

EXHIBIT 5

New text is underlined; deleted text is bracketed.

Rules of Nasdaq BX**Equity Rules**

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2140. Restrictions on Affiliation

(a) – (b) No change.

(c) Nasdaq, Inc., which is the holding company owning the Exchange[,] and Nasdaq Execution Services, LLC[,] and Nasdaq Options Services LLC,] shall establish and maintain procedures and internal controls reasonably designed to ensure that [neither]Nasdaq Execution Services, LLC [nor Nasdaq Options Services LLC]does not develop[s] or implement[s] changes to its system on the basis of non-public information regarding planned changes to Exchange systems, obtained as a result of its affiliation with the Exchange, until such information is available generally to similarly situated members of the Exchange in connection with the provision of inbound routing to the Exchange.

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Options Rules

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Chapter VI Trading Systems

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Sec. 10 Book Processing

System orders shall be executed through the BX Book Process set forth below:

(1) – (4) No change.

(5) *Market Access*. In addition to the Exchange Rules regarding routing to away trading centers, Nasdaq [Options]Execution Services, LLC, as defined in Chapter VI, Section 11(e) has, pursuant to Rule 15c3-5 under the Act, implemented certain tests designed to mitigate risks associated with providing the Exchange's Members with access to such away trading centers. Pursuant to the policies and procedures developed by Nasdaq [Options]Execution Services to comply with Rule 15c3- 5, if an order or series of orders are deemed to be violative of applicable pre-trade requirements under Rule 15c3-5, the order will be rejected prior to routing and/or [Nasdaq Options Services]NES will seek to cancel the order if it has been routed.

(6) – (7) No change.

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