

**Exhibit 5C**

Proposed new language is underlined; proposed deletions are marked by [brackets].

RESTATED CERTIFICATE OF INCORPORATION  
OF  
BATS EDGA EXCHANGE, INC.

Bats EDGA Exchange, Inc., a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (“General Corporation Law”):

DOES HEREBY CERTIFY:

That the name of this corporation is Bats EDGA Exchange, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on March 9, 2009 under the name EDGA Exchange, Inc.

\* \* \* \* \*

FIRST: The name of the corporation is Bats EDGA Exchange, Inc.

\* \* \* \* \*

Bats EDGA Exchange, Inc.

\* \* \* \* \*