

EXHIBIT 5Additions underscored

Deletions [bracketed]

NYSE Arca Options Fees and Charges**Effective Date: [February 3] April 1, 2014**

**NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR STANDARD
OPTIONS**

TRANSACTION FEE - PER CONTRACT

Order Type	Electronic Executions in Penny Pilot Issues ⁶		Electronic Executions in Non Penny Pilot Issues ⁶	
	Post Liquidity	Take Liquidity	Post Liquidity	Take Liquidity
LMM	(\$0.28)	\$0.49	(\$0.40)	\$0.87
NYSE Arca Market Maker	(\$0.28)	\$0.49	(\$0.05)	\$0.87
Firm and Broker Dealer	(\$0.10)	\$0.49	\$0.50	\$0.89
Customer	(\$0.25)	[\$0.45] <u>\$0.47</u>	(\$0.75)	\$0.85
Customer against LMM*	N/A	N/A	N/A	\$0.67

* This rate shall apply to electronic Customer executions that take liquidity in a non-Penny Pilot class from the trading interest of an LMM (including orders and quotes) if the OTP Holder or OTP Firm entering the Customer's order, during the month, (i) executes an average daily volume ("ADV") on the Exchange of at least 15,000 contracts from electronic Customer orders that take liquidity in non-Penny Pilot classes or (ii) executes a combined ADV on the Exchange of at least 30,000 contracts in non-Penny Pilot classes from electronic Customer orders that take liquidity and affiliated electronic Market Maker orders and quotes that post liquidity in non-Penny Pilot classes.

For purposes of calculating ADV for the qualification, the Take Liquidity threshold does not include orders that are routed to other exchanges for execution at the NBBO; Post or Take Liquidity calculations do not include volume from Electronic Complex Orders.

Tier	Qualification Basis (Average Electronic Executions Per Day)		Credit Applied to Posted Electronic Customer Executions in Penny Pilot Issues
Base			(\$0.25)
Tier 1	At least [0.15%] <u>0.10%</u> of Total Industry Customer equity and ETF option average daily volume (“ADV”) from Customer Posted Orders in [Penny Pilot] <u>all</u> Issues		[(\$0.38)] <u>(\$0.27)</u>
Tier 2	At least 0.25% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in [Penny Pilot] <u>all</u> Issues, or	At least 0.70% of Total Industry Customer equity and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types*	[(\$0.40)] <u>(\$0.43)</u>
Tier 3	At least [0.50%] <u>0.40%</u> of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in [Penny Pilot] <u>all</u> Issues		[(\$0.43)] <u>(\$0.45)</u>
Tier 4	At least [0.50%] <u>0.60%</u> of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in [both Penny Pilot and non-Penny Pilot] <u>all</u> Issues Plus executed ADV of Retail Orders of [0.3%] <u>0.1%</u> ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market ⁸		[(\$0.45)] <u>(\$0.46)</u>
Tier 5	At least 0.75% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in [both Penny Pilot and non-Penny Pilot] <u>all</u> Issues	At least 0.85% of Total Industry Customer equity and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types*	(\$0.47)
	* Includes transaction volume from the OTP Holder's or OTP Firm's affiliates.		

Customer Incentive Program		
At least 0.75% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues, of which at least 0.28% of Total Industry Customer equity and ETF option ADV is from Customer Posted Orders in non-Penny Pilot Issues		Additional \$0.02 Credit on Customer Posting Credits
An ADV from Market Maker Posted Orders equal to 0.70% of Total Industry Customer equity and ETF option ADV		Additional \$0.01 Credit on Customer Posting Credits
An ADV from Market Maker Posted Orders equal to 1.40% of Total Industry Customer equity and ETF option ADV		Additional \$0.02 Credit on Customer Posting Credits
Executed ADV of Retail Orders of [0.3%] <u>0.10%</u> ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market		Additional \$0.02 Credit on Customer Posting Credits
<p><i>OTP Holders and OTP Firms may earn one additional Credit from the four alternatives listed above.</i></p>		

	Customer Posting Credit Tiers In Non Penny Pilot Issues Qualification Basis (Average Electronic Executions Per Day)	Credit Applied to Posted Electronic Customer Executions in Non - Penny Pilot Issues
Base		(0.75)
Tier A	At least [0.50%] <u>0.60%</u> of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in [both Penny Pilot and non-Penny Pilot] <u>all</u> Issues Plus executed ADV of Retail Orders of [0.3%] <u>0.1%</u> ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market ⁸	(\$0.80)
Tier B	At least 0.95% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues	(\$0.81)
