EXHIBIT 5

Additions: Underlined
Deletions: [Bracketed]

<div align="center">NYSE MKT LLC Rules</div>

Equities Rules

<div align="center">*****</div>

Cash Equities Pillar Platform Rules (Rules 1E—13E)

<div align="center">*****</div>

RULE 1E DEFINITIONS

Rule 1.1E. Definitions

As used in Exchange rules, unless the context requires otherwise, the terms below will mean the following:

<div align="center">*****</div>

NYSE American Marketplace

(e) [Reserved] "NYSE American Marketplace" means the electronic securities communications and trading facility of the Exchange through which orders are processed or are consolidated for execution and/or display.

<div align="center">*****</div>

Exchange

(k) The term "Exchange" means NYSE [MKT]American LLC.

<div align="center">*****</div>

RULE 7E - EQUITIES TRADING

Section 1. General Provisions

<div align="center">*****</div>

Rule 7.11E. Limit Up—Limit Down Plan and Trading Pauses in Individual Securities Due to Extraordinary Market Volatility

*****

(a) **Limit Up-Limit Down Mechanism.**

*****

(5) **Repricing and Cancellation of Orders.** Exchange systems will reprice or cancel buy (sell) orders that are priced or could be traded above (below) the Upper (Lower) Price Band.

    (A) Incoming Market Orders[,] and Limit Orders designated IOC[, and Day ISOs] will be traded, or if applicable, routed to an Away Market, to the fullest extent possible, subject to Rule 7.31E(a)(1)(B) (Trading Collars for Market Orders) and 7.31E(a)(2)(B) (price check for Limit Orders) at prices at or within the Price Bands.

        (i) Any quantity of such orders that cannot be traded or routed at prices at or within the Price Bands will be cancelled and the ETP Holder will be notified of the reason for the cancellation.

        (ii) If Price Bands move and the working price of a resting Market Order [or Day ISO] to buy (sell) is above (below) the updated Upper (Lower) Price Band, such order[s] will be cancelled.

*****

Rule 7.18E. Halts

*****

(c) The Exchange will process new and existing orders in securities listed on the Exchange during a halt, suspension or pause as follows:

    (1) cancel any unexecuted portion of Market Orders;

    (2) maintain all other resting orders in the Exchange Book at their last working price and display price;

    (3) accept and process all cancellations;

    (4) reject incoming Limit Orders designated IOC, Cross Orders, Tracking Orders, [Market] and Pegged Orders[, and Retail Orders] and process a request to cancel and replace a Tracking Order, [Market] or Pegged Order[, or Retail Order] as a cancellation without replacing the order; and

*****

Section 3. Exchange Trading

Rule 7.29E. Access

(a) *General*. The [Exchange]NYSE American Marketplace will be available for entry and execution of orders by ETP Holders with authorized access. To obtain authorized access to the [Exchange]NYSE American Marketplace, each ETP Holder must enter into a User Agreement.

(b) *Delay Mechanism.*

   (1) The Exchange will apply the Delay Mechanism to:

      (A) all inbound communications from an ETP Holder to the NYSE American Marketplace;

      (B) all outbound communications to an ETP Holder from the NYSE American Marketplace;

      (C) all outbound communications the [Exchange]NYSE American Marketplace routes to an Away Market;

*****

Rule 7.31E. Orders and Modifiers

(a) Primary Order Types

*****

(2) Limit Order. An order to buy or sell a stated amount of a security at a specified price or better. Unless otherwise specified, the working price and the display price of a Limit Order equal the limit price of the order, it is eligible to be routed, and it is ranked Priority 2 - Display Orders.

