

**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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**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** No Change.

**.02 Market-wide Circuit Breakers in NMS Stocks**

(a) through (b) No Change.

(c) (1) No Change.

(2) If a Level 3 Market Decline occurs at any time during the trading day, FINRA shall halt trading otherwise than on an exchange in all NMS stocks [until the primary listing market opens the next] for the remainder of the trading day.

(d) No Change.

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