

EXHIBIT 5

Additions underscored

Deletions [bracketed]

NYSE Arca Options Fees and Charges

Effective Date: March 18, 2013

NYSE Arca GENERAL OPTIONS and TRADING PERMIT (OTP) FEES

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REGULATORY FEES

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Options Regulatory Fee* \$0.005 per contract

* The Options Regulatory Fee will be assessed on each OTP Holder or OTP Firm for all options transactions, including mini-options, executed or cleared by the OTP Holder or OTP Firm that are cleared by The Options Clearing Corporation ("OCC") in the customer range regardless of the exchange on which the transaction occurs. The fee is collected indirectly from OTP Holders and OTP Firms through their clearing firms by OCC on behalf of NYSE Arca. Effective December 1, 2012, an OTP Holder or OTP Firm shall not be assessed the fee until it has satisfied applicable technological requirements necessary to commence operations on NYSE Arca.

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NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR STANDARD OPTIONS

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ROUTING FEES

\$0.11 per contract on orders in non-Penny Pilot issues routed and executed on another market, plus any transaction fees charged by the away market (applies to both Mini and standard option contracts).

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NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR MINI OPTIONS

<u>MINI OPTIONS TRANSACTION FEES - PER CONTRACT</u>		
	<u>Manual Executions</u> ⁵	
<u>Order Type</u>		

<u>NYSE Arca Market Maker</u>	<u>\$0.02</u>	
<u>Firm and Broker Dealer</u>	<u>\$0.09</u>	
<u>Customer</u>	<u>\$0.00</u>	

<u>Order Type</u>	<u>Mini Options Electronic Executions in Penny Pilot Issues⁶</u>		<u>Mini Options Electronic Executions in Non- Penny Pilot Issues⁶</u>	
	<u>Post Liquidity</u>	<u>Take Liquidity</u>	<u>Post Liquidity</u>	<u>Take Liquidity</u>
<u>NYSE Arca Market Maker</u>	<u>(\$0.04)</u>	<u>\$0.07</u>	<u>(\$0.06)</u>	<u>\$0.10</u>
<u>Firm and Broker Dealer</u>	<u>(\$0.01)</u>	<u>\$0.09</u>	<u>\$0.00</u>	<u>\$0.12</u>
<u>Customer</u>	<u>(\$0.03)</u>	<u>\$0.06</u>	<u>(\$0.04)</u>	<u>\$0.08</u>

<u>MINI OPTIONS ELECTRONIC COMPLEX ORDERS - TRANSACTION FEE - PER CONTRACT</u>			
	<u>Order Type</u>		<u>Fees</u>
<u>Complex Order to Complex Order</u>	<u>Customer</u>	<u>Penny Pilot Issues</u>	<u>(\$0.03)</u>
		<u>Non-Penny Pilot Issues</u>	<u>(\$0.04)</u>
	<u>Non Customer</u>	<u>Penny Pilot Issues</u>	<u>\$0.08</u>
		<u>Non-Penny Pilot Issues</u>	<u>\$0.10</u>
<u>Complex Order against Consolidated Book</u>	<u>Customer</u>	<u>Penny Pilot Issues</u>	<u>\$0.06</u>
		<u>Non-Penny Pilot Issues</u>	<u>\$0.08</u>
	<u>NYSE Arca Market Maker</u>	<u>Penny Pilot Issues</u>	<u>\$0.07</u>
		<u>Non-Penny Pilot Issues</u>	<u>\$0.10</u>
	<u>Firm and Broker Dealer</u>	<u>Penny Pilot Issues</u>	<u>\$0.09</u>
		<u>Non-Penny Pilot Issues</u>	<u>\$0.12</u>

Complex Orders executed against individual orders in the Consolidated Book will be subject to "Take Liquidity" rate per contract for that issue.

<u>Mini Options QCC Fees</u>	<u>\$0.05</u>	<u>per side</u>
<u>Floor Broker Rebate</u>	<u>\$0.01</u>	<u>per side</u>

ROUTING FEES

\$0.11 per contract on orders in non-Penny Pilot issues routed and executed on another market, plus any transaction fees charged by the away market (applies to both Mini and standard option contracts).

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 in standard option contracts 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 Mini option contracts are excluded from the Limit of Fees on Strategy Executions.

LIMIT OF FEES ON OPTIONS STRATEGY EXECUTIONS \$750 cap on transaction fees for Strategy Executions involving (a) reversals and conversions, (b) box spreads, (c) short stock interest spreads, (d) merger spreads, and (e) jelly rolls.¹⁰ The cap applies to each Strategy Execution executed in standard option contracts on the same trading day in the same option class. Mini option contracts are excluded from the Limit of Fees on Strategy Executions. Transaction fees for Strategy Executions are further capped at \$25,000 per month per initiating firm. All Royalty fees associated with Strategy Executions on Index and Exchange Traded Funds will be passed through to trading participants on the Strategy Executions on a pro-rata basis. These Royalty fees will not be included in the calculation of the \$750 per trade cap or the \$25,000 per month strategy fee cap. Manual Broker Dealer and Firm Proprietary Strategy trades that do not reach the \$750 cap will be billed at \$0.25 per contract. FLEX Option trades are not eligible for strategy treatment.

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2. This fee is in addition to the Market Maker Fee and will be billed on a per issue basis to the OTP Firm acting as LMM in the issue. This fee will not apply to Interim LMMs acting in accordance with Rule 6.82(b)(4). This fee will not apply to issues that have been designated as "closing only" and are subject to delisting by the Exchange. In calculating the Rights Fee, each Mini contract traded will count the same as one standard contract that has traded.

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8. The calculations for qualifications for monthly posting credits only include electronic executions, excluding Mini options contracts. Customer equity and ETF option ADV does not include Electronic Complex Order Executions or Mini options contracts executions. QCC orders are neither posted nor taken; thus QCC transactions are not included in the calculation of posted or taken execution volumes. Orders routed to another market for execution are not included in the calculation of taking volume. Total Industry Customer equity and ETF option average daily volume includes OCC calculated Customer volume of all types, including Complex Order Transactions, QCC transactions, and mini options transactions, in equity and ETF options. An affiliate of an OTP Holder or OTP Firm is as defined in NYSE Arca Rule 1.1(a).
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. Mini option contracts are subject to separate pricing and are not eligible for inclusion in the \$75,000 per month fee cap described above.

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12. The Ratio Threshold Fee is calculated on a monthly basis, for both Mini and standard option contracts. This fee shall not apply to orders that improve the Exchange's prevailing best bid-offer (BBO) market at the time the orders are received.