Exhibit 5

Proposed new language is underlined; Proposed deletions are in [brackets].

MEMX Equities Fee Schedule
(EFFECTIVE [APRIL 12]MAY 1, 2024)

* * * * *

Notes:

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- To the extent a single execution qualifies for one or more additive rebates, the maximum combined rebate per share provided by the Exchange shall be $0.003[6]7.

Liquidity Provision Tiers

Tier	Rebate Per Share	Required Criteria
Tier 1	$(0.0033)	(1) Member has an ADAV (excluding Retail Orders) ≥ 0.45% of the TCV; or (2) Member has an ADAV ≥ 0.30% of the TCV and a Non-Displayed ADAV ≥ [7]6,000,000 shares
Tier 2	$(0.0032)	Member has (1) an ADAV ≥ 0.20% of the TCV and (2) an ADV ≥ 0.35% of the TCV [(1) Member has an ADAV ≥ 0.25% of the TCV and a Non-Displayed ADAV ≥ 4,000,000 shares; or (2) Member has an ADAV ≥ 0.35% of the TCV]
Tier 3	$(0.0030)	Member has an ADAV ≥ 0.175% of the TCV
Tier 4	$(0.0029)	Member has an ADAV (excluding Retail Orders) ≥ 0.09% of the TCV
Tier 5	$(0.0025)	Member has an ADAV ≥ 0.06% of the TCV

* * * * *

Liquidity Removal Tier

Tier	Fee Per Share	Required Criteria
Tier 1	$0.00295	Member has (1) an ADV ≥ 0.[6]70% of the TCV; and (2) a Remove ADV ≥ 0.3[0]5% of the TCV

* * * * *

Non-Display Add Tiers

Tier	Rebate Per Share	Required Criteria
Tier 1	$(0.0028)	Member has a Non-Displayed ADAV ≥ [8]6,000,000 shares
Tier 2	$(0.0027)	Member has a Non-Displayed ADAV ≥ 5,000,000 shares
Tier 3	$(0.0024)	Member has a Non-Displayed ADAV ≥ 2,000,000 shares
Tier 4	$(0.0018)	Member has a Non-Displayed ADAV ≥ 1,000,000 shares

* * * * *

NBBO Setter Tier

Tier	Additive Rebate Per Share*	Required Criteria
Tier 1	$(0.0002) for Fee Code B, and $(0.0001) for Fee Codes D and J	(1) Member has an ADAV with respect to orders with Fee Code B ≥ [0.10% of the TCV]5,000,000 shares; or (2) Member has an ADAV (excluding Retail Orders) ≥ 0.30% of the TCV [with respect to orders with Fee Code B ≥ 0.05% of the TCV or ≥ 5,000,000 shares and has a Step-Up ADAV with respect to orders with a Fee Code B ≥ 75% of the Member's March 2024 ADAV with respect to orders with a Fee Code B**]

*Rebate is in addition to otherwise applicable rebate for executions of added displayed volume (other than Retail Orders) in securities priced at or above $1.00 per share. MEMX will append Fee Code "S1" (for Tier 1) to the otherwise applicable Fee Code for qualifying executions. [**Criteria (2) of NBBO Setter Tier 1 will expire no later than September 30, 2024.]

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Cross Asset Tier

Tier	Rebate Per Share	Required Criteria
Tier 1	$(0.0033)	Member has an Options ADAV in the Market Maker capacity* of ≥ 250,000 contracts on MEMX Options and an ADAV on MEMX Equities ≥ 0.30% of the TCV
Tier 2	$(0.0027)	Member has an Options ADAV in the Market Maker capacity of ≥ 1[50]25,000 contracts on MEMX Options
Tier 3	$(0.0026)	Member has an Options ADAV in the Customer/Professional capacity** ≥ 20,000 contracts on MEMX Options***

* The definition of Market Maker is set forth in the MEMX Options fee schedule.
** The definitions of Customer and Professional are set forth in the MEMX Options fee schedule.
*** Members that qualify for Cross Asset Tier 3 based on activity in a given month will also receive that associated Cross Asset Tier 3 rebate during the following month.

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DLI Additive Rebate

Tier	Additive Rebate Per Share*	Required Criteria
Tier 1	$(0.00005)	(1) Member meets the criteria for DLI Tier 1 (has (1) an NBBO Time of at least 25% in an average of at least 1,000 securities per trading day during the month; and (2) an ADAV ≥ 0.10% of the TCV); and (2) Member meets at least one of the following criteria: (a) Member meets the criteria for Liquidity Provision Tier 1 (has an ADAV (excluding Retail Orders) ≥ 0.45% of the TCV; or Member has an ADAV ≥ 0.30% of the TCV and a Non-Displayed ADAV ≥ [7]6,000,000 shares); or (b) Member meets the criteria for Liquidity Provision Tier 2 (Member has (1) an ADAV ≥ 0.20% of the TCV and (2) an ADV ≥ 0.35% of the TCV) [Member has an ADAV ≥ 0.25% of the TCV

		and a Non-Displayed ADAV ≥ 4,000,000 shares; or Member has an ADAV ≥ 0.35% of the TCV]

*Rebate is in addition to the otherwise applicable rebate under Liquidity Provision Tier 1 or 2 for executions of added displayed volume (excluding Retail Orders) with a Fee Code of B, D, J, or I in securities priced over $1.00 per share. MEMX will append the Fee Code "q" to the otherwise applicable Fee Code for qualifying executions.

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