

**Exhibit 5**

Additions are underlined; deletions are [bracketed].

**EDGX Exchange, Inc. Fee Schedule – Effective February 2, 2015**

\* \* \* \* \*

**Fee Codes and Associated Fees:**

<b>[Fee Code]</b>	<b>Description</b>	<b>Fee/(Rebate) Securities at or above \$1.00</b>	<b>Fee/(Rebate) Securities below \$1.00</b>
A	Routed to NASDAQ, adds liquidity	(0.0015)	FREE
B <sup>1,2</sup>	Adds liquidity to EDGX (Tape B)	(0.0020)	(0.00003)
C	Routed to BX	(0.0011)	0.10% of Dollar Value
D	Routed to NYSE	0.0027	0.30% of Dollar Value
F	Routed to NYSE, adds liquidity	(0.0015)	FREE
G	Routed to NYSE Arca (Tapes A or C)	0.0030	0.30% of Dollar Value
I	Routed to EDGA	0.0029	0.30% of Dollar Value
J	Routed to NASDAQ	0.0030	0.30% of Dollar Value
K	Routed to PSX using ROUC or ROUE routing strategy	0.0026	0.30% of Dollar Value
L	Routed to NASDAQ using INET routing strategy (Tapes A or C)	0.0030	0.30% of Dollar Value
M	Routed to LavaFlow, adds liquidity	(0.0024)	FREE
N <sup>1</sup>	Removes liquidity from EDGX (Tape C)	0.0030	0.30% of Dollar Value
O <sup>5</sup>	Routed to listing market opening or re-opening cross	0.0010	0.30% of Dollar Value
Q	Routed to a non-exchange destination using ROUC routing strategy	0.0020	0.30% of Dollar Value
R	Re-routed by NYSE	0.0030	0.30% of Dollar Value
S	Directed ISO	0.0032	0.30% of Dollar Value

T	Routed to a non-exchange destination using ROUD or ROUE routing strategy	0.0012	0.30% of Dollar Value
U	Routed to LavaFlow	0.0028	0.30% of Dollar Value
V <sup>1</sup>	Adds liquidity to EDGX (Tape A)	(0.0020)	(0.00003)
W <sup>1</sup>	Removes liquidity from EDGX (Tape A)	0.0030	0.30% of Dollar Value
X	Routed	0.0029	0.30% of Dollar Value
Y <sup>1</sup>	Adds liquidity to EDGX (Tape C)	(0.0020)	(0.00003)
Z	Routed to a non-exchange destination using ROUZ routing strategy	0.0010	0.30% of Dollar Value
2	Routed to NASDAQ using INET routing strategy (Tape B)	0.0030	0.30% of Dollar Value
3 <sup>1</sup>	Adds liquidity to EDGX, pre and post market (Tapes A or C)	(0.0020)	(0.00003)
4 <sup>1,2</sup>	Adds liquidity to EDGX, pre and post market (Tape B)	(0.0020)	(0.00003)
5 <sup>7</sup>	Internalization, pre and post market, per side	0.0005	0.15% of Dollar Value
6 <sup>1</sup>	Removes liquidity from EDGX, pre and post market (All Tapes)	0.0030	0.30% of Dollar Value
7 <sup>1</sup>	Routed, pre and post market	0.0030	0.30% of Dollar Value
8	Routed to NYSE MKT LLC, adds liquidity	(0.0015)	FREE
9	Routed to NYSE Arca, adds liquidity (Tapes A or C)	(0.0021)	FREE
10	Routed to NYSE Arca, adds liquidity (Tape B)	(0.0022)	FREE
AA	MidPoint Match Cross (same MPID)	0.0012	0.15% of Dollar Value
BB <sup>1</sup>	Removes liquidity from EDGX (Tape B)	0.0030	0.30% of Dollar Value
BY	Routed to BATS BYX Exchange using DIRC, ROUC or ROUE routing strategy	(0.0016)	0.10% of Dollar Value
CL <sup>9</sup>	Routed to listing market closing process, except for NYSE Arca & BATS BZX	0.0010	0.30% of Dollar Value
EA <sup>7</sup>	Internalization, adds liquidity	0.0005	0.15% of Dollar Value
ER <sup>7</sup>	Internalization, removes liquidity	0.0005	0.15% of Dollar Value
HA	Non-displayed order, add liquidity	(0.0015)	(0.00003)

