

EXHIBIT 5

The Certificate of Incorporation, Second Amended Limited Liability Company Agreement, By-Laws and Rulebook will be amended, as applicable, in the following manner:

- References to “NASDAQ” will be changed to “Nasdaq”
- References to “NASDAQ BX, Inc.” or “NASDAQ BX” will be changed to “Nasdaq BX, Inc.” or “Nasdaq BX”
- References to “The NASDAQ Stock Market LLC” or “NASDAQ Stock Market LLC” will be changed to “The Nasdaq Stock Market LLC”
- References to “NASDAQ PHLX LLC” or “NASDAQ PHLX” will be changed to “Nasdaq PHLX LLC” or “Nasdaq PHLX”
- References to “The NASDAQ OMX Group, Inc.” or “NASDAQ OMX Group, Inc.” will be changed to “Nasdaq, Inc.”¹
- In addition to the preceding changes, all references to “OMX” will be removed from the Rulebook.²
- References to “NASDAQ Execution Services, LLC” will be changed to as “Nasdaq Execution Services, LLC”
- In all instances where the word “the” should have been capitalized, (e.g., By-Law, Section 4.13(c)), the Exchange will make the appropriate correction.

¹ See Securities Exchange Act Release No. 75421 (July 10, 2015), 80 FR 42136 (July 16, 2015) (SR-BSECC-2015-001, SR-BX-2015-030, SR-NASDAQ-2015-058, SR-Phlx-2015-46, SR-SCCP-2015-01).

² Id.

No other changes are being proposed in this filing. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. Accordingly, this filing is being submitted under Rule 19b-4(f)(3). In lieu of providing a copy of the marked changes, the Exchange represents that it will make the necessary non-substantive revisions to the Certificate of Incorporation, Second Amended Limited Liability Company Agreement, By-Laws and Rulebook and post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

The Exchange notes that the following references are not being amended in the Exchange's governing documents and the Exchange's Rulebook:

- Any name with a trademark (TM) or service mark (SM) attached to the name.
- Any references in the Certificate of Incorporation which references a prior name of the Exchange and reflects a historical date wherein that name was in effect.