Exhibit 5

Additions are <u>underlined</u>; deletions are [bracketed].

EDGA Exchange, Inc. Fee Schedule – Effective February 2, 2015

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Fees Codes and Associated Fees:

[Fee Code	Description	Fee/(Rebate) Securities at or above $1.00	Fee/(Rebate) Securities below $1.00
A	Routed to NASDAQ, adds liquidity	(0.0015)	FREE
B[4]	Adds liquidity to EDGA (Tape B)	0.0005	FREE
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 EDGX	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[1]	Removes liquidity from EDGA (Tape C)	(0.0002)	FREE
O[5]	Routed to listing market opening or re-opening cross	0.0010	0.30% of Dollar Value
P	Routed to EDGX, including pre and post market, adds liquidity	(0.0027)	FREE
Q	Routed to a non-exchange destination using ROUQ or 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[4]	Adds liquidity to EDGA (Tape A)	0.0005	FREE
W[1]	Removes liquidity from EDGA (Tape A)	(0.0002)	FREE
X	Routed	0.0029	0.30% of Dollar Value
Y[4]	Adds liquidity to EDGA (Tape C)	0.0005	FREE
Z	Routed to a non-exchange destination using ROCO or 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[4]	Adds liquidity to EDGA, pre and post market (Tapes A or C)	0.0005	FREE
4[4]	Adds liquidity to EDGA, pre and post market (Tape B)	0.0005	FREE
5	Internalization, pre and post market, per side	0.00015	FREE
6[1]	Removes liquidity from EDGA, pre and post market (All Tapes)	(0.0002)	FREE
7	Routed, pre and post market	0.0027	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
BB[1]	Removes liquidity from EDGA (Tape B)	(0.0002)	FREE
BY	Routed to BATS BYX Exchange using DIRC, ROUC, ROUE, ROBB or ROCO routing strategy	(0.0016)	0.10% of Dollar Value
CL[9]	Routed to listing market closing process, except for NYSE Arca & BATS BZX	0.0010	0.30% of Dollar Value
CR[1,12]	Removes liquidity from EDGA using eligible routing strategies	(0.0002)	FREE
DM	Non-displayed order, adds liquidity using MidPoint Discretionary order	0.0005	0.05% of Dollar Value
DT	Non-displayed order, removes liquidity using MidPoint Discretionary order	0.0005	0.05% of Dollar Value

EA	Internalization, adds liquidity	0.00015	FREE
ER	Internalization, removes liquidity	0.00015	FREE
HA[2]	Non-displayed order, adds liquidity	0.0010	0.10% of Dollar Value
HR[2]	Non-displayed order, removes liquidity	0.0010	0.10% of Dollar Value
MT	Routed to EDGX MidPoint Match using ICMT, IOCM, ROCO or ROUC routing strategy	0.0012	0.30% of Dollar Value
OO	EDGA Opening or Re-opening	FREE	FREE
PA	Adds liquidity to EDGA using RMPT routing strategy	0.0008	FREE
PR[1,6]	Removes liquidity from EDGA using eligible routing strategies	(0.0002)	FREE
PT[3]	Removes liquidity from EDGA using RMPT routing strategy	0.0010	FREE
PX[3]	Routed using RMPT routing strategy	0.0012	0.30% of Dollar Value
RB	Routed to BX, adds liquidity	0.0020	FREE
RP	Non-displayed order, adds liquidity using Supplemental Peg	0.0004	FREE
RR	Routed to EDGX using DIRC routing strategy	0.0029	0.30% of Dollar Value
RT[10]	Routed using ROUT or ROOC routing strategy	0.0025	0.30% of Dollar Value
RX[11]	Routed using ROUX routing strategy	0.0027	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[8]	Routed using SWPA/SWPB routing strategy (except for removal of liquidity from NYSE)	0.0031	0.30% of Dollar Value
XR[1, 7]	Removes liquidity from EDGA using eligible routing strategies	(0.0002)	FREE]

Fee Code	**Description**	**Fee/(Rebate) Securities at or above $1.00**	**Fee/(Rebate) Securities below $1.00**
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[4]	Adds liquidity to EDGA, pre and post market	0.00050	FREE

