

**EXHIBIT 5**

Exhibit 5 shows the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

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**6000. QUOTATION AND TRANSACTION REPORTING FACILITIES**

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**6200. ALTERNATIVE DISPLAY FACILITY**

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**6282. Transactions Reported by Members to TRACS**

(a) through (h) No Change.

**(i) Reporting Requirements For Certain Transactions and Transfers of Securities**

(1) No Change.

(2) The following shall not be reported to TRACS for publication purposes, but shall be reported for regulatory transaction fee assessment purposes under Rule 7130(c):

(A) through (B) No Change.

(C) transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (1) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (2) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days

advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception.

(j) No Change.

## **6300. TRADE REPORTING FACILITIES**

### **6300A. FINRA/NASDAQ TRADE REPORTING FACILITY**

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#### **6380A. Transaction Reporting**

(a) through (d) No Change.

#### **(e) Reporting Requirements For Certain Transactions and Transfers of Securities**

(1) No Change.

(2) The following shall not be reported to the FINRA/Nasdaq Trade Reporting Facility for publication purposes, but shall be reported for regulatory transaction fee assessment purposes under Rule 7230A(g):

(A) through (B) No Change.

(C) transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (1) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (2) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days

advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception.

(f) through (h) No Change.

**6300B. FINRA/NYSE TRADE REPORTING FACILITY**

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**6380B. Transaction Reporting**

(a) through (d) No Change.

**(e) Reporting Requirements For Certain Transactions and Transfers of Securities**

(1) No Change.

(2) The following shall not be reported to the FINRA/NYSE Trade Reporting Facility for publication purposes, but shall be reported for regulatory transaction fee assessment purposes under Rule 7230B(f):

(A) through (B) No Change.

(C) transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (1) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (2) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the

basis for their determination that the transfer meets the terms of the exception.

(f) through (h) No Change.

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**6600. OTC REPORTING FACILITY**

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**6620. Reporting Transactions in OTC Equity Securities and Restricted Equity Securities**

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**6622. Transaction Reporting**

(a) through (d) No Change.

**(e) Reporting Requirements For Certain Transactions and Transfers of Securities**

(1) No Change.

(2) The following shall not be reported to the OTC Reporting Facility for publication purposes, but shall be reported for regulatory transaction fee assessment purposes under Rule 7330(g):

(A) through (B) No Change.

(C) Transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (1) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's

parent company] and (2) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception.

(f) through (h) No Change.

**••• Supplementary Material: -----**

**.01** No Change.

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**6700. TRADE REPORTING AND COMPLIANCE ENGINE (TRACE)**

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**6750. Dissemination of Transaction Information**

(a) No Change.

**(b) Transaction Information Not Disseminated**

FINRA will not disseminate information on a transaction in a TRACE-Eligible Security that is:

(1) No Change.

(2) a transfer of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (A) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (B) is not in furtherance of a trading or investment strategy. Such transfers shall be reported in the manner

prescribed by FINRA to denote that they are submitted for regulatory purposes and not for dissemination. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception. Members must report such transfers on the same day as the ultimate transfer of the positions on their books and records, unless later reporting is warranted under specific circumstances;

(3) through (4) No Change.

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**7000. CLEARING, TRANSACTION AND ORDER DATA REQUIREMENTS,  
AND FACILITY CHARGES**

**7100. ALTERNATIVE DISPLAY FACILITY/TRACS**

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**7130. Trade Report Input**

(a) through (b) No Change.

**(c) Reporting Certain Transactions for Purposes of Regulatory Transaction  
Fee Assessment**

The following types of transactions that are assessed a regulatory transaction fee in accordance with Section 3 of Schedule A to the FINRA By-Laws shall be reported in the manner prescribed by FINRA to denote that they are submitted for regulatory purposes and not for dissemination. Transactions must be submitted to TRACS by 6:30 p.m. Eastern Time (or the end of the TRACS reporting session that is in effect at that time). Transactions may be entered as clearing or non-clearing.

(1) through (2) No Change.

(3) Transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (A) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (B) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception. Members must report such transfers on the same day as the ultimate transfer of the positions on their books and records, unless later reporting is warranted under specific circumstances.

(d) No Change.

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## **7200. TRADE REPORTING FACILITIES**

### **7200A. FINRA/NASDAQ TRADE REPORTING FACILITY**

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#### **7230A. Trade Report Input**

(a) through (f) No Change.

#### **(g) Reporting Certain Transactions for Purposes of Regulatory Transaction**

##### **Fee Assessment**

The following types of transactions that are assessed a regulatory transaction fee in accordance with Section 3 of Schedule A to the FINRA By-Laws shall be reported in

the manner prescribed by FINRA to denote that they are submitted for regulatory purposes and not for dissemination. Transactions must be submitted to the System by 8:00 p.m. Eastern Time (or the end of the System reporting session that is in effect at that time). Transactions may be entered as clearing or non-clearing.

(1) through (2) No Change.

(3) Transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (A) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (B) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception. Members must report such transfers on the same day as the ultimate transfer of the positions on their books and records, unless later reporting is warranted under specific circumstances.

(h) through (i) No Change.

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**7200B. FINRA/NYSE TRADE REPORTING FACILITY**

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**7230B. Trade Report Input**

(a) through (e) No Change.



**(f) Reporting Certain Transactions for Purposes of Regulatory Transaction**

**Fee Assessment**

The following types of transactions that are assessed a regulatory transaction fee in accordance with Section 3 of Schedule A to the FINRA By-Laws shall be reported in the manner prescribed by FINRA to denote that they are submitted for regulatory purposes and not for dissemination. Transactions must be submitted to the System by 8:00 p.m. Eastern Time (or the end of the System reporting session that is in effect at that time). Transactions may be entered as clearing or non-clearing.

(1) through (2) No Change.

(3) Transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (A) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (B) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception. Members must report such transfers on the same day as the ultimate transfer of the positions on their books and records, unless later reporting is warranted under specific circumstances.

(g) through (h) No Change.

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**7300. OTC REPORTING FACILITY**

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**7330. Trade Report Input**

(a) through (f) No Change.

**(g) Reporting Certain Transactions for Purposes of Regulatory Transaction**

**Fee Assessment**

The following types of transactions that are assessed a regulatory transaction fee in accordance with Section 3 of Schedule A to the FINRA By-Laws shall be reported in the manner prescribed by FINRA to denote that they are submitted for regulatory purposes and not for dissemination. Transactions must be submitted to the System by 8:00 p.m. Eastern Time (or the end of the System reporting session that is in effect at that time). Transactions may be entered as clearing or non-clearing.

(1) through (2) No Change.

(3) Transfers of proprietary securities positions [between a member and another member or non-member broker-dealer] where the transfer (A) is effected in connection with a merger [of one broker-dealer with the other broker-dealer] or [a] direct or indirect acquisition [of one broker-dealer by the other broker-dealer or the other broker-dealer's parent company] and (B) is not in furtherance of a trading or investment strategy. Members must provide FINRA at least three business days advance written notice of their intent to use this exception, including the basis for their determination that the transfer meets the terms of the exception. Members must report such transfers on the same day as the ultimate transfer of the positions on their books and records, unless later reporting is

warranted under specific circumstances.

(h) through (i) No Change.

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