*****

   (C) If a BB (BO) that is locked or crossed by an Away Market PBO (PBB) is cancelled, executed or routed and the next best-priced resting Limit Order(s) on the Exchange Book that would become the new BB (BO) would have a display price that would lock or cross the PBO (PBB), such Limit Order(s) to buy (sell) will be assigned a display price one MPV below (above) the PBO (PBB) and a working price equal to the PBO (PBB). When the PBO (PBB) is updated, the Limit Order(s)

to buy (sell) will be repriced consistent with the original terms of the order. [If a Day ISO to buy (sell) arrives before the PBO (PBB) is updated and would result in at least a round lot being displayed as a new BB (BO), such repriced Limit Order(s) to buy (sell) will be repriced to the lower (higher) of the display price of the Day ISO or the original price of the Limit Order(s). If the arriving Day ISO to buy (sell) would not result in at least a round lot being displayed, the Day ISO will be assigned a display price one MPV below (above) the PBO (PBB) and a working price equal to the PBO (PBB).]

*****

(d) Orders with a Conditional or Undisplayed Price and/or Size

(1) Reserve Order. A Limit or Inside Limit Order with a quantity of the size displayed and with a reserve quantity of the size ("reserve interest") that is not displayed. The displayed quantity of a Reserve Order is ranked Priority 2 - Display Orders and the reserve interest is ranked Priority 3 - Non-Display Orders. Both the display quantity and the reserve interest of an arriving marketable Reserve Order are eligible to trade with resting interest in the Exchange Book or route to Away Markets.

*****

(C) A Reserve Order must be designated Day and may be combined with [the following orders only:] a [MKT Only]Non-routable Limit Order Order [or Primary Pegged Order].

(2) Limit Non-Displayed Order. A Limit Order that is not displayed and does not route. A Limit Non-Displayed Order is ranked Priority 3 - Non-Display Orders. A Limit Non-Displayed Order must be designated Day, is valid for any trading session, and does not participate in any auctions.

(A) The working price of a Limit Non-Displayed Order will be adjusted both on arrival and when resting on the Exchange Book based on the limit price of the order. If the limit price of a Limit Non-Display Order to buy (sell) is at or below (above) the PBO (PBB), it will have a working price equal to the limit price. If the limit price of a Limit Non-Displayed Order to buy (sell) is above (below) the PBO (PBB), it will have a working price equal to the PBO (PBB).

[(B) A Limit Non-Displayed Order may be designated with a Non-Display Remove Modifier. If so designated, a Limit Non-Displayed Order to buy (sell) will trade as the liquidity-taking order with an incoming ALO Order to sell (buy) that has a working price equal to the working price of the Limit Non-Displayed Order.]

(3) Mid-Point Liquidity Order ("MPL Order"). A Limit Order that is not displayed and does not route, with a working price at the midpoint of the PBBO. An MPL Order is

ranked Priority 3- Non-Display Orders. MPL Orders are valid for any session and do not participate in any auctions.

*****

(E) An MPL Order may be designated IOC ("MPL-IOC Order"). Subject to such IOC instructions, an MPL-IOC Order will follow the same trading and priority rules as an MPL Order, except that an MPL-IOC Order will be rejected if (i) the order entry size is less than one round lot, or (ii) there is no PBBO or the PBBO is locked or crossed. [An MPL-IOC Order cannot be designated ALO or with a Non-Display Remove Modifier.

(F) An MPL Order may be designated with an ALO Modifier ("MPL-ALO Order"). On arrival, an MPL-ALO Order to buy (sell) will trade with resting orders to sell (buy) with a working price below (above) the midpoint of the PBBO, but will not trade with resting orders to sell (buy) priced at the midpoint of the PBBO. A resting MPL-ALO Order to buy (sell) will trade with an arriving order to sell (buy) that is eligible to trade at the midpoint of the PBBO.

(G) MPL Orders designated Day and MPL-ALO Orders may be designated with a Non-Display Remove Modifier. On arrival, an MPL Order or MPL-ALO Order to buy (sell) with a Non-Display Remove Modifier will trade with resting MPL Orders to sell (buy) priced at the midpoint of the PBBO and be the liquidity taker, regardless of whether the resting order to sell (buy) also has a Non-Display Remove Modifier. A resting MPL Order or MPL-ALO Order with a Non-Display Remove Modifier will be the liquidity taker when trading with arriving MPL Orders, including MPL-ALO Orders, that do not include a Non-Display Remove Modifier.]

