

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

The Nasdaq Stock Market LLC Rules

* * * * *

5635. Shareholder Approval

* * * * *

5636T Temporary COVID-19 Exception

- (a) This Rule 5636T is operative until, and including, June 30, 2020. To rely on this rule, the Company must execute a binding agreement governing the issuance of the securities, submit the notices required by paragraphs (b)(5)(A) and (e), and obtain the approval under paragraph (b)(5)(B)(ii) (if applicable) no later than June 30, 2020. The issuance of the securities governed by such agreement may occur after June 30, 2020, provided the issuance takes place no later than 30 calendar days following the date of the binding agreement.
- (b) Notwithstanding the requirements of Rule 5635(d), a Company may issue securities without shareholder approval upon application to Nasdaq's Listing Qualifications Department demonstrating that the transaction satisfies the following requirements:
- (1) the need for the transaction is due to circumstances related to COVID-19;
 - (2) the delay in securing shareholder approval would:
 - (A) have a material adverse impact on the Company's ability to maintain operations under its pre-COVID-19 business plan;
 - (B) result in workforce reductions;
 - (C) adversely impact the company's ability to undertake new initiatives in response to COVID-19; or
 - (D) seriously jeopardize the financial viability of the enterprise;
 - (3) the Company undertook a process designed to ensure that the proposed transaction represents the best terms available to the Company;
 - (4) the Company's audit committee or a comparable body of the board of directors comprised solely of independent, disinterested directors has:

(A) expressly approved reliance on this exception; and

(B) determined that the transaction is in the best interest of shareholders.

(5) (A) The Company must submit a supplement to the Listing of Additional Shares notification form, in accordance with and in the same timeframe set forth in paragraph (e) below, certifying to Nasdaq that it complies with all requirements of this Rule 5636T(b) (and Rule 5636T(c) if applicable) and describing how it complies;

(B) (i) After submitting the information described in paragraph (A) above, a Company does not need to obtain approval from Nasdaq prior to issuing shares in the transaction if the maximum issuance of common stock (or securities convertible into common stock) is less than 25% of the total shares outstanding and less than 25% of the voting power outstanding before the transaction; and the maximum discount to the Minimum Price at which shares could be issued is 15%.

(ii) In all other cases, the Nasdaq Listing Qualifications Department must approve the Company's reliance on this exception before the Company can issue any securities in the transaction. This approval will be based on a review of whether the Company has established that it complies with the requirements of Rule 5636T(b) (and Rule 5636T(c) if applicable).

(c) A transaction described in Rule 5636T(b) shall not require shareholder approval under Rule 5635(c) for an affiliate's participation in the transaction, provided that the transaction satisfies the following requirements:

(1) any affiliate's participation must be less than 5% of the transaction;

(2) all affiliates' participation collectively must be less than 10% of the transaction;

(3) any affiliate's participation must have been specifically required by unaffiliated investors; and

(4) the affiliates must not have participated in negotiating the economic terms of the transaction.

(d) A Company that relies on the exception in this Rule 5636T must make a public announcement by filing a Form 8-K, where required by SEC rules, or by issuing a press release as promptly as possible, but no later than two business days before the issuance of the securities, disclosing:

(1) the terms of the transaction (including the number of shares of common stock that could be issued and the consideration received);

(2) that shareholder approval would ordinarily be required under Nasdaq rules but for the fact that the Company is relying on this temporary exception to the shareholder approval rules; and

(3) that the audit committee or a comparable body of the board of directors comprised solely of independent, disinterested directors expressly approved reliance on the exception and determined that the transaction is in the best interest of shareholders.

(e) Notification Requirement

A Company that relies on the exception in this Rule 5636T is not subject to the 15 day prior notification requirement described in Rule 5250(e)(2) (related to the listing of additional shares), but must provide the notification required by that rule, and paragraph (b)(5)(A) of this rule, as promptly as possible, but no later than the time of the public announcement required by paragraph (d) of this rule and in no event later than June 30, 2020, in accordance with paragraph (a) of this rule. Companies are reminded that issuances must comply with all other requirements of the Nasdaq Listing Rules, except as provided for herein.

(f) Aggregation

Securities issued in reliance on the exception in this Rule 5636T will be aggregated with any subsequent issuance, other than a public offering under IM-5635-3, at a discount to the Minimum Price if the binding agreement governing the subsequent issuance is executed within 90 days of the prior issuance. If following the subsequent issuance, the aggregate issuance (including shares issued in reliance on the exception) equals or exceeds 20% of the total shares or the voting power outstanding before the initial issuance, then shareholder approval will be required under Rule 5635(d) prior to the subsequent issuance.

* * * * *