MM <sup>11</sup>	Adds liquidity at midpoint of NBBO using a MidPoint Match order, an order with a Hide Not Slide Instruction, or an order with a Non-Displayed instruction	0.0012	(0.00003)
MT	Removes liquidity at the midpoint of the NBBO using a MidPoint Match order, an order with a Hide Not Slide Instruction, or an order with a Non-Displayed and Post Only instruction	0.0012	0.30% of Dollar Value
OO	EDGX Opening or Re-Opening	0.0010	FREE
PR	Removes liquidity from EDGX using ROUQ routing strategy	0.0029	0.30% of Dollar Value
RA	Routed to EDGA, adds liquidity	0.0005	FREE
RB	Routed to BX, adds liquidity	0.0020	FREE
RP	Non-displayed order, adds liquidity using Supplemental Peg	(0.0015)	(0.00003)
RQ	Routed using ROUQ routing strategy	0.0029	0.30% of Dollar Value
RR	Routed to EDGA using DIRC routing strategy	(0.0002)	0.30% of Dollar Value
RT <sup>1</sup>	Routed using ROUT routing strategy	0.0030	0.30% of Dollar Value
RX	Routed using ROUX routing strategy	0.0030	0.30% of Dollar Value
RY	Routed to BATS BYX, adds liquidity	0.0018	FREE
RZ	Routed to BATS BZX, adds liquidity	(0.0020)	FREE
SW <sup>8</sup>	Routed using SWPA/SWPB routing strategy (except for removal of liquidity from NYSE)	0.0031	0.30% of Dollar Value
ZA <sup>4</sup>	Retail Order, adds liquidity	(0.0032)	(0.00003)
ZR <sup>4</sup>	Retail Order, removes liquidity	0.0030	0.30% of Dollar Value]

<u>Fee Code</u>	<u>Description</u>	<u>Fee/(Rebate) Securities at or above \$1.00</u>	<u>Fee/(Rebate) Securities below \$1.00</u>
10	Routed to NYSE Arca, adds liquidity (Tape B)	(0.00220)	Free
2	Routed to NASDAQ using INET routing strategy (Tape B)	0.00300	0.30% of Dollar Value
3 <sup>1</sup>	Adds liquidity to EDGX, pre and post market (Tapes A or C)	(0.00200)	(0.00003)
4 <sup>1,2</sup>	Adds liquidity to EDGX, pre and post market (Tape B)	(0.00200)	(0.00003)

<u>5<sup>7</sup></u>	<u>Internalization, pre and post market, per side</u>	<u>0.00050</u>	<u>0.15% of Dollar Value</u>
<u>6<sup>1</sup></u>	<u>Removes liquidity from EDGX, pre and post market (All Tapes)</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>7<sup>1</sup></u>	<u>Routed, pre and post market</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>8</u>	<u>Routed to NYSE MKT LLC, adds liquidity</u>	<u>(0.00150)</u>	<u>Free</u>
<u>9</u>	<u>Routed to NYSE Arca, adds liquidity (Tapes A or C)</u>	<u>(0.00210)</u>	<u>Free</u>
<u>A</u>	<u>Routed to NASDAQ, adds liquidity</u>	<u>(0.00150)</u>	<u>Free</u>
<u>AA</u>	<u>Midpoint Match Cross (same MPID)</u>	<u>0.00120</u>	<u>0.15% of Dollar Value</u>
<u>B<sup>1,2</sup></u>	<u>Adds liquidity to EDGX (Tape B)</u>	<u>(0.00200)</u>	<u>(0.00003)</u>
<u>BB<sup>1</sup></u>	<u>Removes liquidity from EDGX (Tape B)</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>BY</u>	<u>Routed to BATS BYX Exchange using Destination Specific ("DIRC"), ROUC or ROUE routing strategy</u>	<u>(0.00160)</u>	<u>0.10% of Dollar Value</u>
<u>C</u>	<u>Routed to BX</u>	<u>(0.00110)</u>	<u>0.10% of Dollar Value</u>
<u>CL<sup>9</sup></u>	<u>Routed to listing market closing process, except for NYSE Arca &amp; BATS BZX</u>	<u>0.00100</u>	<u>0.30% of Dollar Value</u>
<u>D</u>	<u>Routed to NYSE or routed using the RDOT routing strategy</u>	<u>0.00270</u>	<u>0.30% of Dollar Value</u>
<u>EA<sup>7</sup></u>	<u>Internalization, adds liquidity</u>	<u>0.00050</u>	<u>0.15% of Dollar Value</u>
<u>ER<sup>7</sup></u>	<u>Internalization, removes liquidity</u>	<u>0.00050</u>	<u>0.15% of Dollar Value</u>
<u>F</u>	<u>Routed to NYSE, adds liquidity</u>	<u>(0.00150)</u>	<u>Free</u>
<u>G</u>	<u>Routed to NYSE Arca (Tapes A or C)</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>HA</u>	<u>Non-displayed order, adds liquidity</u>	<u>(0.00150)</u>	<u>(0.00003)</u>
<u>I</u>	<u>Routed to EDGA</u>	<u>0.00290</u>	<u>0.30% of Dollar Value</u>
<u>J</u>	<u>Routed to NASDAQ</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>K</u>	<u>Routed to PSX using ROUC or ROUE routing strategy</u>	<u>0.00260</u>	<u>0.30% of Dollar Value</u>
<u>L</u>	<u>Routed to NASDAQ using INET routing strategy (Tapes A or C)</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>MM<sup>11</sup></u>	<u>Adds liquidity at midpoint of NBBO using a MidPoint Match order, an order with a Hide Not Slide Instruction, or an order with a Non-Displayed instruction</u>	<u>0.00120</u>	<u>(0.00003)</u>
<u>MT</u>	<u>Removes liquidity at the midpoint of the NBBO</u>	<u>0.00120</u>	<u>0.30% of</u>

