

**EXHIBIT 5**

Below is the text of the proposed rule change. Proposed new language is underlined.

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**6000. QUOTATION, ORDER, AND TRANSACTION REPORTING FACILITIES**

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**6500. SECURITIES LENDING AND TRANSPARENCY ENGINE (SLATE)**

**6510. Definitions**

For the purposes of this Rule 6500 Series, the following terms have the following meaning:

(a) “Affiliate” means an entity that controls, is controlled by or is under common control with a Covered Person. For the purposes of this definition, “control,” along with any derivative thereof, means legal, beneficial, or equitable ownership, directly or indirectly, of 25 percent or more of the capital stock (or other ownership interest, if not a corporation) of any entity ordinarily having voting rights. The term “common control” means the same natural person or entity controls two or more entities.

(b) “Confidential Data Element” means an item of information that a Covered Person must report under SEA Rule 10c-1a(e) and FINRA Rule 6530(a)(2)(O) through (X).

(c) “Custodian” means a Broker or Bank that is providing safekeeping or custody services as described in Exchange Act Section 3(a)(4)(B)(viii)(I)(aa) or (bb) in connection with the Covered Securities Loan.

(d) “Data Element” means an item of information that a Covered Person must report under SEA Rule 10c-1a(c) and FINRA Rule 6530(a)(2)(A) through (N) and (Y).

(e) “Initial Covered Securities Loan” means a new Covered Securities Loan not previously reported to SLATE.

(f) “Loan Modification” means a change to any Data Element with respect to a Covered Securities Loan (irrespective of whether such Covered Securities Loan was previously reported to SLATE).

(g) “Securities Lending and Transparency Engine” or “SLATE” means the automated system developed by FINRA that, among other things, accommodates reporting and dissemination of loan reports where applicable in Covered Securities Loans.

(h) “SLATE Participant” means any person that reports securities loan information to SLATE, directly or indirectly.

(i) “SLATE System Hours” means the hours SLATE is open, which are 6:00:00 a.m. Eastern Time through 7:59:59 p.m. Eastern Time on a business day, unless otherwise announced by FINRA.

(j) The following terms shall have the meanings set forth in Exchange Act Section 3(a): “Bank,” “Broker,” “Dealer,” and “Clearing Agency.”

(k) The following terms shall have the meanings set forth in SEA Rule 10c-1a: “Covered Person,” “Covered Securities Loan,” “Reporting Agent,” and “Reportable Security.”

## **6520. Participation in SLATE**

### **(a) Mandatory Participation**

(1) Pursuant to SEA Rule 10c-1a, participation in SLATE is mandatory for purposes of reporting Covered Securities Loans. Such mandatory participation obligates a Covered Person to submit Covered Securities Loan information to SLATE in conformity with SEA Rule 10c-1a and the FINRA Rule 6500 Series.

(2) Participation in SLATE shall be conditioned upon the SLATE Participant's initial and continuing compliance with the following requirements:

(A) Obtaining a Market Participant Identifier ("MPID") for reporting Covered Securities Loans to SLATE;

(B) Execution of, and continuing compliance with, a SLATE Participant application agreement and all applicable rules and operating procedures of FINRA and the SEC; and

(C) Maintenance of the physical security of the equipment located on the premises of the SLATE Participant to prevent unauthorized entry of information into SLATE.

(3) Each SLATE Participant shall be obligated to inform FINRA of non-compliance with, or changes to, any of the participation requirements set forth in paragraph (a)(2) of this Rule.

**(b) Reporting Agents**

A SLATE Participant acting as a Reporting Agent shall provide FINRA with a list naming each Covered Person on whose behalf the Reporting Agent is providing information to SLATE and shall provide FINRA with any changes to the list of such persons by the end of the day on which any such change occurs, in the form and manner specified by FINRA.

**(c) SLATE Participant Obligations**

Upon execution and receipt by FINRA of the SLATE Participant application agreement, a SLATE Participant may commence input of Covered Securities Loan reports. A SLATE Participant must report a Covered Securities Loan using its MPID. SLATE Participants may access the service via a FINRA-approved facility during SLATE System Hours.

**6530. Reporting Securities Loan Information**

**(a) Initial Covered Securities Loans**

**(1) When and How Initial Covered Securities Loans Are Reported**

For Initial Covered Securities Loans, Covered Persons must report the information specified in Rule 6530(a)(2) to SLATE, as provided in this paragraph (a)(1):

(A) An Initial Covered Securities Loan effected on a business day at or after 12:00:00 a.m. Eastern Time through 7:45:00 p.m. Eastern Time must be reported the same day before 8:00:00 p.m. Eastern Time;

(B) An Initial Covered Securities Loan effected on a business day after 7:45:00 p.m. Eastern Time must be reported no later than the next business day (T+1) before 8:00:00 p.m. Eastern Time; or

(C) An Initial Covered Securities Loan effected on a Saturday, a Sunday, a federal or religious holiday or other day on which SLATE is not open at any time during that day (determined using Eastern Time) must be reported the next business day (T+1) before 8:00:00 p.m. Eastern Time.

