

**EXHIBIT 5**

Additions underscored

Deletions [bracketed]

**NYSE American Rules**

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**Trading of Option Contracts**

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**Section 900NY. Rules Principally Applicable to Trading of Option Contracts**

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**Rule 980NY. Electronic Complex Order Trading**

For purposes of this Rule, an “Electronic Complex Order” means any Complex Order as defined in Rule 900.3NY (e) that is entered into the System.

- (a) *Complex Matching Engine.* Electronic Complex Orders entered into the S[s]ystem are routed to the Complex Matching Engine (“CME”) for possible execution. The CME is the mechanism in which Electronic Complex Orders are executed against each other or against individual quotes and orders in the Consolidated Book (the “leg markets”). Electronic Complex Orders that are not immediately executed by the CME are routed to the Consolidated Book.
- (b) *Priority of Electronic Complex Orders in the Consolidated Book:* Electronic Complex Orders in the Consolidated Book shall be ranked according to price/time priority based on the total or net debit or credit and the time of entry of the order, provided that Electronic Complex Orders on behalf of Customers shall be ranked ahead of same price Electronic Complex Orders for non-Customers.
- (c) *Execution of Electronic Complex Orders:* Electronic Complex Orders submitted to the Exchange may be executed without consideration of prices of single-legged orders or the same complex order strategy that might be available on other exchanges. No leg of an Electronic Complex Order will be executed at a price outside the Exchange’s best bid /offer for that leg. Electronic Complex Orders will trade in the following way:
- (i) Execution of Electronic Complex Orders at the Open:
- (A) Electronic Complex Orders do not participate in the Auction Process for individual component option series legs conducted pursuant to Rule 952NY. The CME will not process an Electronic Complex Order until all of the

individual component option series that make up a complex order strategy have opened.

- (B) The CME will use an opening auction process if there are Electronic Complex Orders in the Consolidated Book that are marketable against each other and priced within the Complex NBBO. The resulting execution will occur at a single market clearing price at which the most volume can be traded, at or near the midpoint of the initial uncrossed Complex NBBO, by matching Electronic Complex Orders to the extent they are marketable, provided that if such midpoint would result in the violation of the limit price of the Electronic Complex Order(s) involved, then the market clearing price will be the limit price of the order(s) at which the most volume can be traded. If the midpoint of the Complex NBBO results in a sub-penny price, the market clearing price will be rounded down to the nearest whole penny. In determining order priority, the CME gives first priority to Electronic Complex Orders whose net debit/credit price is better than the market clearing price, and then to Electronic Complex Orders priced at the market clearing price. To the extent there is any remaining balance, Electronic Complex Orders will be posted to the Consolidated Book and processed on an intra-day basis pursuant to subsection (c)(ii) below.
- (C) Electronic Complex Orders that are not executed during the opening auction process are eligible to trade during Core Trading against the individual quotes and orders residing in the Consolidated Book of the series that comprise the complex order strategy.
- (ii) Execution of Electronic Complex Orders During Core Trading. The CME will accept an incoming marketable Electronic Complex Order and automatically execute it against the best-priced contra-side interest resting in the Consolidated Book. If, at a price, all the leg markets can execute against an incoming Electronic Complex Order in full (or in a permissible ratio) and each leg has Customer interest represented, the leg markets will have first priority at that price to trade with the incoming Electronic Complex Order pursuant to Rule 964NY(b) before Electronic Complex Orders resting in the Consolidated Book can trade at that price.
- [(A) The CME will accept an incoming marketable Electronic Complex Order and will automatically execute it against Electronic Complex Orders in the Consolidated Book, or, if not marketable against another Electronic Complex Order, against individual orders or quotes residing in the Consolidated Book, provided the Electronic Complex Order can be executed in full (or in a permissible ratio) by the individual orders or quotes in the Consolidated Book. Notwithstanding the foregoing, if individual Customer orders residing in the Consolidated Book can execute the incoming Electronic Complex Order in full (or in a permissible ratio) at the same total or net debit or credit as an Electronic Complex Order in the Consolidated Book, the individual Customer orders will have priority. The allocation of orders or quotes

residing in the Consolidated Book that execute against an Electronic Complex Order shall be done pursuant to Rule 964NY.]

