

EXHIBIT 5

Proposed new text is underlined. Deleted text is [bracketed].

**Rules of NASDAQ OMX BX
Options Rules**

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Chapter XV Options Pricing

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Sec. 2 BX Options Market—Fees and Rebates

The following charges shall apply to the use of the order execution and routing services of the BX Options market for all securities.

(1) – (4) No Change.

(5) Fees and rebates for BX Price Improvement Auction (“PRISM”)

Fees and rebates (per contact)

<u>Type of Market Participants</u>	<u>Submitted PRISM Order</u>		<u>Responded to PRISM Auction</u>		<u>PRISM Order Traded With PRISM Response</u>	
	<u>fee</u>		<u>fee</u>		<u>rebate</u>	
	<u>Agency Order</u>	<u>Contra-Side Order</u>	<u>Penny Classes</u>	<u>Non-Penny Classes</u>	<u>Penny Classes</u>	<u>Non-Penny Classes</u>
<u>Customer</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.49</u>	<u>\$0.94</u>	<u>\$0.35</u>	<u>\$0.70</u>
<u>BX Options Market Maker</u>	<u>\$0.30</u>	<u>\$0.05</u>	<u>\$0.49</u>	<u>\$0.94</u>	<u>\$0.00</u>	<u>\$0.00</u>
<u>Non-Customer</u>	<u>\$0.30</u>	<u>\$0.05</u>	<u>\$0.49</u>	<u>\$0.94</u>	<u>\$0.00</u>	<u>\$0.00</u>

BX will apply the rebate to market participants that submitted a PRISM Order pursuant to a PRISM Auction and the PRISM Order Traded with PRISM Response. The Agency Order fee for Submitted PRISM Order will be applicable to any contract(s) for which a rebate is provided for PRISM Order Traded with PRISM Response.

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