

EXHIBIT 5

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

EDGX Exchange Fee Schedule

Effective January 4, 2016

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Footnotes:**¹Add Volume Tiers:**

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

Tier	Rebate per share to Add	Required Criteria
Mega Tier 1- Investor Tier	(No change).	
<u>Investor Depth</u>	<u>(\$0.0033)</u>	<u>(1) Member adds an ADV of at least 0.15% of the TCV;</u> <u>(2) Member has an “added liquidity” as a percentage of “added plus removed liquidity” of at least 85%; and</u> <u>(3) Member adds an ADV of at least 500,000 share as Non-displayed orders that yield fee code HA.</u>

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