

EXHIBIT 5

New text is underlined; deleted text is in brackets.

**NASDAQ OMX PHLX LLC
PRICING SCHEDULE**

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I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols

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Part B. Complex Order

	Customer	Directed Participant	Market Maker	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity	\$0.32	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Rebate for Removing Liquidity	\$0.06	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Fee for Adding Liquidity	\$0.00	\$0.10	\$0.10	\$0.20	\$0.20	\$0.20
Fee for Removing Liquidity	\$0.00	\$0.32	\$0.37	\$0.38	\$0.38	\$0.38

● Customer Complex Order Rebates for Adding and Removing Liquidity will be increased by \$0.01 per contract only in SPY.

● Market Makers that execute more than 25,000 contracts per day in a month of Complex Orders, either adding or removing liquidity, in Select Symbols are entitled to a \$0.01 per contract reduction of both the Directed Participant and Market Maker Complex Order Fees for Removing Liquidity, as applicable, on all of their transactions for the month. In calculating the 25,000 contracts per day in a month, the trading activity of Market Makers will be aggregated if there is at least 75% common ownership between the member organizations.

● Single contra-side orders that are executed against the individual components of Complex Orders will be assessed the fees in Part A. However, the individual components of such a Complex Order will be assessed the fees in Part B.

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