EXHIBIT 5

Note:  Proposed new language is underlined.  Proposed deletions are enclosed in [brackets].

**Rules of Cboe C2 Exchange, Inc.**

\* \* \* \* \*

**Rule 5.25.      Message Traffic Mitigation**

\* \* \* \* \*

(c) Auction Response Processing. At the conclusion of an auction response or exposure period, the System will continue to process any messages in its inbound queue that were received by the System before the end of the auction response or exposure period, as identified by each message's timestamp, for up to an Exchange-determined period of time on a class-by-class basis, not to exceed 100 milliseconds which shall be announced with reasonable advance notice via Exchange Notice. An auction will execute once all messages, including auction responses, received before the end of the auction response or exposure period have been processed or the Exchange-determined time limit of up to 100 milliseconds has elapsed, whichever occurs first. This subpargraph applies to the Exchange's auction mechanism Complex Order Auction ("COA").

\* \* \* \* \*