

EXHIBIT 5

Proposed new language is underlined; proposed deletions are marked by [brackets].

Rules of EDGX Exchange, Inc.

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CHAPTER XI. TRADING RULES

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Rule 11.6. Definitions

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(a) – (g) (No change).

(h) Minimum Execution Quantity. An instruction a User may attach to an order with a Non-Displayed instruction or a Time-in-Force of Immediate-or-Cancel requiring the System to execute the order only to the extent that a minimum quantity can be satisfied. By default, an order with the Minimum Execution Quantity instruction will [by execution]execute upon entry against a single order or multiple aggregated orders simultaneously. A User may alternatively specify the order not execute against multiple aggregated orders simultaneously and that the minimum quantity condition be satisfied by each individual order resting on the EDGX Book. If there are such orders, but there are also orders that do not satisfy the minimum quantity condition, the order with the Minimum Execution Quantity instruction will execute against orders resting on the EDGX Book in accordance with Rule 11.9, Order Priority, until it reaches an order that does not satisfy the minimum quantity condition, and then the remainder of the order will be posted to the EDGX Book or cancelled in accordance with the terms of the order. If, upon entry, there are no orders that satisfy the minimum quantity condition resting on the EDGX Book, the order will either be posted to the EDGX Book or cancelled in accordance with the terms of the order. Where there is insufficient size to satisfy an incoming order's minimum quantity condition and that incoming order, if posted at its limit price, would cross an order(s) resting on the EDGX Book, the order with the minimum quantity condition will be re-priced to and ranked at the Locking Price. An order with a Minimum Execution Quantity instruction may be partially executed so long as the execution size of the individual order or aggregate size of multiple orders, as applicable, is equal to or exceeds the quantity provided in the instruction. Any shares remaining after a partial execution will continue to be executed at a size that is equal to or exceeds the quantity provided in the instruction. If posted to the EDGX Book, the order may only execute against individual incoming orders with a size that satisfies the minimum quantity condition. An order with the Minimum Execution Quantity instruction cedes execution priority when it would lock an order against which it would otherwise execute if it were not for the minimum execution size restriction. Where the number of shares remaining after a partial execution are less than the quantity provided in the instruction, the Minimum Execution Quantity

shall be equal to the number of shares remaining. An order that includes a Minimum Execution Quantity instruction is not eligible to be routed to another Trading Center in accordance with Rule 11.11.

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#### Rule 11.8. Order Types

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(a) (No change).

(b) **Limit Order.** An order to buy or sell a stated amount of a security at a specified price or better. A marketable Limit Order is a Limit Order to buy (sell) at or above (below) the lowest (highest) Protected Offer (Protected Bid) for the security.

(1) – (2) (No change).

(3) **Size.** A Limit Order may be an Odd Lot, Round Lot or Mixed Lot. A User may include a Minimum Execution Quantity instruction for a Limit Order with a Non-Displayed instruction or TIF of IOC.

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#### 11.10. Order Execution

(a) – (d) (No change).

(e) **Cancel/Replace Messages.** A User may cancel or replace an existing order entered by the User, subject to the following limitations.

(1) – (2) (No change).

(3) Other than changing a Limit Order to a Market Order, only the price, Stop Price, the sell long indicator, Short Sale instruction, Max Floor of an order with a Reserve Quantity, [and quantity terms]size of the order, and the minimum quantity of a Minimum Execution Quantity instruction may be changed by a Replace Message. If a User desires to change any other terms of an existing order the existing order must be cancelled and a new order must be entered.

(4) (No change).

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