

Exhibit 5B

(additions are underlined; deletions are [bracketed])

**[FIFTH] SIXTH AMENDED AND RESTATED**

**CERTIFICATE OF INCORPORATION**

**of**

**CBOE C2 [OPTIONS] EXCHANGE, [INCORPORATED]INC.**

C2 Options Exchange, Incorporated, a corporation organized under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

1. The Corporation was incorporated on July 21, 2009 under the name “C2 Options Exchange, Incorporated”.
2. This [Fifth] Sixth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware (the “GCL”) and by the written consent of its sole stockholder in accordance with Section 228 of the GCL. This [Fifth] Sixth Amended and Restated Certificate of Incorporation restates, integrates and further amends the provisions of the [Fourth] Fifth Amended and Restated Certificate of Incorporation of the Corporation.
3. The text of the [Fifth] Sixth Amended and Restated Certificate of Incorporation as amended and restated shall read in full as follows:

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FIFTH: (a) The governing body of the Corporation shall be its Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) The Board of Directors of the Corporation shall consist of not less than 5 directors, the exact number to be fixed in accordance with the Corporation’s Bylaws.

(c) [Only persons who are nominated by the Nominating and Governance Committee shall be eligible for election as directors.] The sole stockholder shall nominate directors for election and [Nominating and Governance Committee] shall be bound to [accept and] nominate and elect (a) the individual(s) recommended by the Representative Director Nominating Body (as defined in the Corporation’s Bylaws) for nomination as Representative Director (as defined in the Corporation’s Bylaws), provided that the individuals so [nominated] recommended by the Representative Director Nominating Body are not opposed by a petition candidate or (b) the individual(s) who receive the most votes pursuant to a petition election as set forth in Section 3.2 of the Corporation’s Bylaws; provided, however, that any individual(s) recommended by the Representative Director Nominating Body and any individual(s) who are petition candidates pursuant to clause (b) of the preceding sentence shall satisfy the compositional requirements determined by the Board of Directors from time to time pursuant to a resolution adopted by the

Board in accordance with Section 3.1 of the Corporation's Bylaws, designating the number of Representative Directors that are Non-Industry Directors and Industry Directors (if any), as such terms are defined in the Corporation's Bylaws; and provided further, that the Board of Directors [and/or Nominating and Governance Committee, as applicable,] shall make such determinations as to whether a director candidate satisfies applicable qualifications for election as a director pursuant to and in accordance with Section 3.1 of the Corporation's Bylaws.

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IN WITNESS WHEREOF, Cboe C2 [Options] Exchange, Inc.[orporated] has caused this certificate to be signed as of this [16<sup>th</sup>] — day of [October] \_\_\_\_, 201[7]\_\_.

CBOE C2 [OPTIONS] EXCHANGE,  
[INCORPORATED]INC.

By: [/s/ Edward T. Tilly]  
Name: Edward T. Tilly  
Its: Chief Executive Officer