

**Exhibit 5**

Additions are underlined

Deletions are [bracketed]

EDGX Exchange, Inc. Fee Schedule – Effective [August 5] September 3, 2013

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**Rebates & Charges for Adding, Removing or Routing Liquidity per share for Tape A, B, & C securities<sup>1</sup>**

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	\$(0.0020) <sup>1,4</sup>	\$0.0030 <sup>1,4</sup>	\$0.0029
Securities below \$1.00	\$(0.00003)	0.30% of Dollar Value	0.30% of Dollar Value
Standard Flags	B, V, Y, 3, 4	N, W, 6, BB, PI, ZR	X

**Liquidity Flags:**

Flag	Description	Fee/(Rebate) Securities at or above \$1.00	Fee/(Rebate) Securities below \$1.00
A	(No changes)		
<u>B<sup>1,2</sup></u>	Adds liquidity to EDGX <sup>®</sup> (Tape B)	(0.0020)	(0.00003)

<b>C-3</b>	<b>(No changes)</b>		
<b>4<sup>1,2</sup></b>	<b>Adds liquidity – pre &amp; post market (Tape B)</b>	<b>(0.0020)</b>	<b>(0.00003)</b>
<b>5-ZR</b>	<b>(No changes)</b>		

**Definitions:** [

- Added Flags are defined as the following flags that are counted towards tiers, where applicable: B, V, Y, 3, 4, HA, MM, RP and ZA.
- Removal Flags are defined as the following flags that are counted towards tiers, where applicable: N, W, 6, BB, MT, PI, PR and ZR.
- The following Routed Flag is counted towards tiers prior to 9:30 AM or after 4:00 PM, where applicable: 7.]
- Average Daily Volume (“ADV”) is defined as the average daily volume of shares that a Member executed on the Exchange for the month in which the fees are calculated.
- Total Consolidated Volume (“TCV”) is defined as the volume reported by all exchanges and trade reporting facilities to the consolidated transaction reporting plans for Tapes A, B and C securities for the month in which the fees are calculated.

**General Notes:**

- Unless otherwise indicated, the following added flags are counted towards tiers: B, V, Y, 3, 4, HA, MM, RP and ZA.
- Unless otherwise indicated, the following removal flags are counted towards tiers: N, W, 6, BB, MT, PI, PR and ZR.
- Unless otherwise indicated, the following routed flag is counted towards tiers prior to 9:30 AM or after 4:00 PM: 7.
- The Exchange notes that to the extent a Member does not qualify for any of the below tiers, the rates listed in the above section titled “Liquidity Flags” will apply.
- To the extent a Member qualifies for higher rebates and/or lower fees than those provided by a tier for which such Member qualifies, the higher rebates and/or lower fees shall apply.
- Trading activity on days when the market closes early does not count toward volume tiers.

- Upon a Member's request, EDGX will aggregate share volume calculations for wholly owned affiliates on a prospective basis.
- Variable rates provided by tiers apply only to executions in securities priced at or above \$1.00.

**Footnotes:**

**<sup>1</sup>Add Volume Tiers:**

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

The reduced fees to remove provided by the below add volume tiers are applicable to the following flags: N, W, 6, BB, PI and ZR.

Tier	Rebate per share to Add	Fee per share to Remove and/or Route	Required Criteria
Mega Tier 1	(No changes)		
Mega Tier 2	(No changes)		
<u>Mega Tier 3</u>	<u>\$0.0032</u>		<p><u>(1) Add or route at least 1,500,000 shares of ADV prior to 9:30 AM or after 4:00 PM; and</u></p> <p><u>(2) Add a minimum of 0.75% of the TCV on a daily basis measured monthly, including during both market hours and pre and post-trading hours.</u></p>
Market Depth Tier	(No changes)		
Mega Step-Up Tier 1	(No changes)		
Mega Step-Up Tier 2	(No changes)		

Mega Step-Up Tier 3	(No changes)		
Ultra Tier	(No changes)		
Super Tier	(No changes)		
Growth Tier	(No changes)		
Investor Tier	(No changes)		

<sup>2</sup> [Reserved.] **Tape B Step Up Tier**

<u>Rebate per share to Add</u>	<u>Required Criteria</u>
\$0.0025 for orders yielding Flags B and 4	Add 600,000 shares in ADV in Tape B securities (Flags B and 4) more than the Member's August 2013 ADV added to EDGX in Tape B securities.

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