[(B)]

(iii) Electronic Complex Orders in the Consolidated Book.

(A) An Electronic Complex Order or portion of an Electronic Complex Order that is not executed on arrival will be ranked in the Consolidated Book. [An Electronic Complex Order that is not marketable will rest in the Consolidated Book.] If an Electronic Complex Order is being held in the Consolidated Book, the CME will monitor the [bids and offers in the] leg markets, and if a new order(s) or quote(s) entered into the Consolidated Book can execute the Electronic Complex Order in full (or in a permissible ratio), the Electronic Complex Order will be executed against such new order(s) or quote(s) according to paragraph (c)(ii) above.

[(C)](B) ATP Holders will have the ability to view Electronic Complex Orders in the Consolidated Book via an electronic interface and may submit Electronic Complex Orders to the CME to trade against orders in the Consolidated Book. The allocation of complex trades among ATP Holders shall be done pursuant to Rule 964NY(b).

(d) Electronic Complex Orders:

- (1) Electronic Complex Orders must be entered as Limit Orders.
- (2) Electronic Complex Orders may be designated as Fill-or-Kill (FOK) or All-or-None (AON).
- (3) Electronic Complex Orders may be entered with a time-in-force of IOC, Day or GTC.
- (4) Electronic Complex Orders will be rejected if:
  - (i) composed of two legs that are (a) both buy orders or both sell orders, and (b) both legs are calls or both legs are puts; or
  - (ii) composed of three or more legs and (a) all legs are buy orders; or (b) all legs are sell orders.

(e) Electronic Complex Order Auction (“COA”) Process. Upon entry into the System, Electronic Complex Orders may be immediately executed, in full (or in a permissible ratio), as provided in paragraph (c)(ii) above, or may be subject to a COA as described below.

(1) A “COA-eligible order” means an Electronic Complex Order that is entered in a class designated by the Exchange and is:

(i) designated by the ATP Holder as COA-eligible; and

(ii) received during Core Trading Hours.

(2) Immediate Execution of COA-eligible orders. Upon entry of a COA-eligible order into the System, it will trade immediately, in full (or in a permissible ratio), with any Electronic Complex Orders resting in the Consolidated Book that are priced better than the contra-side Complex BBO and, if not all legs include Customer interest, with any Electronic Complex Orders resting in the Consolidated Book priced equal to the contra-side Complex BBO. Any portion of the COA-eligible order that does not trade immediately upon entry into the System may start a COA.

(3) Initiation of a COA. Any portion of the COA-eligible order that does not execute immediately pursuant to paragraph (e)(2) of this Rule, will start a COA, provided the limit price of the COA-eligible order to buy (sell):

(i) is higher (lower) than the best-priced, same-side interest in both the leg markets and any Electronic Complex Orders resting in the Consolidated Book; and

(ii) is within a given number of ticks away from the current, contra-side market as determined by the Exchange.

A COA-eligible order will reside on the Consolidate Book until it meets the requirements of paragraph (3)(i)-(ii) and can initiate a COA. The Exchange will initiate the COA by sending a request for response (“RFR”) message to all ATP Holders that subscribe to RFR messages. RFR messages will identify the component series, the size and side of the market of the order and any contingencies. Only one COA may be conducted at a time in any given complex order strategy. At the time the COA is initiated, the Exchange will record the Complex BBO (the “initial Complex BBO”) for purposes of determining whether the COA should end early pursuant to paragraph (e)(6) of this Rule.

(4) The “Response Time Interval” means the period of time during which responses to the RFR may be entered. The Exchange will determine the length of the Response Time Interval; provided, however, that the duration will not be less than 500 milliseconds and will not exceed one (1) second. At the end of the Response Time Interval, the COA-eligible order will be allocated pursuant to paragraph (e)(7) of this Rule.

(5) Any ATP Holder may submit responses to the RFR message (“RFR Responses”) during the Response Time Interval.

- (A) RFR Responses are Electronic Complex Orders that have a time-in-force contingency for the duration of the COA, must specify the price, size, and side of the market, and may be submitted in \$.01 increments.
- (B) RFR Responses must be on the opposite side of the COA-eligible order. Any RFR Responses on the same side of the COA-eligible order will be rejected.
- (C) RFR Responses may be modified or cancelled during the Response Time Interval, will not be ranked or displayed in the Consolidated Book, and will expire at the end of the COA.
- (6) Impact of Electronic Complex Orders, COA-Eligible Orders and Updated Leg Markets Received During the Response Time Interval of a COA.

