

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

* * * * *

Rules of Cboe Exchange, Inc.

* * * * *

Rule 3.66. Order Execution and Management Systems

For so long as the Exchange provides or is affiliated with any entity that provides, or the Exchange or an affiliate has a contractual relationship with any entity that provides, an order execution and management system platform (“OEMS”), such OEMS will not be regulated as a facility of the Exchange (as defined in Section 3(a)(2) of the Exchange Act) and thus not subject to Section 6 of the Exchange Act if:

(a) use of the OEMS is voluntary (i.e., solely within the discretion of a TPH) and not required for a TPH to access to the Exchange (i.e., the OEMS is a nonexclusive means of access to the Exchange);

(b) if a TPH using the OEMS establishes a direct connection to the Exchange via an Exchange port, that connection is established in the same manner and in accordance with the same terms, conditions, and fees as any third-party OEMS as set forth in the Exchange’s Rules, technical specifications, and Fees Schedule;

(c) the OEMS (or the entity that owns the OEMS) is not a registered broker-dealer;

(d) for any orders ultimately routed through the OEMS to the Exchange:

(1) users and their brokers are solely responsible for routing decisions; and

(2) the Exchange processes those orders in the same manner as any other orders received by the Exchange (i.e., orders submitted through the OEMS to the Exchange receive no preferential treatment on the Exchange);

(e) any fees charged to a user of the OEMS are unrelated to that user’s Exchange activity or to Exchange fees set forth on the Exchange’s fees schedule;

(f) the OEMS uses any premises or service from the Exchange that is a facility, such as market data, pursuant to the same terms, conditions, and fees as any other user of Exchange premises and services as set forth in the Exchange’s Rules, technical specifications, and Fees Schedule;

(g) a third-party not required to register as a national securities exchange under Section 6 of the Act can offer a similar OEMS; and

(h) the Exchange has established and maintains procedures and internal controls reasonably designed to prevent the OEMS from receiving any competitive advantage or benefit as a result of its affiliation/relationship with the Exchange, including the provision of information to the entity or personnel operating the OEMS regarding updates to the System (such as technical specifications) until such information is available generally to similarly situated market participants.

* * * * *