

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined>.

NASDAQ PHLX LLC RULES

* * * * *

EQUITY 4 EQUITY TRADING RULES

* * * * *

Rule 3312. Clearly Erroneous Transactions

[The provisions of paragraphs (a)(2)(C), (b), and (c)(1) of this Rule, as amended on September 30, 2010, and the provisions of paragraphs (g) through (i), shall be in effect during a pilot period that expires at the close of business on October 20, 2022. If the pilot period is not either extended or approved as permanent, the prior versions of paragraphs (a)(2)(C), (b), and (c)(1) shall be in effect, and the provisions of paragraphs (g) through (i) shall be null and void.]

(a) Authority to Review Transactions Pursuant to Complaint of Market Participant

(1) Definition. For purposes of this Rule, the terms of a transaction executed on PSX are "clearly erroneous" when there is an obvious error in any term, such as price, number of shares or other unit of trading, or identification of the security. A transaction made in clearly erroneous error and cancelled by both parties or determined by the Exchange to be clearly erroneous will be removed from the consolidated tape.

(2) Requests and Timing of Review. A member organization that receives an execution on an order that was submitted erroneously to PSX for its own or customer account may request that the Exchange review the transaction under this Rule. An official of the Exchange shall review the transaction under dispute and determine whether it is clearly erroneous, with a view toward maintaining a fair and orderly market and the protection of investors and the public interest. Such requests for review shall be made in writing via electronic complaint or other means specified from time to time by the Exchange as announced in an Equity Trader Alert. A request for review shall include information concerning the time of the transaction(s), security symbol(s), number of shares, price(s), side (bought or sold), and factual basis for believing that the trade is clearly erroneous. Upon receipt of a timely filed request that satisfies the [Numerical G]guidelines set forth in paragraph (a)(2)(C) the counterparty to the trade shall be notified by the Exchange as soon as practicable, but generally within 30 minutes. An Exchange official may request additional supporting written information to aid in the resolution of the matter. If requested, each party to the transaction shall provide, within 30 minutes of the request, any supporting written information. Either party to the disputed trade may request the supporting written information provided by the other party on the matter.

(A) Filing Time Periods.

(i) Except as provided in paragraph (a)(2)(A)(ii) and (a)(2)(A)(iii), any member organization or person associated with a member organization that seeks to have a transaction reviewed pursuant to paragraph (a) hereof shall submit a written complaint to the Exchange within 30 minutes of the execution time.

(ii) Routed executions from other market centers will generally have an additional 30 minutes from receipt of their Participant's timely filing, but no longer than 60 minutes from the time of the execution at issue, to file with the Exchange for review of transactions routed to PSX from that market center and executed on PSX.

(iii) In the case of an Outlier Transaction, during Pre-Market or Post-Market Hours or eligible for review pursuant to paragraph (a)(2)(C)(1)(i), an Exchange official may at its sole discretion, and on a case-by-case basis, consider requests received pursuant to this Rule after 30 minutes, but not longer than 60 minutes after the transaction in question, depending on the facts and circumstances surrounding such request. "Outlier Transaction" means a transaction where:

A. the execution price of the security is greater than three times the current Numerical Guidelines set forth in paragraph (a)(2)(C)(2), or

B. the execution price of the security in question is not within the Outlier Transaction parameters set forth in paragraph (a)(2)(A)(iii)A. above, but the execution price breaches the 52-week high or 52-week low. In such cases, the Exchange may consider Additional Factors as outlined in paragraph (a)(2)(C)(2)(iii), in determining if the transaction qualifies for further review or if the Exchange shall decline to act.

(B) Once a party has applied to the Exchange for review and the transaction has been determined to be eligible for review, the transaction shall be reviewed and a determination rendered, unless (i) both parties to the transaction agree to withdraw the application for review prior to the time a decision is rendered by the Exchange official, or (ii) the complainant withdraws its application for review prior to the notification of counterparties. In the event that the Exchange official determines that the transaction in dispute is clearly erroneous, the official shall declare the transaction null and void. A determination shall be made generally within 30 minutes of receipt of the complaint, but in no case later than the start of [Regular Trading] Market Hours (9:30:00 to 4:00:00) on the following trading day. The parties shall be promptly notified of the determination.

