

EXHIBIT 5

New text is underlined; deleted text is in brackets.

NASDAQ OMX PHLX LLC¹ PRICING SCHEDULE

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A. Customer Rebate Program

The Customer Rebate Tiers described below will be calculated by totaling Customer volume in Multiply Listed Options (including Select Symbols) that are electronically-delivered and executed, except volume associated with electronic QCC Orders, as defined in Exchange Rule 1080(o). Rebates will be paid on Customer Rebate Tiers according to the below categories. Members and member organizations under Common Ownership may aggregate their Customer volume for purposes of calculating the Customer Rebate Tiers and receiving rebates.

Customer Rebate Tiers	Percentage Thresholds of National Customer Volume in Multiply-Listed <u>Equity and ETF</u> Options Classes (Monthly)	Category A	Category B	Category C	Category D
Tier 1	0.00% - 0.75%	\$0.00	\$0.00	\$0.00	\$0.00
Tier 2	Above 0.75% - 1.60%	\$0.11	\$0.12	\$0.13	\$0.08
Tier 3	Above 1.60% - 2.60%	\$0.13	\$0.13	\$0.14	\$0.08
Tier 4	Above 2.60%	\$0.15	\$0.15	\$0.15	\$0.09

Category A: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Penny Pilot Options and Customer Simple Orders in Non-Penny Pilot Options in Section II. Rebate will be paid on PIXL Orders in Section II symbols that execute against non-Initiating Order interest.

Category B: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Penny Pilot Options and Non-Penny Pilot Options in Section II.

Category C: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Select Symbols in Section I.

Category D: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Select Symbols in Section I. The rebate will be paid on PIXL Orders in Section I symbols that execute against non-Initiating Order interest.

[A member organization qualifying for a Tier 2, 3 or 4 rebate, described above, is entitled to receive a credit of \$0.10 per contract toward the Routing Fee specified in Section V of the Pricing Schedule if a Customer order is routed to NASDAQ Options Market (NOM) and a \$0.05 per contract credit if a Customer order is routed to BX Options. A member organization qualifying for a Tier 2, 3 or 4 rebate, described above, is entitled to receive a credit of \$0.16 per contract toward the Routing Fee specified in Section V of the Pricing Schedule if the Customer order is routed to an away market other than BX Options or NOM unless the away market transaction fee is \$0.00 or the away market pays a rebate, in which case the member organization is entitled to receive a credit of \$0.11 per contract toward the Routing Fee specified in Section V of the Pricing Schedule.]

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V. Routing Fees

<u>Non-Customer</u>	<ul style="list-style-type: none"> • <u>\$0.95 per contract to any options exchange.</u>
<u>Customer</u>	<ul style="list-style-type: none"> • <u>Routing Fees to NOM: \$0.05 per contract fee (“Fixed Fee”) in addition to the actual transaction fee assessed.</u> • <u>Routing Fees to BX Options: \$0.00.</u> • <u>Routing Fees to all other options exchanges: \$0.11 per contract fee (“Fixed Fee”) in addition to the actual transaction fee assessed. If the away market pays a rebate, the Routing Fee will be \$0.00.</u> • <u>A member organization qualifying for a Tier 2, 3 or 4 rebate in the Customer Rebate Program in Section A of the Pricing Schedule is entitled to receive a credit equal to the applicable Fixed Fee plus \$0.05 per contract, unless the away market transaction fee is \$0.00 or the away market pays a rebate, in which case the member organization is entitled to receive a credit equal to the applicable Fixed Fee.</u>

[• Routing Fees to BX Options and NOM: \$0.05 per contract fee in addition to the actual transaction fee assessed or rebate paid by these exchanges.]

[• Routing Fees to all other options exchanges: \$0.11 per contract fee in addition to the actual transaction fee assessed or rebate paid by the away market.*]

[* Non-Customer simple, non-complex orders in equity options (single stock) that are routed to C2 will be assessed: \$0.11 per contract plus \$0.85 per contract. Customer simple, non-complex orders in equity options (single stock) that are routed to C2 will be assessed \$0.00.]

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