  - (A) Incoming Electronic Complex Orders or COA-eligible orders on the Opposite Side of the Market as the initiating COA-eligible order.

    - (i) Incoming Electronic Complex Orders or COA-eligible orders that lock or cross the initial Complex BBO will cause the COA to end early. If such incoming Electronic Complex Order or COA-eligible order is also executable against the limit price of the initiating COA-eligible order, it will be ranked with RFR Responses to trade with the COA-eligible order pursuant to paragraph (e)(7) of this Rule.
    - (ii) Incoming Electronic Complex Orders or COA-eligible orders that are executable against the limit price of the COA-eligible order, but do not lock or cross the initial Complex BBO, will not cause the COA to end early and will be ranked with RFR Responses to trade with the COA-eligible order pursuant to paragraph (e)(7) of this Rule.
    - (iii) Incoming Electronic Complex Orders or COA-eligible orders that are either not executable on arrival against the limit price of the initiating COA-eligible order or do not lock or cross the initial Complex BBO will not cause the COA to end early.
    - (iv) Any incoming Electronic Complex Order(s), or the balance thereof, that was not executed with the initiating COA-eligible order or was not executable on arrival will trade pursuant to paragraph (c)(ii) or (iii) of this Rule.
    - (v) Any incoming COA-eligible order(s), or the balance thereof, that was not executed with the initiating COA-eligible order or was not executable on arrival will initiate subsequent COA(s) in price-time priority.
  - (B) Incoming Electronic Complex Orders or COA-eligible orders on the Same Side of the Market as the initiating COA-eligible order. When a COA ends early, or at the end of the Response Time Interval, the initiating COA-eligible

order will execute pursuant to paragraph (e)(7) of this Rule ahead of any interest that arrived during the COA.

(i) An incoming Electronic Complex Order or COA-eligible order that is priced higher (lower) than the initiating COA-eligible order to buy (sell) will cause the COA to end early.

(ii) An incoming Electronic Complex Order or COA-eligible order that is priced equal to or lower (higher) than the initiating COA-eligible order to buy (sell), and also locks or crosses the contra-side initial Complex BBO, will cause the COA to end early.

(iii) Incoming Electronic Complex Orders or COA-eligible orders that are priced equal to or lower (higher) than the initiating COA-eligible order to buy (sell), but do not lock or cross the contra-side initial Complex BBO, will not cause the COA to end early.

(iv) Any incoming Electronic Complex Order or COA-eligible order that caused a COA to end early, if executable, will trade against any RFR Responses and/or Electronic Complex Orders received during the Response Time Interval that did not trade with the initiating COA-eligible order.

(v) Incoming Electronic Complex Orders, or any remaining balance per paragraph (iv) above, that do not trade against any remaining RFR Responses or Electronic Complex Orders will trade pursuant to paragraph (c)(ii) or (iii) of this Rule.

(vi) The remaining balance of any incoming COA-eligible order(s) that does not trade against any remaining RFR Responses or Electronic Complex Orders will initiate new COA(s) in price-time priority.

(C) Updated Leg Markets on the Same or Opposite Side of the Market as the initiating COA-eligible order.

(i) Updates to the leg markets that cause the same-side Complex BBO to lock or cross any RFR Response(s) and/or Electronic Complex Order(s) received during the Response Time Interval, or any Electronic Complex Order(s) resting in the Consolidated Book, will cause the COA to end early.

(ii) Updates to the leg markets that cause the same-side Complex BBO to be priced higher (lower) than the COA-eligible order to buy (sell), but do not lock or cross any RFR Response(s) and/or Electronic Complex Order(s) received during the Response Time Interval, or any Electronic Complex Order(s) resting in the Consolidated Book, will not cause the COA to end early.

(iii) Updates to the leg markets that cause the contra-side Complex BBO to lock or cross the same-side initial Complex BBO will cause the COA to end early.

(iv) Updates to the leg markets that cause the contra-side Complex BB (BO) to improve (i.e., become higher (lower)), but not lock or cross the same-side initial Complex BBO, will not cause the COA to end early.

