

EXHIBIT 5Additions underscored

Deletions [bracketed]

NYSE Arca Options Fees and Charges**Effective Date: [March] April 1[8], 2013**

NYSE Arca OPTIONS: TRADE-RELATED CHARGES FOR STANDARD OPTIONS

TRANSACTION FEE - PER CONTRACT

Order Type	Post Liquidity	Electronic Executions in Penny Pilot Issues ⁶		Electronic Executions in Non Penny Pilot Issues ⁶	
		Take Liquidity		Post Liquidity	Take Liquidity
		[vs. Customer]	[vs. Non-Customer]		
LMM	(\$0.32)	[\$0.45]	\$0.4[5]7	(\$0.40)	\$0.[78]84
NYSE Arca Market Maker	(\$0.32)	[\$0.47]	\$0.4[5]7	[(<u>\$0.30</u>)] (\$0.05)	\$0.[80]84
Firm and Broker Dealer	(\$0.10)	[\$0.47]	\$0.4[5]7	\$0.50	\$0.[85]87
Customer	(\$0.25)	[\$0.45]	\$0.45	(\$0.75)	\$0.[79]82
Customer against LMM*	N/A	[N/A]	N/A	N/A	\$0.67

* This rate shall apply to electronic Customer executions that take liquidity in a non-Penny Pilot class from the trading interest of an LMM (including orders and quotes) if the OTP Holder or OTP Firm entering the Customer's order, during the month, (i) executes an average daily volume ("ADV") on the Exchange of at least 15,000 contracts from electronic Customer orders that take liquidity in non-Penny Pilot classes or (ii) executes a combined ADV on the Exchange of at least 30,000 contracts in non-Penny Pilot

classes from electronic Customer orders that take liquidity and affiliated electronic Market Maker orders and quotes that post liquidity in non-Penny Pilot classes.

For purposes of calculating ADV for the qualification, the Take Liquidity threshold does not include orders that are routed to other exchanges for execution at the NBBO; Post or Take Liquidity calculations do not include volume from Electronic Complex Orders.

CUSTOMER MONTHLY POSTING CREDIT TIERS AND QUALIFICATIONS FOR EXECUTIONS IN PENNY PILOT ISSUES

OTP Holders and OTP Firms meeting the qualifications below will receive the corresponding posting credit on all Customer posted electronic executions in Penny Pilot issues.⁸

Tier	Qualification Basis (Average Electronic Executions Per Day)			Credit Applied to Posted Electronic Customer Executions in Penny Pilot Issues
Base				(\$0.25)
Tier 1	At least 0.15% of Total Industry Customer equity and ETF option average daily volume (“ADV”) from Customer Posted Orders in Penny Pilot Issues			(\$0.38)
Tier 2	At least 0.25% of Total Industry Customer equity	At least 0.70% of Total Industry Customer equity		(\$0.40)

Tier	Qualification Basis (Average Electronic Executions Per Day)			Credit Applied to Posted Electronic Customer Executions in Penny Pilot Issues
	and ETF option ADV from Customer Posted Orders in Penny Pilot Issues, or	and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types*		
Tier 3	At least 0.50% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in Penny Pilot Issues			(\$0.43)
Tier 4	[At least 0.65% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in Penny Pilot Issues Plus 0.3% of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market,* or]	At least [0.95%] <u>0.85%</u> of Total Industry Customer equity and ETF option ADV from Posted Orders in Penny Pilot Issues, all account types[,]* [or]	[At least 0.95% of Total Industry Customer equity and ETF option ADV from Customer Posted and Removing Orders in Penny Pilot Issues]	(\$0.44)
<u>Tier 5</u>	<u>At least 0.50% of Total Industry Customer equity</u>			<u>(\$0.45)</u>

Tier	Qualification Basis (Average Electronic Executions Per Day)			Credit Applied to Posted Electronic Customer Executions in Penny Pilot Issues
	<u>and ETF option ADV from Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues Plus executed ADV of Retail Orders of 0.3% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market⁸</u>			
Tier 6	<u>At least 0.95% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues</u>			<u>(\$0.47)</u>
	<i>* Includes transaction volume from the OTP Holder's or OTP Firm's affiliates.</i>			

	<p align="center"><u>Customer Posting Credit Tiers In Non Penny Pilot Issues</u></p> <p align="center"><u>Qualification Basis (Average Electronic Executions Per Day)</u></p>			<p align="center"><u>Credit Applied to Posted Electronic Customer Executions in Non -Penny Pilot Issues</u></p>
<u>Base</u>				<u>(0.75)</u>
<u>Tier A</u>	<p><u>At least 0.50% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues Plus executed ADV of Retail Orders of 0.3% ADV of U.S. Equity Market Share Posted and Executed on NYSE Arca Equity Market⁸</u></p>			<u>(\$0.80)</u>
<u>Tier B</u>	<p><u>At least 0.95% of Total Industry Customer equity and ETF option ADV from Customer Posted Orders in both Penny Pilot and non-Penny Pilot Issues</u></p>			<u>(\$0.81)</u>

8. The calculations for qualifications for monthly posting credits only include electronic executions, excluding Mini options contracts. Customer equity and ETF option ADV does not include Electronic Complex Order Executions or Mini options contracts executions. QCC orders are neither posted nor taken; thus QCC transactions are not included in the calculation of posted or taken execution volumes. Orders routed to another market for execution are not included in the calculation of taking volume. Total Industry Customer equity and ETF option average daily volume includes OCC calculated Customer volume of all types, including Complex Order Transactions, QCC transactions, and mini options transactions, in equity and ETF options. An affiliate of an OTP Holder or OTP Firm is as defined in NYSE Arca Rule 1.1(a). For purposes of calculating the executed Average Daily Volume (“ADV”) of Retail Orders of U.S. Equity Market Share on the NYSE Arca Equity Market, a Retail Order must qualify for the Retail Order Tier set forth in the Schedule of Fees and Charges for NYSE Arca Equities, Inc.
