

EXHIBIT 5

Proposed new language is underlined; proposed deletions are in [brackets].

**Bats EDGX Exchange Fee Schedule**

Effective [~~August 5~~ September 1, 2016]

\* \* \* \* \*

**Fee Codes and Associated Fees:**

| Fee Code          | Description                  | Fee/(Rebate)<br>Securities at or<br>above \$1.00 | Fee/(Rebate)<br>Securities<br>below \$1.00 |
|-------------------|------------------------------|--------------------------------------------------|--------------------------------------------|
| 10 - Z            | (No change.)                 |                                                  |                                            |
| ZA <sup>[1]</sup> | Retail Order, adds liquidity | (0.00340)                                        | (0.00003)                                  |
| ZR                | (No change.)                 |                                                  |                                            |

\* \* \* \* \*

**Footnotes:**

1. **Add Volume Tiers:**

The rebates to add provided by the below add volume tiers are applicable to the following fee codes: B, V, Y, 3, and 4[ and ZA].

| Tier                                 | Rebate per share to<br>Add | Required Criteria |
|--------------------------------------|----------------------------|-------------------|
| Mega Tier 1 -<br>Cross-Asset<br>Tier | (No change.)               |                   |

2- 11. (No change.)

\* \* \* \* \*