(7) Allocation of COA-Eligible Orders: When a COA ends early or at the end of the Response Time Interval, a COA-eligible order will be executed against the contra-side interest received during the COA as described below, and any unexecuted portion of the COA-eligible order will be ranked in the Consolidated Book pursuant to (b) above:

(A) RFR Responses and Electronic Complex Orders to buy (sell) that are priced higher (lower) than the initial Complex BBO will be eligible to trade first with the COA-eligible order, beginning with the highest (lowest), at each price point, on a Size Pro Rata basis pursuant to Rule 964NY(b)(3).

(B) After COA allocations pursuant to paragraph (e)(7)(A) of this Rule, the COA-eligible order will trade with the best-priced contra-side interest pursuant to paragraph (c)(ii) or (iii) above.

*(e) Electronic Complex Order Auction ("COA") Process.* Upon entry into the System, eligible Electronic Complex Orders may be subject to an automated request for responses ("RFR") auction.

(1) A "COA-eligible order" means an Electronic Complex Order that, as determined by the Exchange on a class-by-class basis, is eligible for a COA considering the order's marketability (defined as a number of ticks away from the current market), size, number of series, and complex order origin types (i.e., Customers, broker-dealers that are not Market-Makers or specialists on an options exchange, and/or Market-Makers or specialists on an options exchange). Electronic Complex Orders processed through a COA may be executed without consideration to prices of the same complex orders that might be available on other exchanges.

(2) Upon receipt of a COA-eligible order, and the direction from the entering ATP Holder that an auction be initiated, the Exchange will send an RFR message to all ATP Holders who subscribe to RFR messages. RFR messages will identify the component series, the size and side of the market of the order and any contingencies.

(3) The "Response Time Interval" means the period of time during which responses to the RFR may be entered. The Exchange will determine the length of the Response Time Interval; provided, however, that the duration shall not be less than 500 milliseconds and shall not exceed one (1) second.

- (4) Any ATP Holder may submit responses to the RFR message ("RFR Responses") during the Response Time Interval. RFR Responses may be submitted in \$.01 increments. RFR Responses must be on the opposite side of the COA-eligible order; any same-side RFR Response will be rejected by the Exchange.
- (5) Processing of COA Eligible Orders: At the expiration of the response time interval, COA eligible orders may be executed in whole or in part in accordance with (6) below. Any unexecuted portion of a COA eligible order will either be (i) ranked in the Consolidated Book pursuant to paragraph (b) above, or (ii) if marketable, initiate another COA.
- (6) Execution of COA Eligible Orders: COA Eligible orders will be executed against the best priced contra side interest. At the same net price, the order will be allocated as follows:
- (A) Individual orders and quotes in the leg markets resting in the Consolidated Book prior to the initiation of a COA will have first priority to trade against a COA eligible order, provided the COA eligible order can be executed in full (or in a permissible ratio) by the orders and quotes in the Consolidated Book. The allocation of orders or quotes residing in the Consolidated Book that execute against a COA eligible order shall be done pursuant to Rule 964NY.
- (B) Customer Electronic Complex Orders resting in the Consolidated Book before, or that are received during, the Response Time Interval and Customer RFR Responses shall, collectively have second priority to trade against a COA-eligible order. The allocation of a COA-eligible order against the Customer Electronic Complex Orders resting in the Consolidated Book, Customer Electronic Complex Orders received during the Response Time Interval, and Customer RFR Responses shall be on a Size Pro Rata basis as defined in Rule 964NY(b)(3).
- (C) Non- Customer Electronic Complex Orders resting in the Consolidated Book, non-Customer Electronic Complex Orders placed in the Consolidated Book during the Response Time Interval, and non-Customer RFR Responses will collectively have third priority. The allocation of COA eligible orders against these contra sided orders and RFR Responses shall be on a Size Pro Rata basis as defined in Rule 964NY(b)(3) .
- (D) Individual orders and quotes in the leg markets that cause the derived Complex Best Bid/Offer to be improved during the COA and match the best RFR Response and/or Electronic Complex Orders received during the Response Time Interval will be filled after Electronic Complex Orders and RFR Responses at the same net price. The allocation of orders or quotes residing in the Consolidated Book that execute against a COA eligible order shall be done pursuant to Rule 964NY.

