

Exhibit 5

Additions are underlined; deletions are [bracketed].

EDGA Exchange, Inc. Fee Schedule – Effective [November 1]December 2, 2013

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Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities¹:

Rebates indicated by parentheses ().

The rates listed in the Standard Rates table apply unless a Member is assigned a liquidity flag other than a standard flag. If a Member is assigned a liquidity flag other than a standard flag, the rates listed in the Liquidity Flags table will apply.

Footnotes provide further explanatory text or, where annotated to flags, indicate variable rate changes, provided the conditions in the footnote are met.

Standard Rates:

Category	Adding Liquidity	Removing Liquidity	Routing and Removing Liquidity
Securities at or above \$1.00	\$0.0005 ⁴	\$(0.0002) ¹	\$0.0029
Securities below \$1.00	FREE	FREE ¹	0.30% of Dollar Value
Standard Flags	B, V, Y, 3, 4	N, W, 6, BB, CR, PR, XR	X

Liquidity Flags:

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A – RR	(No change).		
[RS	Routed to PSX, adds liquidity	(0.0020)	FREE]
RT – XR	(No change).		

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Footnotes:¹ (No change).² (No change).³ (No change).⁴ **Add Volume Tiers:**

The fee to add provided by the below add volume tiers is applicable to the following flags: B, V, Y, 3 and 4.

Tier	Fee per share to Add	Required Criteria
Volume Tier 1 – Volume Tier 2	(No change).	
Step-Up Tier 1	\$0.0003	<p>On an MPID basis, add more than 0.10% of the TCV on EDGA on a daily basis, measured monthly, more than the MPID's <u>December 2012 or September 2013 added [TCV] ADV, whichever is lower.</u></p> <p>Where an MPID's <u>December 2012 and September 2013 [TCV] ADV</u> is zero, then the Exchange applies a default <u>[TCV] ADV</u> baseline of 10,000,000 shares.</p>
Step-Up Tier 2	\$0.0003	<p>On an MPID basis:</p> <p>(1) Add more than 0.05% of the TCV on EDGA on a daily basis, measured monthly, more than the MPID's <u>December 2012 or September 2013 added [TCV]ADV, whichever is lower;</u> and</p> <p>(2) Have an “added liquidity” to “added plus removed liquidity” ratio of at least 85%.</p> <p>Where an MPID's <u>December 2012 and September 2013 [TCV] ADV</u> is zero, then the Exchange applies a default <u>[TCV] ADV</u> baseline of 10,000,000 shares.</p>

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