**(2) Loan Information To Be Reported**

For Initial Covered Securities Loans, each SLATE report shall contain the following information:

(A) The legal name of the security issuer and the Legal Entity Identifier (“LEI”) of the issuer (if the issuer has a non-lapsed LEI);

(B) Security symbol, CUSIP, ISIN, or FIGI, if any;

(C) The date the Covered Securities Loan was effected;

(D) The time the Covered Securities Loan was effected;

(E) The expected settlement date of the Covered Securities Loan;

(F) The platform or venue where the Covered Securities Loan was effected;

(G) The amount of the Reportable Securities loaned;

(H) The type of collateral used to secure the Covered Securities Loan;

(I) For a Covered Securities Loan collateralized by cash, the rebate rate;

(J) For a Covered Securities Loan not collateralized by cash, the securities lending fee;

(K) Any other fees or charges;

(L) The percentage of collateral to value of Reportable Securities loaned required to secure such Covered Securities Loan;

(M) For a Covered Securities Loan with a specified term, the termination date of the Covered Securities Loan;

(N) Whether the borrower is a Broker or Dealer, a customer (if the person lending securities is a Broker or Dealer), a Clearing Agency, a Bank, a Custodian, or other person;

(O) If known, the legal name of each party to the Covered Securities Loan (other than the customer from whom a Broker or Dealer borrows fully paid or excess margin securities pursuant to SEA Rule 15c3-3(b)(3));

(P) If known, the CRD Number or Investment Adviser Registration Depository Number of each party to the Covered Securities Loan, if applicable;

(Q) If known, the MPID of each party to the Covered Securities Loan;

(R) If known, the LEI of each party to the Covered Securities Loan;

(S) If known, whether each party to the Covered Securities Loan is the lender, the borrower, or an intermediary between the lender and the borrower;

(T) If the person lending securities is a Broker or Dealer and the borrower is its customer, whether the security is loaned from the Broker's or Dealer's securities inventory to the customer of such Broker or Dealer;

(U) If known, whether the Covered Securities Loan is being used to close out a fail to deliver pursuant to Rule 204 of SEC Regulation SHO or to close out a fail to deliver outside of Regulation SHO;

(V) Whether the Covered Person is the lender, borrower or intermediary;

(W) The unique internal identifier assigned to the Covered Securities Loan by the Covered Person responsible for reporting the loan to SLATE;

(X) If the Covered Securities Loan is an allocation of an omnibus loan effected pursuant to an agency lending agreement, the unique internal identifier for the associated omnibus loan assigned by the Covered Person responsible for reporting the Covered Securities Loan to SLATE; and

(Y) Such modifiers and indicators as required by either the Rule 6500 Series or the SLATE Participant specification.

### **(3) Reporting Loan Amounts**

Covered Persons must report loan amounts as provided below:

(A) For a Covered Securities Loan of a security reportable to the CAT, report the number of shares loaned; or

(B) For a Covered Securities Loan of a security reportable to TRACE or the MSRB's RTRS, report the total par value of the loan.

**(b) Covered Securities Loan Modifications**

**(1) When and How Loan Modifications Are Reported**

For Loan Modifications, Covered Persons must report the information specified in paragraph (b)(2) to SLATE, as provided in this paragraph (b)(1):

(A) A Loan Modification effected on a business day at or after 12:00:00 a.m. Eastern Time through 7:45:00 p.m. Eastern Time must be reported the same day before 8:00:00 p.m. Eastern Time;

(B) A Loan Modification effected on a business day after 7:45:00 p.m. Eastern Time must be reported no later than the next business day (T+1) before 8:00:00 p.m. Eastern Time; or

(C) A Loan Modification effected on a Saturday, a Sunday, a federal or religious holiday or other day on which SLATE is not open at any time during that day (determined using Eastern Time) must be reported the next business day (T+1) before 8:00:00 p.m. Eastern Time.

