

EXHIBIT 5

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

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6000. QUOTATION, ORDER, AND TRANSACTION REPORTING FACILITIES

6100. QUOTING AND TRADING IN NMS STOCKS

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6121. Trading Halts Due to Extraordinary Market Volatility

Pursuant to the procedures set forth in Rule 6120(b), FINRA shall halt all trading otherwise than on an exchange in any NMS stock, as defined in Rule 600(b)(47) of SEC Regulation NMS, if other major securities markets initiate market-wide trading halts in response to their rules or extraordinary market conditions or if otherwise directed by the Securities and Exchange Commission. Members must halt quoting and trading otherwise than on an exchange in any NMS stock as of the time the market-wide trading halt is publicly disseminated.

••• Supplementary Material: -----

.01 Resumption of Trading in Securities Subject to the Regulation NMS Plan to Address Extraordinary Market Volatility

[(a)] The Regulation NMS Plan to Address Extraordinary Market Volatility (Plan) sets forth the circumstances under which the Primary Listing Exchange shall declare a Trading Pause for an NMS Stock. The Plan expressly provides that no trades in an NMS Stock shall occur during a Trading Pause. The Plan also sets forth the circumstances under which trading in an NMS Stock can resume after a Trading Pause.

(a) A member may not resume trading otherwise than on an exchange following a Trading Pause or Regulatory Halt in an NMS Stock that is subject to the Plan unless [if] trading has commenced on the Primary Listing Exchange [(or other national securities exchange pursuant to paragraph (b) below)] and either:

(1) No Change.

(2) if the Processor has not yet disseminated Price Bands, but a Reference Price is available, the member calculates and applies Price Bands based on the same Reference Price that the Processor would use for calculating such Price Bands until such member receives Price Bands from the Processor [if immediately following a Trading Pause or Regulatory Halt the member has not yet received the Price Bands from the Processor, the member has calculated an upper price band and lower price band consistent with the methodology provided for in Section V of the Plan and ensures that any transactions prior to the receipt of the Price Bands from the Processor are within the ranges provided for pursuant to the Plan], consistent with Section V[I](A)(1) of the Plan.

(b) [Where a Primary Listing Exchange does not reopen for trading at the end of a ten-minute Trading Pause and has issued notice that it cannot resume trading for a reason other than a significant imbalance,] Notwithstanding paragraph (a) above, a member may resume trading otherwise than on an exchange in such NMS Stock if the Primary Listing Exchange notifies the Processor that it is unable to reopen an NMS Stock due to a systems or technology issue, or if the Primary Listing Exchange reopens trading with a quotation that has a zero bid or zero offer, or both, and:

(1) the member has received the Price Bands from the Processor; and

(2) trading has commenced on at least one other national securities exchange.

(c) For purposes of this Supplementary Material .01, the following terms shall have the meanings as set forth in the Regulation NMS Plan to Address Extraordinary Market Volatility: “NMS Stock,” “Price Bands,” “Primary Listing Exchange,” “Processor,” “Regulatory Halt,” “Reference Price” and “Trading Pause.”

(d) No Change.

.02 No Change.

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