EXHIBIT 5

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

Rules of New York Stock Exchange LLC

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Pillar Platform Rules (Rules 1P - 13P)

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Rule 7P EQUITIES TRADING

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Section 3. Exchange Trading

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Rule 7.35 Series. Auctions

(a) *Definitions.* The following are definitions for purposes of Rule 7P:

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(4) "Auction Imbalance Information" means the information that is disseminated by the Exchange for an Auction. DMM Auction Liquidity is never included in Auction Imbalance Information.

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(D) "Closing Interest Only Clearing Price" means the price at which all better-priced MOC and LOC Orders on the Side of the Total Imbalance can trade with both better-priced and at-priced contra-side MOC, LOC, and Closing IO Orders. If there is no Total Imbalance or no MOC or LOC Orders, the Closing Interest Only Clearing Price will be the Imbalance Reference Price.

(5) <u>"Auction NBBO" means an NBBO that is used for purposes of pricing an auction. An NBBO is an Auction NBBO when (i) there is an NBB above zero and NBO for the security and (ii) the NBBO is not crossed. In addition, for the Core Open Auction, an NBBO is an Auction NBBO when the midpoint of the NBBO when multiplied by a designated percentage, is greater than or equal to the spread of that NBBO. The designated percentage will be determined by the Exchange from time to time upon prior notice to member organizations.</u>

<u>(6)</u> "Auction Price" means the price at which an Auction is conducted.

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[(6)](7) "Auction Processing Period" means the period during which the applicable Auction is being processed. For DMM-Facilitated Auctions, the Auction Processing Period includes the time when the DMM begins the process for conducting the Auction (the "Pre-Auction Freeze").

[(7)](8) "Closing Auction Imbalance Freeze Time" means 10 minutes before the scheduled end of Core Trading Hours.

[(8)](9) "DMM Interest" means all buy and sell interest entered by a DMM unit in its assigned securities and includes:

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[(9)](10) "Floor Broker Interest" means orders represented orally by a Floor broker at the point of sale.

[(10)](11) "Imbalance Reference Price" means the reference price that is used for the applicable Auction to determine the Auction Imbalance Information.

[(11)](12) "Last Sale Price" means one of the following:

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[(12)](13) "Legitimate Error" means an error in any term of an order, such as price, number of shares, side of the transaction (buy or sell), or identification of the security.

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Rule 7.35C. Exchange-Facilitated Auctions

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(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)]The midpoint of the Auction NBBO or, if the Auction NBBO is locked, the locked price. If there is no Auction NBBO, the

	Official Closing Price from the prior trading day.
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)

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Commentary:

.04 For a temporary period that begins on June 15, 2020 and ends on the earlier of when the Exchange implements its technology change to use the midpoint of the Auction NBBO as the Auction Reference Price for the Core Open Auction[of a full reopening of the Trading Floor facilities to DMMs] or after the Exchange closes on April 30, 2021, the Auction Collar for the Core Open Auction will be based on a price that is the greater of $1.00 or 10% away from the Auction Reference Price for the Core Open Auction.

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