**(2) Loan Modifications – Information To Be Reported**

For Loan Modifications, each SLATE report shall contain the following information:

(A) The unique identifier assigned by FINRA to the Initial Covered Securities Loan or, if a unique identifier has not yet been assigned by FINRA, the unique internal identifier assigned to the Covered Securities Loan by the Covered Person responsible for reporting the loan to SLATE;

(B) If the Covered Securities Loan is an allocation of an omnibus loan effected pursuant to an agency lending agreement, the unique internal identifier

for the associated omnibus loan assigned by the Covered Person responsible for reporting the Covered Securities Loan to SLATE;

(C) The MPID of the Covered Person;

(D) The date of the Loan Modification;

(E) The time of the Loan Modification;

(F) The expected settlement date for modifications to the loan amount (if the expected settlement date is a date other than the date of the Loan Modification), or the effective date for all other Loan Modifications (if effective date is a date other than the date of the Loan Modification);

(G) Whether the Covered Person is the lender, borrower or intermediary;

(H) The modified Data Elements for a Loan Modification to a Covered Securities Loan previously reported to SLATE or all Data Elements for a Loan Modification to a Covered Securities Loan that was not previously required to be reported to SLATE; and

(I) Such modifiers and indicators as required by either the Rule 6500 Series or the SLATE Participant specification.

**(c) Modifiers and Indicators**

Append the applicable modifiers or indicators as specified by FINRA to all SLATE reports.

**(1) Exclusive Arrangement**

If the Covered Securities Loan is made pursuant to an exclusive arrangement with the borrower or intermediary, select the appropriate indicator.

**(2) Loan to Affiliate**

If the Covered Securities Loan is made to an Affiliate of the lender or intermediary, select the appropriate indicator.

**(3) Unsettled Loan**

If an Initial Covered Securities Loan or a modification to the amount of Reportable Securities loaned did not settle by the close of SLATE System Hours on the expected settlement date, select the appropriate indicator.

**(4) Terminated Loan**

If a Covered Securities Loan has been terminated, select the appropriate indicator.

**(5) Rate or Fee Adjustment**

(A) If a loan rebate rate or lending fee accounts for a billing adjustment or correction to amounts previously rebated or charged, select the appropriate modifier; or

(B) If a loan rebate rate or lending fee accounts for the value of a distribution or other economic benefit associated with the Reportable Security, e.g., a corporate action, select the appropriate modifier.

**(6) Basket Loan**

If a loan rebate rate or lending fee reflects a rate or fee involving a basket of at least 10 unique Reportable Securities for a single agreed rate or fee for the entire basket, select the appropriate modifier.

**(d) Compliance With Reporting Obligations**

(1) Covered Persons (other than Covered Persons that engage a Reporting Agent) have an ongoing obligation to report Initial Covered Securities Loans and Loan Modifications timely, accurately, and completely. A Covered Person may employ an

agent for the purpose of submitting loan information to SLATE; however, unless the Covered Person has retained a Reporting Agent, the primary responsibility for the timely, accurate, and complete reporting of information pursuant to this Rule 6500 Series remains the non-delegable duty of the Covered Person with the reporting obligation.

(2) A member's pattern or practice of late reporting without exceptional circumstances may be considered conduct inconsistent with high standards of commercial honor and just and equitable principles of trade, in violation of FINRA Rule 2010.

(3) A member relying on a Reporting Agent to report Covered Securities Loan information to SLATE has an obligation under FINRA Rule 3110 to take reasonable steps to ensure that the Reporting Agent is complying with SEA Rule 10c-1a and FINRA Rule 6530 on its behalf.

(4) If a Covered Person makes a good faith determination that it has a reporting obligation under SEA Rule 10c-1a and this Rule 6500 Series, the Covered Person or Reporting Agent, as applicable, must report the Covered Securities Loan as provided in this Rule, and if the Reportable Security is not entered into the SLATE system, the Covered Person or Reporting Agent, as applicable, must promptly notify and provide FINRA Operations, in the form and manner required by FINRA, the information specified in Rule 6530(a)(2)(A) and (B), along with such other information as FINRA deems necessary to enter the Reportable Security for reporting through SLATE.

**••• Supplementary Material: -----**

**.01 Intraday Loan Modifications.** If a Covered Securities Loan previously reported to SLATE or a Covered Securities Loan not previously reported to SLATE is modified multiple times

throughout the day, a Covered Person must report each Loan Modification as set forth in Rule 6530(b).

**.02 Changes to the Parties to a Covered Securities Loan.** With respect to a previously reported Covered Securities Loan, following the addition or removal of a party required to be identified pursuant to Rule 6530(a)(2)(O), a Covered Person must: (a) report the termination of the previously reported Covered Securities Loan as a Loan Modification pursuant to Rule 6530(b) that reflects the date and time the party was added or removed and select the Terminated Loan indicator; and (b) report an Initial Covered Securities Loan pursuant to Rule 6530(a) that reflects the new parties to the loan, if known (other than the customer from whom a Broker or Dealer borrows fully paid or excess margin securities pursuant to SEA Rule 15c3-3(b)(3)).

