

Exhibit 5

Additions underlined.
 Deletions [bracketed].

Effective Date: [June] July 1, 2012

NYSE Arca OPTIONS: TRADE-RELATED CHARGES

TRANSACTION FEE - PER CONTRACT

Order Type	Standard Executions ⁵	Electronic Executions in Penny Pilot Issues ⁶	
		Post Liquidity	Take Liquidity
LMM	\$0.09	-\$0.32	\$0.45
NYSE Arca Market Maker	\$0.16	-\$0.32	\$0.45
Firm and Broker Dealer Electronic	\$0.50	-\$0.10	\$0.45
Firm and Broker Dealer Manual	\$0.25	N/A	N/A
Customer Electronic	\$0.00	-\$0.25	\$0.45
Customer Manual	\$0.00	N/A	N/A
Firm Facilitation <u>and Broker Dealer facilitating a Customer</u> – Manual ⁷	\$0.00	N/A	N/A

QUALIFIED CONTINGENT CROSS TRANSACTION FEES

All Participants in All Issues – Per Contract Side	\$0.10
Floor Broker Rebate for Executed Orders – Per Contract Side	\$0.05

CUSTOMER MONTHLY POSTING CREDIT TIERS AND QUALIFICATIONS FOR EXECUTIONS IN PENNY PILOT ISSUES

	* Includes transaction volume from the OTP Holder's or OTP Firm's affiliates.	
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MARKET MAKER MONTHLY POSTING CREDIT TIERS AND QUALIFICATIONS FOR EXECUTIONS IN PENNY PILOT ISSUES AND SPY⁸

<u>Tier</u>	<u>Qualification Basis (Average Electronic Executions Per Day)</u>	<u>Credit Applied to Posted Electronic Market Maker Executions in Penny Pilot Issues (except</u>	<u>Credit Applied to Posted Electronic Market Maker Executions in SPY</u>

		<u>SPY</u>	
<u>Base</u>		<u>(\$0.32)</u>	<u>(\$0.34)</u>
<u>Tier 1</u>	<u>30,000 Contracts from Market Maker Posted Orders in Penny Pilot Issues</u>	<u>(\$0.34)</u>	<u>(\$0.36)</u>
<u>Tier 2</u>	<u>80,000 Contracts from Market Maker Posted Orders in Penny Pilot Issues</u>	<u>(\$0.38)</u>	<u>(\$0.40)</u>
<u>Tier 3</u>	<u>150,000 Contracts from Market Maker Posted Orders in Penny Pilot Issues</u>	<u>(\$0.40)</u>	<u>(\$0.42)</u>

LIMIT OF FEES ON FIRM AND BROKER DEALER OPEN OUTCRY EXECUTIONS

\$75,000 cap per month on Firm Proprietary Fees and Broker Dealer Fees for transactions cleared in the customer range for Manual (Open Outcry) Executions, exclusive of Strategy Executions, Royalty Fees and firm trades executed via a Joint Back Office agreement.⁹

1.-6. No change.

7. Firm Facilitation and Broker Dealer facilitating a Customer – Manual applies to any transaction involving a Firm proprietary trading account that has a customer of that same Firm on the contra side of the transaction, or a broker dealer facilitating a Customer order, where the broker dealer and the Customer both clear through the same clearing firm and the broker dealer clears in the customer range.

8. No Change

9. Applies to OTP Holder proprietary orders (“F” origin code) and broker dealer orders clearing in the customer range in all products, except for orders of joint back-office (“JBO”) participants, and does not include Strategy Executions or Royalty Fees. A JBO participant is a Member, Member Organization or non-member organization that maintains a JBO arrangement with a clearing broker-dealer (“JBO Broker”) subject to the requirements of Regulation T Section 220.7 of the Federal Reserve System. See also NYSE Arca Rule 4.16(c). For purpose of the Monthly Firm Cap, JBO participant orders are excluded because the Exchange is unable to differentiate orders of a JBO participant from orders of its JBO Broker and therefore is unable to aggregate the JBO participant's orders.

10.-12. No change.