

Exhibit 5

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

**[AMENDED AND]RESTATED
CERTIFICATE OF FORMATION
OF
MIAX PEARL, LLC**

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.

MIAX PEARL, LLC

By: _____
Barbara J. Comly
EVP, General Counsel & Corporate Secretary