(C) [Determinations of a clearly erroneous execution will be made as follows:] **Clearly Erroneous Review.**

(1) Review of transactions occurring during Market Hours. If the execution time of the transaction(s) under review is during Market Hours, the transaction will not be reviewable as clearly erroneous unless the transaction:

(i) is in an NMS Stock that is not subject to the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the “Limit Up-Limit Down Plan” or “LULD Plan”). In such case, the Numerical Guidelines set forth in subparagraph (C)(2) of this Rule will be applicable to such NMS Stock;

(ii) was executed at a time when Price Bands under the LULD Plan were not available, or is the result of an Exchange technology or systems issue that results in the transaction occurring outside of the applicable LULD Price Bands pursuant to paragraph (g), or is executed after the primary listing market for the security declares a regulatory trading halt, suspension, or pause pursuant to paragraph (i). A transaction subject to review pursuant to this paragraph shall be found to be clearly erroneous if the price of the transaction to buy (sell) that is the subject of the complaint is greater than (less than) the Reference Price, described in subparagraph (D) below, by an amount that equals or exceeds the applicable Percentage Parameter defined in Appendix A to the LULD Plan (“Percentage Parameters”); or

(iii) involved, in the case of (1) a corporate action or new issue or (2) a security that enters a Trading Pause pursuant to the LULD Plan and resumes trading without an auction, a Reference Price that is determined to be erroneous by an Officer of the Exchange or senior level employee designee because it clearly deviated from the theoretical value of the security. In such circumstances, the Exchange may use a different Reference Price pursuant to subparagraph (D)(2) of this Rule. A transaction subject to review pursuant to this paragraph shall be found to be clearly erroneous if the price of the transaction to buy (sell) that is the subject of the complaint is greater than (less than) the new Reference Price, described in subparagraph (D)(2) below, by an amount that equals or exceeds the Numerical Guidelines or Percentage Parameters, as applicable depending on whether the security is subject to the LULD Plan.

(2[i]) Numerical Guidelines.

(i) Subject to the [provisions of] additional factors described in paragraph (a)(2)(C)(2)(iii) below, a transaction executed during Pre-Market or Post-Market Hours, or eligible for review pursuant to subparagraph (C)(1)(i), shall be found to be clearly erroneous only if the price of the transaction to buy (sell) that is the subject of the complaint is greater than (less than) the Reference Price by an amount that equals or exceeds the Numerical Guidelines set forth below. [The execution time of the transaction under review determines whether the threshold is Regular Trading Hours or Pre-Opening and After Hours Trading Session (which occurs before and after Regular Trading Hours). The Reference Price will be equal to the consolidated last sale immediately prior to the execution(s) under review except for: (A) Multi-Stock Events involving twenty or more securities, as described in paragraph (a)(2)(C)(ii) below; and (B) in other circumstances, such as, for example, relevant news impacting a security or securities, periods of extreme market volatility, sustained illiquidity, or widespread system issues, where use of a different Reference Price is necessary for the maintenance of a fair and orderly market and the protection of investors and the public interest.]

| Reference Price, Circumstance or Product | [Regular Trading] <u>Market Hours Numerical Guidelines for transactions eligible for review pursuant to subparagraph (C)(1)(i)</u> (Subject transaction's % difference from the Reference Price): | <u>Pre-Market[Opening] and [After]Post-Market Hours [Trading Session] Numerical Guidelines (Subject transaction's % difference from the Reference Price):</u> |
|---|---|---|
| Greater than \$0.00 up to and including \$25.00 | 10% | 20% |
| Greater than \$25.00 up to and including \$50.00 | 5% | 10% |
| Greater than \$50.00 | 3% | 6% |
| Multi-Stock Event - Filings involving five or more, but | 10% | 10% |

