

EXHIBIT 5E

Additions double underlined  
Deletions [bracketed]

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**DIRECT EDGE, INC.<sup>1</sup>**

Direct Edge, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”),

DOES HEREBY CERTIFY:

That the name of this corporation is Direct Edge, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on July 22, 2010 under the name Direct Edge, Inc.

That the Board of Directors (the “Board”) duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefore, which resolution setting forth the proposed amendment and restatement is as follows:

FIRST: The name of the Corporation is: Direct Edge, Inc.

SECOND: The address of the Corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, \$0.01 par value per share.

FIFTH: [The name and mailing address of the sole incorporator are as follows:

NAME

MAILING ADDRESS

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<sup>1</sup> The Exchange amended this exhibit on December 9, 2013 pursuant to Amendment No. 1 to the Form 19b-4. This exhibit reflects the changes made pursuant to Amendment No. 1.

Eric Hess

545 Washington Boulevard  
Jersey City, NJ 07310]

[SIXTH:] In furtherance of and not in limitation of powers conferred by statute, it is further provided:

[1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation (the “Board”): provided, that any action that specifically requires the approval of the Board of Managers and/or members of Direct Edge Holdings LLC (“DE Holdings”) pursuant to Section 7.7 of the Fourth Amended and Restated Limited Liability Company Operating Agreement of Direct Edge Holdings LLC (the “DE Holdings LLC Agreement”), dated as of April 13, 2009, by and among the members of DE Holdings, as such Agreement may be amended from time to time, shall require the approval of the stockholders of the Corporation.]

[2. Notwithstanding the foregoing Article Sixth, paragraph 1, nothing contained in Section 7.7 of the DE Holdings LLC Agreement shall be applicable where the application of such provision or provisions would interfere with the effectuation of any decisions by the Board relating to regulatory functions of each Exchange Subsidiary (including disciplinary matters) or the structure of the market that each Exchange Subsidiary regulates, or would interfere with the ability of each Exchange Subsidiary to carry out its responsibilities’ under the Securities Exchange Act of 1934 or to oversee the structure of the market that each Exchange Subsidiary regulates, in each case as determined by the Board, which functions or responsibilities shall include the ability of the Exchange Subsidiary as a self-regulatory organization to prevent fraudulent and manipulative acts and practices; promote just and equitable principles of trade; foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities; remove impediments to and perfect the mechanism of a free and open market and a national market system; and, in general, protect investors and the public interest. For purposes of this Certificate of Incorporation, “Exchange Subsidiary” shall mean any subsidiary of the Corporation that is registered with the Securities and Exchange Commission as a national securities exchange, as provided in Section 6 of the Securities Exchange Act of 1934 (the “Exchange Act”).]

[3]1. Election of directors need not be by written ballot.

[4]2. The Board is expressly authorized to adopt, amend, alter or repeal the Bylaws of the Corporation.

[5]3. The Bylaws may also be amended, altered or repealed, or new bylaws may be adopted, by action taken by the stockholders of the Corporation.

[6]4. Any member of the Board may be removed with or without cause by a majority vote of the stockholders.

[SEVENTH] SIXTH:

1. Except to the extent that the General Corporation Law of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that any indemnity under this Article [Seventh] SIXTH, other than as specifically set forth herein, shall be provided out of and to the extent of the Corporation's assets only and excluding any Regulatory Funds. For purposes of this Certificate of Incorporation, "Regulatory Funds" shall mean any fees, fines or penalties derived from the regulatory operations of [an] any subsidiary of the Corporation that is registered with the Securities and Exchange Commission as a national securities exchange, as provided in Section 6 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (each such subsidiary, an "Exchange Subsidiary"); provided that Regulatory Funds shall not include revenues derived from listing fees, market data revenues, transaction revenues or any other aspect of the commercial operations of such Exchange Subsidiary, even if a portion of such revenues are used to pay costs associated with the regulatory operations of such Exchange Subsidiary).

2. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

[EIGHTH] SEVENTH:

1. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

2. The approval contemplated by this Article [Eighth] SEVENTH shall not be required to the extent that; (a) such approval requirements would cause the Corporation not to be in compliance with U.S. federal securities laws and the rules and regulations thereunder; or (b) would adversely impact the regulatory authority of an Exchange Subsidiary.

3. For so long as the Corporation shall control, directly or indirectly, an Exchange Subsidiary, before any amendment to or repeal of any provision of this Certificate of Incorporation shall be effective, [such amendment] those changes shall be submitted to the board of directors of each Exchange Subsidiary and if [any such board] the same [shall determine that such amendment] must be filed with, or filed with and approved by, the Securities and Exchange Commission (the "SEC") before the [amendment] changes may be effective under Section 19 of the Exchange Act and the rules promulgated thereunder by the SEC [under the Exchange Act] or otherwise, then the proposed [amendment] changes to this Certificate of Incorporation of this Corporation shall not be effective until filed with, or filed with and approved by, the SEC, as the case may be.

4. The sole stockholder of the Corporation shall be [DE] Direct Edge Holdings LLC.

\* \* \*

*[[Signature Page Follows]]*

**[I, THE UNDERSIGNED**, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of July of 2010.

**SOLE INCORPORATOR:**

\_\_\_\_\_  
Eric Hess]

The undersigned caused this Restated Certificate of Incorporation to be executed this  
day of \_\_\_\_\_, 20\_\_\_\_\_.

**Direct Edge, Inc.**

By: \_\_\_\_\_  
Name: William O'Brien  
Title: Chief Executive Officer