

**EXHIBIT 5**

**Text of the Proposed Rule Change:<sup>1</sup>**

**Rules of NYSE Arca Equities, Inc.**

**Rule 0. Regulation of the Exchange and Exchange Trading Permit Holders;**

The Exchange and the Financial Industry Regulatory Authority, Inc. (“FINRA”) are parties to a Regulatory Services Agreement (“RSA”) pursuant to which FINRA has agreed to perform certain regulatory functions of the Exchange on behalf of the Exchange. Exchange Rules that refer to NYSE Regulation, Inc., NYSE Regulation staff or departments, Exchange staff, and Exchange departments should be understood as also referring to FINRA staff and FINRA departments acting on behalf of the Exchange pursuant to the RSA, as applicable. Notwithstanding the fact that the Exchange has entered into an RSA with FINRA to perform certain of the Exchange’s functions, the Exchange shall retain ultimate legal responsibility for, and control of, such functions.

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<sup>1</sup> New text is underlined, Deleted text is in brackets.