

EXHIBIT 5Additions underscored

Deletions [bracketed]

NYSE Arca Options Fees and Charges**Effective Date: November [1]3, 2016**

NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR STANDARD OPTIONS¹⁴

Unless Professional Customer executions are specifically delineated, such executions will be treated as Customer executions for fee purposes.

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

OTP Holders and OTP Firms meeting the qualifications below will receive the corresponding posting credit on all Customer and Professional Customer posted electronic executions in Penny Pilot issues.⁸

Tier	Qualification Basis (Average Electronic Executions Per Day)		Credit Applied to Posted Electronic Customer and Professional Customer Executions in Penny Pilot Issues
Base			(\$0.25)
Tier 1	At least 0.10% of Total Industry Customer equity and ETF option average daily volume ("ADV") from Customer and Professional Customer Posted Orders in all Issues		(\$0.27)

Tier	Qualification Basis (Average Electronic Executions Per Day)		Credit Applied to Posted Electronic Customer and Professional Customer Executions in Penny Pilot Issues
Tier 2	At least 0.25% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues, or	At least 0.70% of Total Industry Customer equity and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types	(\$0.43)
Tier 3	At least 0.40% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues		(\$0.45)
Tier 4	At least 0.60% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues Plus executed ADV of Retail Orders of 0.1% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market		(\$0.46)
Tier 5	At least 0.75% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues	At least 0.85% of Total Industry Customer equity and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types	(\$0.47)

Tier	Qualification Basis (Average Electronic Executions Per Day)		Credit Applied to Posted Electronic Customer and Professional Customer Executions in Penny Pilot Issues
Tier 6	At least [0.50%] <u>0.35%</u> of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues Plus Executed ADV of [0.70%] <u>0.80%</u> of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market		(\$0.48)
Tier 7	At least 1.00% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues	At least 0.80% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues Plus executed ADV of Retail Orders of 0.10% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market	(\$0.50)
	<i>Includes transaction volume from the OTP Holder's or OTP Firm's affiliates or its Appointed OFP or Appointed MM.¹⁵</i>		

Customer and Professional Customer Incentive Program⁸	
At least 1.00% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues, of which at least 0.25% of Total Industry Customer equity and ETF option ADV is from Customer and Professional Customer Posted Orders in non-Penny Pilot Issues	Additional \$0.05 Credit on Customer and Professional Customer Posting Credits
An ADV from Market Maker Posted Orders equal to 0.70% of Total Industry Customer equity and ETF option ADV	Additional \$0.01 Credit on Customer and Professional Customer Posting Credits
An ADV from Market Maker Posted Orders equal to 1.40% of Total Industry Customer equity and ETF option ADV	Additional \$0.02 Credit on Customer and Professional Customer Posting Credits
Executed ADV of Retail Orders of 0.10% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market	Additional \$0.03 Credit on Customer and Professional Customer Posting Credits
Executed ADV of [0.70%] 0.80% of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market	Additional \$0.03 Credit on Customer and Professional Customer Posting Credits
At least 1.50% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues Plus Executed ADV of 0.10% of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market	Additional \$0.03 Credit on Customer and Professional Customer Posting Credits
<i>Includes transaction volume from the OTP Holder's or OTP Firm's affiliates or its Appointed OFP or Appointed MM.¹⁵</i>	
<i>OTP Holders and OTP Firms may earn one additional Credit from the alternatives listed above.</i>	