| | | |
|---|---|--|
| less than twenty, securities whose executions occurred within a period of five minutes or less | | |
| Multi-Stock Event - Filings involving twenty or more securities whose executions occurred within a period of five minutes or less | 30%, subject to the terms of paragraph (a)(2)(C)(2)(ii) below | 30%, subject to the terms of paragraph (a)(2)(C)(2)(ii) below |
| Leveraged ETF/ETN securities | [Regular Trading Hours Numerical Guidelines multiplied by the leverage multiplier (i.e. 2x)]N/A | [Regular Trading]Market Hours Numerical Guidelines multiplied by the leverage multiplier (i.e. 2x) |

(ii) Multi-Stock Events Involving Twenty or More Securities. [During]Multi-Stock Events involving twenty or more securities may be reviewable as clearly erroneous if they occur during Pre-Market or Post-Market Hours or are eligible for review pursuant to subparagraph (C)(1)(i). During Multi-Stock Events, the number of affected transactions is such that immediate finality may be necessary to maintain a fair and orderly market and to protect investors and the public interest. In such circumstances, the Exchange may use a Reference Price other than consolidated last sale. To ensure consistent application across market centers when this paragraph is invoked, the Exchange will promptly coordinate with the other market centers to determine the appropriate review period, which may be greater than the period of five minutes or less that triggered application of this paragraph, as well as select one or more specific points in time prior to the transactions in question and use transaction prices at or immediately prior to the one or more specific points in time selected as the Reference Price. The Exchange will nullify as clearly erroneous all transactions that are at prices equal to or greater than 30% away from the Reference Price in each affected security during the review period selected by the Exchange and other markets consistent with this paragraph.

(iii) Additional Factors. Except in the context of a Multi-Stock Event involving five or more securities, an Exchange official

may also consider additional factors to determine whether an execution is clearly erroneous, [including but not limited to,] provided the execution occurred during Pre-Market or Post-Market Hours or are eligible for review pursuant to subparagraph (C)(1)(i). Such additional factors include, but are not limited to, system malfunctions or disruptions, volume and volatility for the security, derivative securities products that correspond to greater than 100% in the direction of a tracking index, news released for the security, whether trading in the security was recently halted/resumed, whether the security is an IPO, whether the security was subject to a stock-split, reorganization, or other corporate action, overall market conditions, Pre-Market [Opening] and [After] Post-Market Hours [Trading Session] executions, validity of the consolidated tapes trades and quotes, consideration of primary market indications, and executions inconsistent with the trading pattern in the stock. Each additional factor shall be considered with a view toward maintaining a fair and orderly market and the protection of investors and the public interest.

(D) Reference Price. The Reference Price referred to in subparagraphs (C)(1) and (C)(2) above will be equal to the consolidated last sale immediately prior to the execution(s) under review except for:

- (1) in the case of Multi-Stock Events involving twenty or more securities, as described in subparagraph (C)(2)(ii) above;
- (2) in the case of an erroneous Reference Price, as described in subparagraph (C)(1)(iii) above. In the case of (C)(1)(iii)(1), the Exchange would consider a number of factors to determine a new Reference Price that is based on the theoretical value of the security, including but not limited to, the offering price of the new issue, the ratio of the stock split applied to the prior day's closing price, the theoretical price derived from the numerical terms of the corporate action transaction such as the exchange ratio and spin-off terms, and for an OTC up-listing, the price of the security as provided in the prior day's FINRA Trade Dissemination Service final closing report. In the case of (C)(1)(iii)(2), the Reference Price will be the last effective Price Band that was in a limit state before the Trading Pause; or
- (3) in other circumstances, such as, for example, relevant news impacting a security or securities, periods of extreme market volatility, sustained illiquidity, or widespread system issues, where use of a different Reference Price is necessary for the maintenance of a fair and orderly market and the protection of investors and the public interest, provided that such circumstances occurred during Pre-Market or Post-

Market Hours or are eligible for review pursuant to subparagraph (C)(1)(i).