- (7) Firm Quote Requirements for COA-eligible Orders: RFR Responses can be modified but may not be withdrawn at any time prior to the end of the Response Time Interval. At the end of the Response Time Interval, RFR Responses are firm with respect to the COA-eligible order and RFR Responses that exceed the size of a COA-eligible order are also Firm with respect to other incoming COA-eligible orders that are received during the Response Time Interval. Any RFR Responses not accepted in whole or in a permissible ratio will expire at the end of the Response Time Interval. RFR Responses will not be ranked or displayed in the Consolidated Book.
- (8) Processing of Unrelated Electronic Complex Orders: Incoming Electronic Complex Orders that are received during the Response Time Interval for a COA eligible order will affect the COA as follows:
- (A) Incoming Electronic Complex orders received during the Response Time Interval that are on the opposite side of the market and marketable against the limit price of the initiating COA eligible order will be ranked and executed in price time with RFR Responses by account type (as described in (6) above). Any remaining balance of either the initiating COA eligible order or the incoming Electronic Complex order will be placed in the Consolidated Book and ranked as described in (b) above.
- (B) Incoming COA -eligible orders received during the response time interval for the original COA eligible order that are on the same side of the market, that are priced equal to the initiating order, will join the COA. A message with the updated size will be published. The new order(s) will be ranked and executed with the initiating COA- eligible order in price time order. Any remaining balance of either the initiating COA eligible order and/or the incoming Electronic Complex order(s) will be placed in the Consolidated Book and ranked as described in (b) above.
- (C) Incoming COA -eligible orders received during the Response Time Interval for the original COA eligible order that are on the same side of the market, that are priced worse than the initiating order, will join the COA. The new order(s) will be ranked and executed with the initiating COA- eligible order in price time order. Any remaining balance of either the initiating COA eligible order and/or the incoming Electronic Complex order(s) will be placed in the Consolidated Book and ranked as described in (b) above.
- (D) Incoming COA-eligible orders received during the Response Time Interval for the original COA eligible order that are on the same side of the market and that are priced better than the initiating order will cause the auction to end. The initiating COA-eligible order will be executed in accordance with (6) above. The COA-eligible order that caused the auction to end will then be executed in accordance with (6) above, and any unexecuted portion will either be (i) placed in the Consolidated Book pursuant to (b) above, or (ii) if marketable, initiate another COA.

(9) Change in the BBO of the Leg Markets: A change in the Best Bid/Offer of the leg markets will affect the processing of the Complex Order Auction as follows:

(A) Individual orders and quotes that are entered into the leg markets that cause the derived Complex Best Bid/Offer to be better than the COA eligible order and to cross the best priced RFR Response will cause the auction to terminate, and individual orders and quotes in the leg markets will be allocated pursuant to (c)(i) above and matched against Electronic Complex Orders and RFR Responses in price time priority pursuant to (6) above. The initiating COA eligible order will be matched and executed against any remaining unexecuted Electronic Complex Orders and RFR Responses pursuant to (6) above.

(B) Individual orders and quotes that are entered into the leg markets that cause the derived Complex Best Bid/Offer to cross the price of the COA eligible order will cause the auction to terminate, and individual orders and quotes in the leg markets will be allocated pursuant to (c)(i) above and matched against Electronic Complex Orders and RFR Responses in price time priority pursuant to (6) above.]

**Commentary:**

**.01** “Bid and offers on Electronic Complex Orders may be expressed in any decimal price, and the legs(s) of a complex order may be executed in one cent increments regardless of the minimum price variation ("MPV") otherwise applicable to the individual legs of the order.

**.02** Electronic Complex Order Priority; Not withstanding Commentary .01 above, when executing an Electronic Complex Order where all legs that comprise the complex order contain Customer interest, the price of at least one leg of the order must[;];

(i) trade at a price that is better than the corresponding price of all customer bids or offers in the Consolidated Book for the same series, by at least one standard trading increment as defined in Rule 960NY or,

(ii) if the class has been designated as eligible for Complex Order Auctions, trade at a price that is better than the corresponding price of [the]all customer bids or offers in the Consolidated Book for the same series, by at least one cent (\$.01).

**.03 - .05** No Change.

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