#### **6540. Dissemination of Loan Information**

##### **(a) Next Day Dissemination**

For each Initial Covered Securities Loan and Loan Modification reported to SLATE on a given business day, no later than the morning of the next business day, FINRA will make publicly available:

(1) the unique identifier assigned by FINRA to the Covered Securities Loan;

(2) the security identifier(s) specified in Rule 6530(a)(2)(A) or (B) that FINRA determines is appropriate to disseminate; and

(3)(A) for each Initial Covered Securities Loan, all other Data Elements reported to SLATE, except the amount of Reportable Securities loaned and as otherwise provided for in paragraph (d) of this Rule; or

(B) for each Loan Modification to a Covered Securities Loan, the modified Data Elements reported to SLATE, except the amount of Reportable Securities loaned and as otherwise provided for in paragraph (d) of this Rule; or

(C) for each Loan Modification to a Covered Securities Loan that was not previously required to be reported to SLATE, all other Data Elements reported to SLATE, except the amount of Reportable Securities loaned and as otherwise provided for in paragraph (d) of this Rule.

**(b) Delayed Dissemination**

For each Initial Covered Securities Loan and Loan Modification reported to SLATE, 20 business days after the date on which the Initial Covered Securities Loan was effected or the loan amount was modified, FINRA will make publicly available:

(1) the unique identifier assigned by FINRA to the Covered Securities Loan;

(2) the security identifier(s) specified in Rule 6530(a)(2)(A) or (B) that FINRA determines is appropriate to disseminate; and

(3) the amount of Reportable Securities loaned reported to SLATE.

**(c) Daily Loan Statistics**

**(1) Aggregate Loan Transaction Activity**

For each Reportable Security for which an Initial Covered Securities Loan or Loan Modification is reported to SLATE on a given business day, no later than the morning of the next business day, FINRA will disseminate the security identifier specified in Rule 6530(a)(2)(A) or (B) that FINRA determines is appropriate to disseminate and aggregate loan activity in the Reportable Security, including the:

(A) aggregate volume of securities (both in total and by collateral type) subject to an Initial Covered Securities Loan or modification to the amount of Reportable Securities loaned, reported on the prior business day;

(B) aggregate volume of securities (both in total and by collateral type) subject to a rebate rate or fee modification, reported on the prior business day;

(C) aggregate volume of securities subject to an Initial Covered Securities Loan or modification to the amount of Reportable Securities loaned with a specified term, and subject to an Initial Covered Securities Loan or modification to the amount of Reportable Securities loaned without a specified term, reported on the prior business day;

(D) aggregate volume of securities subject to an Initial Covered Securities Loan or modification to the amount of Reportable Securities loaned to one or more borrower types specified in Rule 6530(a)(2)(N) reported on the prior business day; and

(E) the total number of Initial Covered Securities Loans and terminated Covered Security Loans (both in total and by collateral type) reported on the prior business day.

**(2) Loan Rate Distribution Data**

For each Reportable Security for which an Initial Covered Securities Loan or Loan Modification is reported to SLATE on a given business day, no later than the morning of the next business day, FINRA will disseminate the security identifier specified in Rule 6530(a)(2)(A) or (B) that FINRA determines is appropriate to identify

the relevant Reportable Security and information pertaining to the distribution of loan rebate rates and lending fees, as applicable, including:

(A) the highest rebate rate, lowest rebate rate, and volume weighted average of the rebate rates reported for Initial Covered Securities Loans collateralized by cash and for Loan Modifications collateralized by cash (where the Loan Modification involved a change to the rebate rate); and

(B) the highest lending fee, lowest lending fee, and volume weighted average of the lending fees reported for Initial Covered Securities Loans not collateralized by cash and for Loan Modifications not collateralized by cash (where the Loan Modification involved a change to the lending fee).

**(d) Loan Transaction Information Not Disseminated**

FINRA will not disseminate:

(1) any Confidential Data Elements reported to SLATE; and

(2) any modifier or indicator required by either the Rule 6500 Series or the SLATE Participant specification that FINRA determines shall not be publicly disseminated.

**••• Supplementary Material: -----**

**.01 De Minimis Loan Transaction Activity.** Notwithstanding paragraph (c)(1) of this Rule, FINRA may omit from the aggregate loan activity volume information for Reportable Securities for which there were three or fewer types of Initial Covered Securities Loan and Loan Modification events reported to SLATE in total on the prior business day.

**.02 Means of Data Dissemination.** FINRA will make the data pursuant to this Rule available on its website free of charge for personal, non-commercial purposes only. Nothing in this Rule

shall prohibit FINRA from also publishing or distributing SLATE data for fees that have been filed with the SEC pursuant to Rule 19b-4 under the Exchange Act.

**6550. Emergency Authority**

As market conditions may warrant, in consultation with the SEC, FINRA may suspend the reporting or dissemination of certain Covered Securities Loans, or the reporting of certain Data Elements or Confidential Data Elements or the dissemination of certain Data Elements for such period of time as FINRA deems necessary.

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