

Exhibit 5D

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

RESTATED CERTIFICATE OF INCORPORATION
OF
BATS EDGX EXCHANGE, INC.

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

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

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Bats EDGX Exchange, Inc.

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