

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

NASDAQ Stock Market Rules

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7014. Market Quality Incentive Programs
Small Cap Incentive Program

(a) – (c) No change.

Qualified Market Maker (“QMM”) Program

(d) No change.

(e) Nasdaq will provide a rebate per share executed (as defined in the below table) with respect to all other displayed orders (other than Designated Retail Orders, as defined in Rule 7018) in securities priced at \$1 or more per share that provide liquidity and were for securities listed on NYSE (“Tape A QMM Incentive”), securities listed on exchanges other than Nasdaq and NYSE (“Tape B QMM Incentive”), or securities listed on Nasdaq (“Tape C QMM Incentive”). Such rebate will be in addition to any rebate payable under Rule 7018(a):

	QMM Tiers	Tape A QMM Incentive	Tape B QMM Incentive	Tape C QMM Incentive
Tier 1	QMM executes shares of liquidity provided in all securities through one or more of its Nasdaq Market Center MPIDs that represent above 0.70% up to, and including, 0.90% of Consolidated Volume during the month	\$0.0001	\$0.0001	\$0.0001
Tier 2	QMM executes shares of liquidity provided in all securities through one or more of its	\$0.0002	\$0.0002	\$0.0002

Nasdaq Market
Center MPIDs that
represent above
0.90% of
Consolidated
Volume during the
month

NASDAQ will charge a QMM a fee of \$0.0030 per share executed for orders in NASDAQ-listed securities priced at \$1 or more per share that access liquidity on the NASDAQ Market Center, and charge a QMM a fee of \$0.00295 per share executed for orders in securities listed on exchanges other than NASDAQ priced at \$1 or more per share that access liquidity on the NASDAQ Market Center; provided, however, that the QMM's volume of liquidity added through one or more of its Nasdaq Market Center MPIDs during the month (as a percentage of Consolidated Volume) is not less than 0.80%. Nasdaq will charge a QMM that meets the criteria of Tier 2 a fee of \$0.0029 per share executed for orders in securities listed on exchanges other than NASDAQ priced at \$1 or more per share that access liquidity on the NASDAQ Market Center if the QMM has a combined Consolidated Volume (adding and removing liquidity) of at least 3.7[5]%.

Designated Liquidity Provider ("DLP") Program

(f) No change.

NBBO Program

(g) No change.

Definitions and Certifications

(h) No change.

Limit Up-Limit Down Pricing Program

(i) No change.

Nasdaq Growth Program

(j) No change.

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