

**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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**6100. QUOTING AND TRADING IN NMS STOCKS**

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**6120. Trading Halts**

**(a) Authority to Initiate Halts In Trading Otherwise Than on an Exchange  
in NMS Stocks and Facility Closures**

FINRA, pursuant to the procedures set forth in paragraph (b):

(1) shall halt trading otherwise than on an exchange in any NMS stock, as defined in Rule 600(b)(~~47~~55) of SEC Regulation NMS, whenever a Primary Listing Market~~[any market that has the authority to call]~~ declares a [r]Regulatory [h]Halt in the security~~[ imposes a trading halt, or suspends the listing, to:]~~.

[(A) permit dissemination of material news;]

[(B) obtain information from the issuer relating to material news;]

[(C) obtain information relating to the issuer's ability to meet listing qualification requirements; or]

[(D) obtain any other information that is necessary to protect investors and the public interest.]

(2) shall halt trading otherwise than on an exchange in any NMS stock when:

(A) extraordinary market activity in the security is occurring[, such as the execution of a series of transactions for a significant dollar

value at prices substantially unrelated to the current market for the security, as measured by the national best bid and offer,] that has a severe and continuing negative impact, on a market-wide basis, on quoting, order, or trading activity or on the availability of market information necessary to maintain a fair and orderly market. For purposes of this paragraph, a severe and continuing negative impact on quoting, order, or trading activity includes (i) a series of quotes, orders, or transactions at prices substantially unrelated to the current market for the security or securities; (ii) duplicative or erroneous quoting, order, trade reporting, or other related message traffic between one or more Trading Centers or members; or (iii) the unavailability of quoting, order, transaction information, or regulatory messages for a sustained period; and

(B) [FINRA determines that such extraordinary market activity is likely to have a material effect on the market for the security; and]

[(C)](i) FINRA determines that such extraordinary market activity is caused by the [misuse]disruption or malfunction of an electronic quotation, communication, reporting, or execution system operated by, or linked to, FINRA or a FINRA member; or

(ii) After consultation with a national securities exchange trading the security, FINRA determines that such extraordinary market activity is caused by the [misuse]disruption or malfunction of an electronic quotation, communication, reporting, or execution

system operated by, or linked to, such [other] national securities exchange or a member of such exchange.

(3) shall, in its discretion, close the Alternative Display Facility (ADF) or any Trade Reporting Facility (TRF) to quotation and/or trade reporting activity, as applicable, whenever the ADF or such TRF is unable to accept quotes or trade reports from participants or transmit real-time quotation or trade reporting information to the applicable [Securities Information ]Processor or in the event of any other internal or external systems issue that causes a severe and continuing negative impact on the proper functioning of the facility. If the ADF or any TRF closes to quoting or trading pursuant to this subparagraph (3), members would not be prohibited from quoting or trading through other markets for which quoting or trading is not halted.

Members shall promptly notify FINRA whenever they have knowledge of any matter related to an NMS stock or the issuer thereof that has not been adequately disclosed to the public or where they have knowledge of a regulatory problem relating to such security.

**(b) Commencement and Termination of a Trading Halt or Facility Closure**

(1) Regulatory Halts. In the case of a Regulatory Halt, the start time of the trading halt shall be when the Primary Listing Market declares the Regulatory Halt, regardless of whether an issue with communications impacts the dissemination of the notice. Unless otherwise specified in Rule 6121, trading shall resume upon notice from the Primary Listing Market that the Regulatory

Halt has been terminated or at the SIP Halt Resume Time specified in such notice, as applicable.

(2) FINRA Halts and Closures. In the event FINRA determines that a basis exists under this Rule 6120 to initiate a trading halt or close the ADF or any TRF, the commencement of the trading halt or closure will be effective simultaneously with appropriate notice[.] from FINRA, and the halt or closure will terminate

[(2) Trading shall resume] upon appropriate notice from FINRA that [a] the trading halt or closure is no longer in effect.

**(c) Definitions**

For purposes of this Rule 6120, the following terms shall have the meanings as set forth in the NMS Plan of the applicable Securities Information Processor: “Primary Listing Market,” “Processor,” “Regulatory Halt,” “SIP Halt Resume Time” and “Trading Center.”

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