	(Tapes A or C)		
4[4]	Adds liquidity to EDGA, pre and post market (Tape B)	0.00050	FREE
5	Internalization, pre and post market, per side	0.00015	FREE
6[1]	Removes liquidity from EDGA, pre and post market (All Tapes)	(0.00020)	FREE
7	Routed, pre and post market	0.00270	0.30% of Dollar Value
8	Routed to NYSE MKT LLC, adds liquidity	(0.00150)	FREE
9	Routed to NYSE Arca, adds liquidity (Tapes A or C)	(0.00210)	FREE
A	Routed to NASDAQ, adds liquidity	(0.00150)	FREE
B[4]	Adds liquidity to EDGA (Tape B)	0.00050	FREE
BB[1]	Removes liquidity from EDGA (Tape B)	(0.00020)	FREE
BY	Routed to BATS BYX Exchange using Destination Specific ("DIRC"), ROUC, ROUE, ROBB or ROCO routing strategy	(0.00160)	0.10% of Dollar Value
C	Routed to BX	(0.00110)	0.10% of Dollar Value
CL[9]	Routed to listing market closing process, except for NYSE Arca & BATS BZX	0.00100	0.30% of Dollar Value
CR[1,12]	Removes liquidity from EDGA using eligible routing strategies	(0.00020)	FREE
D	Routed to NYSE or routed using the RDOT routing strategy	0.00270	0.30% of Dollar Value
DM	Non-displayed order, adds liquidity using MidPoint Discretionary order	0.00050	0.05% of Dollar Value
DT	Non-displayed order, removes liquidity using MidPoint Discretionary order	0.00050	0.05% of Dollar Value
EA	Internalization, adds liquidity	0.00015	FREE
ER	Internalization, removes liquidity	0.00015	FREE
F	Routed to NYSE, adds liquidity	(0.00150)	FREE
G	Routed to NYSE Arca (Tapes A or C)	0.00300	0.30% of Dollar Value
HA[2]	Non-displayed order, adds liquidity	0.00100	0.10% of Dollar Value
HR[2]	Non-displayed order, removes liquidity	0.00100	0.10% of Dollar Value
I	Routed to EDGX	0.00290	0.30% of Dollar Value
J	Routed to NASDAQ	0.00300	0.30% of Dollar Value
K	Routed to PSX using ROUC or ROUE routing strategy	0.00260	0.30% of Dollar Value

L	Routed to NASDAQ using INET routing strategy (Tapes A or C)	0.00300	0.30% of Dollar Value
MT	Routed to EDGX MidPoint Match using ICMT, IOCM, ROCO or ROUC routing strategy	0.00120	0.30% of Dollar Value
N[1]	Removes liquidity from EDGA (Tape C)	(0.00020)	FREE
O[5]	Routed to listing market opening or re-opening cross	0.00100	0.30% of Dollar Value
OO	EDGA Opening or Re-opening	Free	FREE
P	Routed to EDGX, including pre and post market, adds liquidity	(0.00270)	FREE
PA	Adds liquidity to EDGA using RMPT routing strategy	0.00080	FREE
PR[1,6]	Removes liquidity from EDGA using eligible routing strategies	(0.00020)	FREE
PT[3]	Removes liquidity from EDGA using RMPT routing strategy	0.00100	FREE
PX[3]	Routed using RMPT routing strategy	0.00120	0.30% of Dollar Value
Q	Routed to a non-exchange destination using ROUQ or ROUC routing strategy	0.00200	0.30% of Dollar Value
R	Re-routed by NYSE	0.00300	0.30% of Dollar Value
RB	Routed to BX, adds liquidity	0.00200	FREE
RP	Non-displayed order, adds liquidity using Supplemental Peg	0.00040	FREE
RR	Routed to EDGX using DIRC routing strategy	0.00290	0.30% of Dollar Value
RT[10]	Routed using ROUT or ROOC routing strategy	0.00250	0.30% of Dollar Value
RX[11]	Routed using ROUX routing strategy	0.00270	0.30% of Dollar Value
RY	Routed to BATS BYX, adds liquidity	0.00180	FREE
RZ	Routed to BATS BZX, adds liquidity	(0.00200)	FREE
S	Directed ISO	0.00320	0.30% of Dollar Value
SW[8]	Routed using SWPA/SWPB routing strategy (except for removal of liquidity from NYSE)	0.00310	0.30% of Dollar Value
T	Routed to a non-exchange destination using ROUD or ROUE routing strategy	0.00120	0.30% of Dollar Value
V[4]	Adds liquidity to EDGA (Tape A)	0.00050	FREE
W[1]	Removes liquidity from EDGA (Tape A)	(0.00020)	FREE
X	Routed	0.00290	0.30% of Dollar Value
XR[1,7]	Removes liquidity from EDGA using eligible	(0.00020)	FREE

	routing strategies		
Y[4]	Adds liquidity to EDGA (Tape C)	0.00050	FREE
Z	Routed to a non-exchange destination using ROCO or ROUZ routing strategy	0.00100	0.30% of Dollar Value

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.
  - o 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].

  - o 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.
  - o 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].

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Footnotes:

1 – 6 (No change).

[7] The eligible routing strategies for fee code XR are DIRC, ROUX, RDOX, INET, ROBB, SWPA, SWPB, [ROLF,]or IOCM.

8 – 13 (No change).

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