(b) Procedures for Reviewing Transactions on the Exchange's Own Motion

(1) [System Disruption or Malfunctions. In the event of any disruption or a malfunction in the operation of any electronic communications and trading facilities of the Exchange in which the nullification of transactions may be necessary for the maintenance of a fair and orderly market or the protection of investors and the public interest exist, the President of the Exchange or any designated officer or senior level employee ("Senior Official") of the Exchange, on his or her own motion, may review such transactions and declare such transactions arising out of the operation of such facilities during such period null and void. In such events, the Senior Official will rely on the provisions of paragraph (a)(2)(C)(i)-(iii) of this Rule, but in extraordinary circumstances may also use a lower Numerical Guideline if necessary to maintain a fair and orderly market, protect investors and the public interest. Absent extraordinary circumstances, any such action of the Senior Official pursuant to this paragraph (b)(1) shall be taken within thirty (30) minutes of detection of the erroneous transaction. When extraordinary circumstances exist, any such action of the Senior Official must be taken by no later than the start of Regular Trading Hours on the trading day following the date of execution(s) under review. Each Member involved in the transaction shall be notified as soon as practicable by the Exchange, and the party aggrieved by the action may appeal such action in accordance with the provisions of paragraph (c)(1) below.

(2) Senior Official Acting on Own Motion. A Senior Official, acting on his or her own motion, may review potentially erroneous [executions]transactions occurring during Pre-Market or Post-Market Hours or that are eligible for review pursuant to paragraph (a)(2)(C)(1). and declare trades null and void or shall decline to take any action in connection with the completed trade(s). In such events, the Senior Official will rely on the provisions of paragraph (a)(2)(C)(1)-(2)[(i)-(iii)] of this Rule. Absent extraordinary circumstances, any such action of the Senior Official shall be taken in a timely fashion, generally within thirty (30) minutes of the detection of the erroneous transaction. When extraordinary circumstances exist, any such action of the Senior Official must be taken by no later than the start of [Regular Trading]Market Hours on the trading day following the date of execution(s) under review. When such action is taken independently, each party involved in the transaction shall be notified as soon as practicable by the Exchange, and the party aggrieved by the action may appeal such action in accordance with the provisions of paragraph (c)(1) below.

* * * * *

(e) Fees

(1) Filing Fees

No fee shall be assessed to a member organization for filing two or fewer unsuccessful clearly erroneous complaints pursuant to paragraph (a)(2) during a calendar month. A member organization shall be assessed a fee of \$250.00 for each additional unsuccessful complaint filed thereafter during the calendar month. An unsuccessful complaint is one in which the Exchange does not break any of the trades included in the complaint. Each security filed on is considered a separate complaint. In cases where the member organization files on multiple securities at the same time, the Exchange calculates the fee separately for each security depending upon whether the Exchange breaks any trades filed on by the member organization in that security. Adjustments or voluntary breaks negotiated by the Exchange to trades executed at prices that meet the Percentage Parameters or Numerical Guidelines set forth in (a)(2)(C)(2[i]) count as breaks by the Exchange for purposes of this paragraph. A member organization for purposes of this paragraph (e)(1) is defined by each unique broker Web CRD Number. All market participant identifiers associated with that Web CRD Number shall be included when calculating the number of unsuccessful clearly erroneous complaints for that member organization during the calendar month. No fee pursuant to this paragraph (e)(1) shall be assessed for a complaint that is (A) successful, where the final decision by the Exchange (including after appeal, if any) is to break at least one of the trades filed on by the member organization, (B) not timely filed under the parameters in paragraph (a)(2)(A), (C) withdrawn by the complainant within five (5) minutes of filing and before the Exchange has performed any substantial work on the complaint, or (D) adjudicated by the Exchange on its own motion under Equity 4, Rule 3312(b).

