price Band.

(2) Auction Collars. If the Auction Reference Price is the Lower (Upper) Price Band, the Lower (Upper) Auction Collar will be the Auction Reference Price decreased (increased) by the Price Collar Threshold, rounded to the nearest MPV, provided that the lowest Auction Collar will be one MPV above $0.00, and the Upper (Lower) Auction Collar will be the Upper (Lower) Price Band.

(f) *Auction Allocation.* All orders eligible to trade in the applicable Auction will be matched and traded at the Indicative Match Price. Orders eligible to trade in an Auction will be ranked as provided for in Rule 7.36(c) - (g) consistent with the priority ranking associated with each order.

(1) Better-priced orders will be traded in price-time priority.

(2) At-priced orders will be traded as described in Rule 7.35A(h) (for Core Open and Trading Halt Auctions) or Rule 7.35B(h) (for Closing Auctions).

(g) Unexecuted orders.

(1) If a security opens or reopens on a trade, Market Orders (including sell short Market Orders during a Short Sale Period) and Limit Orders with a limit price that is better-priced than the Auction Price and were not executed in the applicable Auction will be cancelled.

(2) If a security opens or reopens on a quote that is above (below) the upper (lower) Auction Collar, Market Orders (including sell short Market Orders during a Short Sale Period) and Limit Orders with a limit price that is better-priced than the upper (lower) Auction Collar will be cancelled before such quote is published.

Commentary:

.01 Until May 15, 2020, to facilitate the fair and orderly reopening of securities following either a Level 1 or Level 2 trading halt due to extraordinary market volatility under Rule 7.12 ("MWCB Halt"), the CEO of the Exchange or his or her designee may determine that the Exchange will facilitate a Trading Halt Auction in one or more securities under this Rule if a security has not reopened by 3:30 p.m. Eastern Time. If the Exchange facilitates a Trading Halt Auction following a MWCB Halt pursuant to this Commentary, the Auction Collars will be the greater of $0.15 or 10% away from the Auction Reference Price.

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