*****

(e) Orders with Instructions Not to Route

(1) [MKT Only]Non-routable Limit Order. A Limit Order that does not route.

(A) A[n MKT Only]Non-routable Limit Order to buy (sell) that, at the time of entry and after trading with any sell (buy) orders in the Exchange Book priced at or below (above) the PBO (PBB), would create a violation of Rule 610(d) of Regulation NMS by locking or crossing the protected quotation of an Away Market or would cause a violation of Rule 611 of Regulation NMS, will be priced as follows:

(i) It will have a working price of the PBO (PBB) of an Away Market and a display price one MPV below (above) that PBO (PBB).

(ii) If the PBO (PBB) of an Away Market re-prices higher (lower), it will be assigned a new working price of the updated PBO (PBB) and a new display price of one MPV below (above) that updated PBO (PBB).

   (iii) If the PBO (PBB) of an Away Market re-prices to be equal to or lower (higher) than its last display price, its display price will not change, but the working price will be adjusted to be equal to its display price.

   (iv) If its limit price no longer locks or crosses the PBO (PBB) of an Away Market, it will be assigned a working price and display price equal to its limit price and will not be assigned a new working price or display price based on changes to the PBO (PBB).

  (B) A[n MKT Only]<u>Non-routable Limit</u> Order with a working price different from the display price is ranked Priority 3-Non-Display Orders and a[n MKT Only]<u>Non-routable Limit</u> Order with a working price equal to the display price is ranked Priority 2-Display Orders.

  [(C) An MKT Only Order may be designated with a Non-Display Remove Modifier. If so designated, an MKT Only Order to buy (sell) with a working price, but not display price, equal to the working price of an ALO Order to sell (buy) will trade as the liquidity taker against such ALO Order.]

(2) <u>Reserved</u>[ALO Order. An MKT Only Order that, except as specified below, will not remove liquidity from the Exchange Book. Upon entry, an ALO Order must have a minimum of one displayed round lot.

  (A) ALO Orders may participate in auctions, but the ALO designation will be ignored. An ALO Order that has not traded in an auction will be assigned a working price and display price pursuant to paragraph (e)(2)(B) of this Rule.

  (B) An ALO Order to buy (sell) that, at the time of entry, is marketable against an order of any size to sell (buy) on the Exchange Book or would lock or cross a protected quotation in violation of Rule 610(d) of Regulation NMS, will be priced or trade, or both as follows:

   (i) If there are no displayed or non-displayed orders to sell (buy) on the Exchange Book priced equal to or below (above) the PBO (PBB), the ALO Order to buy (sell) will have a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).

   (ii) If the limit price of the ALO Order to buy (sell) crosses the working price of any displayed or non-displayed order on the Exchange Book priced equal to or below (above) the PBO (PBB), it will trade as the liquidity taker with such order(s). Any untraded quantity of the ALO Order will have a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).

   (iii) If the limit price of the ALO Order to buy (sell) locks the display price of any order ranked Priority 2 - Display Orders on the Exchange Book priced equal to or below (above) the PBO (PBB), it will be assigned a working price and display

price one MPV below (above) the price of the displayed order on the Exchange Book.

(iv) If the limit price of the ALO Order to buy (sell) locks the working price of any order ranked Priority 3 - Non-Display Orders on the Exchange Book priced equal to or below (above) the PBO (PBB), it will be assigned a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB), provided that,

(a) if there are any displayed orders at the working price of an order to sell (buy) ranked Priority 3 - Non-Display Orders, the ALO Order to buy (sell) will be priced under paragraph (e)(2)(B)(iii) of this Rule; and

(b) if the resting order(s) is a Limit Non-Displayed Order or MKT Only Order to sell (buy) that has been designated with a Non-Display Remove Modifier, the ALO Order will trade with such order(s) as the liquidity provider. Unless a resting order is designated with a Non-Display Remove Modifier, an ALO Order will trade only with arriving interest.

(v) An ALO Order to buy (sell) will not be assigned a working price or display price above (below) the limit price of such order.

