

Exhibit 5A

New text is double-underlined;
Deleted text is in [brackets]

AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
MIAX PEARL, LLC

[**THIS IS TO CERTIFY** that there is hereby formed a limited liability company under and by virtue of the Delaware Limited Liability Company Act (the “Act”) (6 Del. C. §18-101, et. seq.).] This filing has been executed and filed in accordance with Section 18-208 of the Limited Liability Company Act. This document is being executed for the purpose of amending and restating the original Certificate of Formation, filed on February 11, 2016, under file number: 5880323.

1. The name of the limited liability company is **MIAX PEARL, LLC** (the “Company”).

2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, ZIP Code 19801, and the name of the registered agent at such address for service of process is **The Corporation Trust Company**.

3. This Certificate shall be effective upon filing.

4. The duration of this limited liability company will be perpetual.

IN WITNESS WHEREOF, the undersigned, an authorized person, has signed this certificate this _____ day of _____, 2020[11th day of February, 2016].

MIAX PEARL, LLC

By: _____

Barbara J. Comly

EVP, General Counsel & Corporate Secretary

BARBARA J. COMLY
7 Roszel Road, 5th Floor
Princeton, NJ 08540]