EXHIBIT 5

Additions underscored
Deletions [bracketed]

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NYSE Arca Options Fees and Charges

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Effective Date: April [3]9, 2015

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NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR STANDARD OPTIONS

Unless Professional Customer executions are specifically delineated, such executions will be treated as Customer executions for fee purposes.

TRANSACTION FEE FOR MANUAL EXECUTIONS - PER CONTRACT

Order Type	Manual Executions[5]
LMM	$0.09
NYSE Arca Market Maker	$0.16
Firm and Broker Dealer	$0.25
Customer and Professional Customer	$0.00
Firm Facilitation and Broker Dealer facilitating a Customer or Professional Customer[7]	$0.00
Firm and Broker Dealer Orders in Select Symbols*	$0.12

*Manual Executions in Select Symbols are all Firm and Broker Dealer Orders in VXX that are not facilitating a Customer or Professional Customer.

TRANSACTION FEE FOR ELECTRONIC EXECUTIONS - 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]$0.50	($0.40)	[$0.87]$0.92

NYSE Arca Market Maker	($0.28)	[$0.49]$0.50	($0.05)	[$0.87]$0.92
Firm and Broker Dealer	($0.10)	[$0.49]$0.50	$0.50	[$0.89]$0.94
Customer	($0.25)	$0.47	($0.75)	$0.85
Professional Customer	($0.25)	$0.50	($0.75)	$0.94
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.

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CUSTOMER AND PROFESSIONAL CUSTOMER MONTHLY POSTING CREDIT TIERS AND QUALIFICATIONS FOR EXECUTIONS IN PENNY PILOT ISSUES

OTP Holders and OTP Firms meeting the qualifications below will receive the corresponding posting credit on all Customer and Professional Customer posted electronic executions in Penny Pilot issues.[8]

Tier	Qualification Basis (Average Electronic Executions Per Day)	Credit Applied to Posted Electronic Customer and Professional Customer Executions in Penny Pilot Issues
Base		($0.25)
Tier 1	At least 0.10% of Total Industry Customer equity and ETF option average daily volume	($0.27)

Tier	Qualification Basis (Average Electronic Executions Per Day)		Credit Applied to Posted Electronic Customer **and** **Professional** **Customer** Executions in Penny Pilot Issues
	("ADV") from Customer and Professional Customer Posted Orders in all Issues		
Tier 2	At least 0.25% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all 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*	($0.43)
Tier 3	At least 0.40% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues		($0.45)
Tier 4	At least 0.60% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues Plus executed ADV of Retail Orders of 0.1% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market[8]		($0.46)
Tier 5	At least 0.75% of Total Industry Customer equity and	At least 0.85% of Total Industry Customer equity	($0.47)

Tier	Qualification Basis (Average Electronic Executions Per Day)		Credit Applied to Posted Electronic Customer **and** **Professional** **Customer** Executions in Penny Pilot Issues
	ETF option ADV from Customer <u>and</u> <u>Professional Customer</u> Posted Orders in all Issues	and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types*	
Tier 6	At least 1.00% of <u>Total Industry</u> <u>Customer equity and</u> <u>ETF option ADV from</u> <u>Customer and</u> <u>Professional Customer</u> <u>Posted Orders in all</u> <u>Issues</u>	<u>At least 0.80% of</u> <u>Total Industry</u> <u>Customer equity</u> <u>and ETF option</u> <u>ADV from</u> <u>Customer and</u> <u>Professional</u> <u>Customer</u> <u>Posted Orders in</u> <u>all Issues Plus</u> <u>executed ADV of</u> <u>Retail Orders of</u> <u>0.10% ADV of</u> <u>U.S. Equity</u> <u>Market Share</u> <u>Posted and</u> <u>Executed on</u> <u>NYSE Arca Equity</u> <u>Market</u>[8]	<u>($0.50)</u>
	Includes transaction volume from the OTP Holder's or OTP Firm's affiliates.		

Customer <u>and Professional Customer</u> Incentive Program		
At least 0.75% of Total Industry Customer equity and ETF option ADV from Customer <u>and</u> <u>Professional Customer</u> Posted Orders in both Penny Pilot and non-Penny Pilot Issues, of which at least 0.28% of Total Industry		Additional [$0.02]<u>$0.03</u> Credit on Customer <u>and Professional Customer</u> Posting Credits

Customer equity and ETF option ADV is from Customer and Professional Customer Posted Orders in non-Penny Pilot Issues	
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 and Professional 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 and Professional Customer Posting Credits
Executed ADV of Retail Orders of 0.10% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market	Additional [$0.02]$0.03 Credit on Customer and Professional Customer Posting Credits
OTP Holders and OTP Firms may earn one additional Credit from the four alternatives listed above.	

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	Customer and Professional Customer Posting Credit Tiers In Non Penny Pilot Issues **Qualification Basis (Average Electronic Executions Per Day)**	**Credit Applied to Posted Electronic Customer and Professional Customer Executions in Non -Penny Pilot Issues**
Base		(0.75)
Tier A	At least [0.60%]0.80% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues Plus executed ADV of Retail Orders of 0.1% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market[8]	[($0.80)]($0.83)
Tier B	At least [0.95%]1.00% of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues	[($0.81)]($0.83)

DISCOUNT IN TAKE LIQUIDITY FEES FOR PROFESSIONAL CUSTOMER, MARKET MAKER, FIRM, and BROKER DEALER LIQUIDITY REMOVING ORDERS

Take Fee Discount Qualification	Discount Amount	
	Penny Pilot Issues	Non Penny Pilot Issues
At least 1.00 % of Total Industry Customer equity and ETF option ADV from Customer and Professional Customer Posted Orders in all Issues AND at least 2.00% of Total Industry Customer equity and ETF option ADV from Professional Customer, Market Maker, Firm, and Broker Dealer Liquidity Removing Orders in all Issues	$0.02	$0.06

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