(C) Once resting on the Exchange Book, ALO Orders will be re-priced or trade, or both, as follows:

(i) If the order(s) to sell (buy) ranked Priority 2 - Display Orders or PBO (PBB) reprices higher (lower), an ALO Order to buy (sell) will trade or be priced, or both, consistent with paragraphs (e)(2)(B)(i) - (iv) of this Rule.

(ii) If the PBO (PBB) re-prices lower (higher) to be equal to or lower (higher) than its last display price or if its limit price no longer locks or crosses the PBO (PBB), an ALO Order to buy (sell) will be priced pursuant to paragraphs (e)(1)(A)(iii) and (iv) of this Rule.

(D) An ALO Order will not trigger a contra-side MPL Order to trade.]

(3) Intermarket Sweep Order ("ISO"). A Limit Order that does not route and meets the requirements of Rule 600(b)(30) of Regulation NMS and must be designated IOC.

(A) An ISO may trade through a protected bid or offer, and will not be rejected or cancelled if it would lock, cross, or be marketable against an Away Market provided that it meets the following requirements:

(i) It is identified as an ISO in the manner prescribed by the Exchange; and

(ii) Simultaneously with the routing of an ISO to the Exchange, the ETP Holder routes one or more additional Limit Orders, as necessary, to trade against the full displayed size of any protected bids (for sell orders) or protected offers (for buy orders) on Away Markets. These additional routed orders must be identified as ISO.

(B) An ISO [designated IOC ("IOC ISO")] will be immediately traded with contra-side interest in the Exchange Book up to its full size and limit price and the quantity not so traded will be immediately and automatically cancelled. An [IOC] ISO may not be designated with an MTS.

[(C) An ISO designated Day ("Day ISO"), if marketable on arrival, will be immediately traded with contra-side interest in the Exchange Book up to its full size and limit price. Any untraded quantity of a Day ISO will be displayed at its limit price and may lock or cross a protected quotation that was displayed at the time of arrival of the Day ISO.

(D) A Day ISO may be designated with an ALO Modifier ("Day ISO ALO") and must be entered with a minimum of one displayed round lot. An arriving Day ISO ALO to buy (sell) may trade through or lock or cross a protected quotation that was displayed at the time of arrival of the Day ISO ALO, and will be priced or trade, or both, as follows:

(i) If the limit price of the Day ISO ALO to buy (sell) crosses the working price of any displayed or non-displayed order on the Exchange Book, it will trade as the liquidity taker with such order(s). Any untraded quantity of the Day ISO ALO will have a working price and display price equal to its limit price.

(ii) If the limit price of the Day ISO ALO to buy (sell) locks the display price of any order ranked Priority 2 - Display Orders on the Exchange Book, it will be assigned a working price and display price one MPV below (above) the price of the displayed order on the Exchange Book.

(iii) If the limit price of the Day ISO ALO Order to buy (sell) locks the working price of any order ranked Priority 3 - Non-Display Orders on the Exchange Book, it will be assigned a working price and display price equal to the limit price of the order, provided that,

(a) if there are any displayed orders at the working price of an order to sell (buy) ranked Priority 3 - Non-Display Orders, the Day ISO ALO to buy (sell) will be priced under paragraph (e)(3)(D)(ii) of this Rule; and

(b) if the resting order(s) is a Limit Non-Displayed Order or MKT Only Order to sell (buy) that has been designated with a Non-Display Remove Modifier, the Day ISO ALO will trade with such order(s) as the liquidity provider.

(iv) After being displayed, a Day ISO ALO will be re-priced and re-displayed or trade, or both, based on changes to orders ranked Priority 2 - Display Orders or the PBO (PBB) consistent with paragraphs (e)(2)(C)(i) and (ii) of this Rule.]

*****

(h) Pegged Orders. A Limit Order that does not route with a working price that is pegged to a dynamic reference price. If the designated reference price is higher (lower) than the limit price of a Pegged Order to buy (sell), the working price will be the limit price of the order. Pegged Orders are not displayed, are ranked Priority 3 – Non-Displayed Orders, and are not eligible to participate in auctions. If the PBBO is locked or crossed, both an arriving and resting Pegged Order will wait for a PBBO that is not locked or crossed before the working price is adjusted and the order becomes eligible to trade. A Pegged Order will be rejected on arrival, or cancelled when resting, if there is no PBO (PBB) against which to peg.