	<u>using a MidPoint Match order, an order with a Hide Not Slide Instruction, or an order with a Non-Displayed and Post Only instruction</u>		<u>Dollar Value</u>
<u>N</u> <sup>1</sup>	<u>Removes liquidity from EDGX (Tape C)</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>O</u> <sup>5</sup>	<u>Routed to listing market opening or re-opening cross</u>	<u>0.00100</u>	<u>0.30% of Dollar Value</u>
<u>OO</u>	<u>EDGX Opening or Re-Opening</u>	<u>0.00100</u>	<u>Free</u>
<u>PR</u>	<u>Removes liquidity from EDGX using ROUQ routing strategy</u>	<u>0.00290</u>	<u>0.30% of Dollar Value</u>
<u>Q</u>	<u>Routed to a non-exchange destination using ROUC routing strategy</u>	<u>0.00200</u>	<u>0.30% of Dollar Value</u>
<u>R</u>	<u>Re-routed by NYSE</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>RA</u>	<u>Routed to EDGA, adds liquidity</u>	<u>0.00050</u>	<u>Free</u>
<u>RB</u>	<u>Routed to BX, adds liquidity</u>	<u>0.00200</u>	<u>Free</u>
<u>RP</u>	<u>Non-displayed order, adds liquidity using Supplemental Peg</u>	<u>(0.00150)</u>	<u>(0.00003)</u>
<u>RQ</u>	<u>Routed using ROUQ routing strategy</u>	<u>0.00290</u>	<u>0.30% of Dollar Value</u>
<u>RR</u>	<u>Routed to EDGA using DIRC routing strategy</u>	<u>(0.00020)</u>	<u>0.30% of Dollar Value</u>
<u>RT</u> <sup>1</sup>	<u>Routed using ROUT routing strategy</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>RX</u>	<u>Routed using ROUX routing strategy</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>RY</u>	<u>Routed to BATS BYX, adds liquidity</u>	<u>0.00180</u>	<u>Free</u>
<u>RZ</u>	<u>Routed to BATS BZX, adds liquidity</u>	<u>(0.00200)</u>	<u>Free</u>
<u>S</u>	<u>Directed ISO</u>	<u>0.00320</u>	<u>0.30% of Dollar Value</u>
<u>SW</u> <sup>8</sup>	<u>Routed using SWPA/SWPB routing strategy (except for removal of liquidity from NYSE)</u>	<u>0.00310</u>	<u>0.30% of Dollar Value</u>
<u>T</u>	<u>Routed to a non-exchange destination using ROUD or ROUE routing strategy</u>	<u>0.00120</u>	<u>0.30% of Dollar Value</u>
<u>V</u> <sup>1</sup>	<u>Adds liquidity to EDGX (Tape A)</u>	<u>(0.00200)</u>	<u>(0.00003)</u>
<u>W</u> <sup>1</sup>	<u>Removes liquidity from EDGX (Tape A)</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>
<u>X</u>	<u>Routed</u>	<u>0.00290</u>	<u>0.30% of Dollar Value</u>
<u>Y</u> <sup>1</sup>	<u>Adds liquidity to EDGX (Tape C)</u>	<u>(0.00200)</u>	<u>(0.00003)</u>
<u>Z</u>	<u>Routed to a non-exchange destination using ROUZ routing strategy</u>	<u>0.00100</u>	<u>0.30% of Dollar Value</u>
<u>ZA</u> <sup>4</sup>	<u>Retail Order, adds liquidity</u>	<u>(0.00320)</u>	<u>(0.00003)</u>
<u>ZR</u> <sup>4</sup>	<u>Retail Order, removes liquidity</u>	<u>0.00300</u>	<u>0.30% of Dollar Value</u>

**Definitions:**

- ADV means average daily volume calculated as the number of shares added to, removed from, or routed by, the Exchange, or any combination or subset thereof, per day. ADV is calculated on a monthly basis.
  - The Exchange excludes from its calculation of ADV shares added, removed, or routed on any day that the Exchange's system experiences a disruption that lasts for more than 60 minutes during Regular Trading Hours ("Exchange System Disruption"), on any day with a scheduled early market close, and on the last Friday in June (the "Russell Reconstitution Day")[, and each trading day from January 12, 2015 up to and including January 16, 2015].
  - With prior notice to the Exchange, a Member may aggregate ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member's Form BD).
- TCV means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply.
  - The Exchange excludes from its calculation of TCV volume on any day that the Exchange experiences an Exchange System Disruption, on any day with a scheduled early market close, and the Russell Reconstitution Day[, and each trading day from January 12, 2015 up to and including January 16, 2015].

\* \* \* \* \*