* * * * *

(g) [Securities Subject to Limit Up-Limit Down Plan]**Transactions Occurring Outside of LULD Plan Price Bands.** [For purposes of this paragraph, the phrase "Limit Up-Limit Down Plan" or "Plan" shall mean the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act. The provisions of paragraphs (a) through (f) above and (h) through (i) below shall govern all Exchange transactions, including transactions in securities subject to the Plan, other than as set forth in this paragraph (g).] If as a result of an Exchange technology or systems issue any transaction occurs outside of the applicable [p]Price [b]Bands disseminated pursuant to the LULD Plan, a Senior Official of the Exchange, acting on his or her own motion or at the request of a third party, shall review and declare any such trades null and void. Absent extraordinary circumstances, any such action of the Senior Official of the Exchange shall be taken in a timely fashion, generally within thirty (30) minutes of the detection of the erroneous transaction. When extraordinary circumstances exist, any such action of the Senior Official of the Exchange must be taken by no later than the start of [Regular Trading]Market Hours on the trading day following the date on which the execution(s) under review occurred. Each Member involved in the transaction shall be notified as soon as practicable by the Exchange, and the party aggrieved by the action may appeal such

action in accordance with the provisions of paragraph (c) above. In the event that a single plan processor experiences a technology or systems issue that prevents the dissemination of [p]Price [b]Bands, the Exchange will make the determination of whether to nullify transactions based on paragraph (a)(2)(C)(1)(ii) above[paragraphs (a) through (f) above and (h) through (i) below].

(h) Multi-Day Event . A series of transactions in a particular security on one or more trading days may be viewed as one event if all such transactions were effected based on the same fundamentally incorrect or grossly misinterpreted issuance information resulting in a severe valuation error for all such transactions (the "Event"). An Officer of the Exchange or senior level employee designee, acting on his or her own motion, shall take action to declare all transactions that occurred during the Event null and void not later than the start of trading on the day following the last transaction in the Event. If trading in the security is halted before the valuation error is corrected, an Officer of the Exchange or senior level employee designee shall take action to declare all transactions that occurred during the Event null and void prior to the resumption of trading. Notwithstanding the foregoing, no action can be taken pursuant to this paragraph with respect to any transactions that have reached settlement date or that result from an initial public offering of a security. To the extent transactions related to an Event occur on one or more other market centers, the Exchange will promptly coordinate with such other market center(s) to ensure consistent treatment of the transactions related to the Event, if practicable. Any action taken in connection with this paragraph will be taken without regard to the Percentage Parameters or Numerical Guidelines set forth in this Rule. Each Member involved in a transaction subject to this paragraph shall be notified as soon as practicable by the Exchange, and the party aggrieved by the action may appeal such action in accordance with the provisions of paragraph (c) above.

(i) Trading Halts . In the event of any disruption or malfunction in the operation of the electronic communications and trading facilities of the Exchange, another market center or responsible single plan processor in connection with the transmittal or receipt of a regulatory trading halt, suspension or pause, an Officer of the Exchange or senior level employee designee, acting on his or her own motion, shall nullify any transaction in a security that occurs after the primary listing market for such security declares a regulatory trading halt, suspension or pause with respect to such security and before such regulatory trading halt, suspension or pause with respect to such security has officially ended according to the primary listing market. In addition, in the event a regulatory trading halt, suspension or pause is declared, then prematurely lifted in error and is then re-instituted, an Officer of the Exchange or senior level employee designee shall nullify transactions that occur before the official, final end of the halt, suspension or pause according to the primary listing market. Any action taken in connection with this paragraph shall be taken in a timely fashion, generally within thirty (30) minutes of the detection of the erroneous transaction and in no circumstances later than the start of [the Regular] Market Hours[Session] on the trading day following the date of execution(s) under review. Any action taken in connection with this paragraph will be taken without regard to the Percentage Parameters or Numerical Guidelines set forth in this Rule. Each Member involved in a transaction subject to this paragraph shall be notified as soon as

practicable by the Exchange, and the party aggrieved by the action may appeal such action in accordance with the provisions of paragraph (c) above.

* * * * *