

Exhibit 5 – Text of Proposed Rule Change

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

Rule 11.340. Compliance with Regulation NMS Plan to Implement a Tick Size Pilot

(a) No Change.

(b) Compliance with Data Collection Requirements

(1) No Change.

(2) The Exchange shall collect and transmit to the SEC the data described in Items I and II of Appendix B of the Plan relating to trading activity in Pre-Pilot Securities and Pilot Securities on a Trading Center operated by the Exchange. The Exchange shall transmit such data to the SEC in a pipe delimited format, on a disaggregated basis by Trading Center, within 30 calendar days following month end for:

(A) Each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through [the trading day immediately preceding] thirty-one days prior to the first day of the Pilot Period; and

(B) Each Pilot Security for the period beginning [on] thirty days prior to the first day of the Pilot Period through six months after the end of the Pilot Period.

(C) No Change.

(3) Daily Market Maker Participation Statistics Requirement

(A) No Change.

(i) For transactions in each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through [the trading day immediately preceding] thirty-one days prior to the first day of the Pilot Period; and

(ii) For transactions in each Pilot Security for the period beginning [on] thirty days prior to the first day of the Pilot Period through six months after the end of the Pilot Period.

(B) No Change.

(C) No Change.

(4) Market Maker Profitability

(A) No Change.

- (i) Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period [through the trading day immediately preceding] thirty-one days prior to the first day of the Pilot Period; and
- (ii) Pilot Security for the period beginning [on] thirty days prior to the first day of the Pilot Period through six months after the end of the Pilot Period.

(B) No Change.

(5) No Change.

- (A) For transactions in each Pre-Pilot Data Collection Security for the period beginning six months prior to the Pilot Period through [the trading day immediately preceding] thirty-one days prior to the first day of the Pilot Period; and
- (B) For transactions in each Pilot Security for the period beginning [on] thirty days prior to the first day of the Pilot Period through six months after the end of the Pilot Period.

...Supplementary Material...

.01 through .03 No Change.

.04 (a) For purposes of Appendix B.I.a(14), B.I.a(15), B.I.a(21) and B.I.a(22), the time ranges shall be changed as follows:

(a) through (d) – Renumbered as (1) through (4).

(b) For purposes of Appendix B.I.a(21) through B.I.a(27), unexecuted Immediate or Cancel orders shall be categorized separately irrespective of the duration of time after order receipt.

.05 No Change.

.06 For purposes of Appendix B, the following order types and numbers shall be included and assigned the following numbers: “not held” orders (18); clean cross orders (19); auction orders (20); and orders that cannot otherwise be classified, including orders received when the NBBO is crossed (21)[.]; and limit orders priced more than \$0.10 away from the NBBO (22). For purposes of order types 12 – 14 in Appendix B, such order types shall include all orders and not solely “resting” orders.

.07 No Change.

.08 For purposes of Appendix B.IV, the count of the number of Market Makers used in the calculation of share (trade) participation shall be added to each category. For purposes of Appendix B.IV(b) and (c), share participation and trade participation shall be calculated by using a total count instead of a share-weighted average or a trade-weighted average. For purposes of Appendix B, B.IV(d) (cross-quote share (trade) participation), (e) (inside-the-quote share (trade) participation), (f) (at-the-

quote share (trade) participation), and (g) (outside-the-quote share (trade) participation), shall be calculated by reference to the National Best Bid or National Best Offer in effect immediately prior to the trade.

.08 Renumbered as .09.

.09 Renumbered as .10.

.1[0]1 “Pre-Pilot Data Collection Securities” are the securities designated by the Participants for purposes of the data collection requirements described in Items I, II and IV of Appendix B and Item I of Appendix C of the Plan for the period beginning six months prior to the Pilot Period [and ending on the trading day immediately preceding] through thirty-one days prior to the Pilot Period. The Participants shall compile the list of Pre-Pilot Data Collection Securities by selecting all NMS stocks with a market capitalization of \$5 billion or less, a Consolidated Average Daily Volume (CADV) of 2 million shares or less and a closing price of \$1 per share or more. The market capitalization and the closing price thresholds shall be applied to the last day of the Pre-Pilot measurement period, and the CADV threshold shall be applied to the duration of the Pre-Pilot measurement period. The Pre-Pilot measurement period shall be the three calendar months ending on the day when the Pre-Pilot Data Collection Securities are selected. The Pre-Pilot Data Collection Securities shall be selected thirty days prior to the commencement of the six-month Pre-Pilot Period.

.11 Renumbered as .12.