(1) Market Pegged Order. A Pegged Order to buy (sell) with a working price that is pegged to the PBO (PBB). [A Market Pegged Order to buy (sell) will be rejected on arrival, or cancelled when resting, if there is no PBO (PBB) against which to peg. Market Pegged Orders will not participate in any auctions.

   (A) Market Pegged Orders are not displayed and are ranked Priority 3 -Non-Display Orders.

   (B) If the PBBO is locked or crossed, both an arriving and resting Market Pegged Order will wait for a PBBO that is not locked or crossed before the working price is adjusted and the order becomes eligible to trade.

   (C)] A Market Pegged Order to buy (sell) may include an offset value that will set the working price below (above) the PBO (PBB) by the specified offset, which may be specified up to two decimals.

(2) Primary Pegged Order. A Pegged Order to buy (sell) with a working price that is pegged to the PBB (PBO), with no offset allowed. [A Primary Pegged Order to buy (sell) will be rejected on arrival, or cancelled when resting, if there is no PBB (PBO) against which to peg. A Primary Pegged Order is eligible to participate in auctions at the limit price of the order.

   (A) A Primary Pegged Order must include a minimum of one round lot displayed. The working price of a Primary Pegged Order equals the display price and the display quantity is ranked Priority 2 - Display Orders and the reserve interest is ranked Priority 3 - Non-Display Orders.

   (B) A Primary Pegged Order will be rejected if the PBBO is locked or crossed. If after arrival, the PBBO becomes locked or crossed, the Primary Pegged Order will wait

for a PBBO that is not locked or crossed before the working price is adjusted, but remains eligible to trade at its current working price.]

(3) Discretionary Pegged Order. A Pegged Order to buy (sell) that upon entry to the Exchange is assigned a working price equal to the lower (higher) of the midpoint of the PBBO ("Midpoint Price") or the limit price of the order. Any untraded shares of such order are assigned a working price equal to the lower (higher) of PBB (PBO) or the order's limit price and is automatically adjusted in response to changes to the PBB (PBO) for buy (sell) orders up (down) to the order's limit price. In order to trade with contra-side orders on the Exchange Book, a Discretionary Pegged Order to buy (sell) will exercise the least amount of price discretion necessary from its working price to its discretionary price (defined as the lower (higher) of the Midpoint Price or the Discretionary Pegged Order's limit price), except during periods of quote instability, as defined in paragraph (h)(3)(D) below.

>   (A) Discretionary Pegged Orders [are not displayed,] must be designated Day[, do not participate in any auctions, and are eligible to be designated for the Core Trading Session only. Discretionary Pegged Orders that include a designation for the Early Trading Session or Late Trading Session will be rejected].

<div align="center">*****</div>

>   [(E) If the PBBO is locked or crossed, both an arriving and resting Discretionary Pegged Order will wait for a PBBO that is not locked or crossed before the working price is adjusted and the order becomes eligible to trade.]

<div align="center">*****</div>

(j) Q Order. A Limit Order submitted to the Exchange by a Market Maker, and designated by a Market Maker as a "Q Order" through such means as the Exchange will specify. Q Orders entered by ETP Holders that are not registered in that security as a market maker will be rejected.

(1) A Q Order must have a minimum of one round lot displayed on entry, must be designated Day, and does not route. A Q Order to buy (sell) will be rejected if: (i) it has limit price at or above (below) the PBO (PBB); or (ii) it is designated as a[n MKT Only]Non-routable Limit Order[, ALO Order,] or ISO.

<div align="center">*****</div>

Rule 7.34E. Trading Sessions

<div align="center">*****</div>

(c) *Orders Permitted in Each Session*.

(1) Early Trading Session. Unless otherwise specified in paragraphs (c)(1)(A) - (E), orders and modifiers defined in Rule 7.31E that are designated for the Early Trading Session are eligible to participate in the Early Trading Session.

