

Exhibit 5B(additions are underlined; deletions are [bracketed])

**[SECOND] THIRD AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**of**  
**[BATS] CBOE BYX EXCHANGE, INC.**

The corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on July 30, 2009 under the name BATS Y- Exchange, Inc. This [Second] Third Amended and Restated Certificate of Incorporation of the corporation, which [only] restates and integrates and [does not] further amends\_ [(except as permitted under Section 242(a)(1) of the General Corporation Law of the State of Delaware in order to change the name of the corporation)] the provisions of the corporation's Second Amended and Restated Certificate of Incorporation, was duly adopted by the Board of Directors of the corporation in accordance with the provisions of Sections 242[(b)(1)] and 245 of the General Corporation Law of the State of Delaware and by the written consent of its stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware. The Second Amended and Restated Certificate of Incorporation of the corporation is hereby amended, integrated and restated to read in its entirety as follows:

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SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801[-1297]. The name of the Corporation's registered agent at such address shall be The Corporation Trust Company.

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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 [Nominating and Governance Committee] sole stockholder shall nominate directors for election and 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, [BATS] Cboe BYX Exchange, Inc. has caused this certificate to be signed as of this [16th]\_\_\_\_ day of [October]\_\_\_\_, 201[7]\_\_\_\_.

[BATS] CBOE BYX EXCHANGE, INC.

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