   (A) Market Orders and Pegged Orders are not eligible to participate in the Early Trading Session. Market Orders and Pegged Orders that include a designation for the Early Trading Session will be rejected. [Market] Pegged Orders [and Discretionary Pegged Orders], regardless of the session designated for the order, may not be entered before or during the Early Trading Session and will be rejected.

*****

Rule 7.35E. Auctions

*****

(h) Transition to Continuous Trading. After auction processing concludes, including if there is no Matched Volume and an auction is not conducted or when transitioning from one trading session to another, the Exchange will transition to continuous trading following an auction or when transitioning from one trading session to another as follows:

*****

(3) When transitioning to continuous trading from a prior trading session or following an auction, orders will be processed as follows:

*****

   (C) When processing orders, the display price and working price of an order will be adjusted based on the PBBO or NBBO, as provided for in Rule 7.31E. [When transitioning to continuous trading, the display price and working price of Day ISOs will be adjusted in the same manner as MKT Only Orders until the Day ISO is either traded in full or displayed at its limit price.]

*****

Section 4. Operation of Routing Broker

Rule 7.45E. Operation of a Routing Broker

(a) The term "Routing Broker" shall mean the broker-dealer affiliate of [NYSE MKT LLC]the Exchange and/or any other non-affiliate third-party broker-dealer that acts as a facility of [NYSE MKT LLC]the Exchange for routing orders entered into Exchange systems to other market centers for execution whenever such routing is required by the

Rules of the Exchange and federal securities laws. The Routing Brokers will operate as described in this Rule 7.45E.

*****

Section 5. Plan to Implement a Tick Size Pilot Program

Rule 7.46E. Tick Size Pilot Plan

*****

(f) Exchange handling of orders during the Pilot Period for the Plan.

*****

(5) For Pilot Securities in Test Groups Three:

*****

(F) Orders with instructions not to route, as defined in Rule 7.31E(e):

(i) On arrival, orders with instructions not to route will trade with resting orders in the Exchange Book consistent with the terms of the order and the Trade-At Prohibition.

(a) [On arrival, Day ISOs will be eligible for the exception set forth in paragraph (e)(4)(C)(ix) of this Rule.

(b)] An [IOC] ISO to buy (sell) will not trade with orders to sell (buy) ranked Priority 1 - Market Orders or Priority 3 - Non-Display Orders that are the same price as a protected offer (bid) unless the limit price of such [IOC] ISO is higher (lower) than the price of protected offer (bid).

(ii) When being added to the Exchange Book, a[n MKT Only]Non-routable Limit Order [or ALO Order] to buy (sell) with a limit price equal to or above (below) the PBO (PBB) will be assigned a display price and working price one MPV below (above) the PBO (PBB).

(iii) Once resting on the Exchange Book, a[n MKT Only]Non-routable Limit Order [or ALO Order] to buy (sell) will not be eligible to trade with later-arriving orders to sell (buy) ranked Priority 2 - Display Orders priced equal to the PBO (PBB). A later arriving order to buy (sell) that is eligible to trade with the PBO (PBB) may trade before such resting order.

*****

Commentary:

*****

.70 A Trading Center shall begin the data collection required pursuant to Appendix B.I.a(1) through B.II.(y) of the Plan and Item I of Appendix C of the Plan on April 4, 2016. The requirement that the Exchange or their DEA provide information to the SEC within 30 days following month end and make certain data publicly available on the Exchange's or DEA's web site pursuant to Appendix B and C of the Plan shall commence at the beginning of the Pilot Period. Notwithstanding the provisions of paragraphs (b)(2), (b)(3)(C) and (b)(5) of this Rule, with respect to data for the Pre-Pilot Period and Pilot Period, the requirement that the Exchange or their DEA make Appendix B data publicly available on the Exchange's or DEA's website shall commence on [April 28,]August 31, 2017. Notwithstanding the provisions of paragraph (b)(4) of this Rule, the Exchange or their DEA shall make Appendix C data for the Pre-Pilot Period through January 2017 publicly available on the Exchange's or DEA's website by February 28, 2017.

*****