

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5A

(additions are underlined; deletions are [bracketed])

**[SECOND] THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CBOE HOLDINGS, INC.**

CBOE Holdings, Inc., a corporation organized under the laws of the State of Delaware (the "*Corporation*"), hereby certifies as follows:

1. [The name of the Corporation is CBOE Holdings, Inc. ]The Corporation was incorporated on August 15, 2006.
2. This [Second] Third Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation in accordance with Section 242(b)(1) and Section 245 of the General Corporation Law of the State of Delaware (the "*GCL*"). This [Second] Third Amended and Restated Certificate of Incorporation only restates and[,] integrates and does not further amend[s] (except as permitted under Section 242(a)(1) of the GCL in order to change the name of the Corporation) the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation.
3. The text of the [Second] Third Amended and Restated Certificate of Incorporation as amended, integrated and restated shall read in full as follows:

FIRST: The name of the corporation is Cboe Global Markets[CBOE Holdings], Inc.

\*\*\*\*\*

IN WITNESS WHEREOF, CBOE Holdings, Inc. has caused this certificate to be signed as of this [15<sup>th</sup>] \_\_\_\_ day of \_\_\_\_\_[December], 201\_[5].

CBOE HOLDINGS, INC.

By: [/s/ Edward L. Provost]

Name: [Edward L. Provost] Edward T. Tilly

Its: [President and Chief Operating Officer]  
Chairman and Chief Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5B

(additions are underlined; deletions are [bracketed])

**[THIRD] FOURTH AMENDED AND RESTATED  
BYLAWS  
OF  
CBOE [HOLDINGS]GLOBAL MARKETS, INC.**

**ARTICLE 1—OFFICES**

1.1 *Registered Offices.* The registered office of [CBOE]Cboe Global Markets[Holdings], Inc. (the "Corporation") in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19805. The name of the Corporation's registered agent at such address shall be The Corporation Trust Company. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the Board of Directors of the Corporation (the "Board of Directors").

1.2 *Other Offices.* The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

1.3 *Books.* The books of the Corporation may be kept within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require, provided such books and records are kept within the United States.

\*\*\*\*\*

**ARTICLE 10—AMENDMENTS**

\*\*\*\*\*

10.2 *Submission to Boards of any Regulated Securities Exchange Subsidiary.* Notwithstanding *Section 10.1*, for so long as the Corporation shall control, directly or indirectly,

any national securities exchange[, including, but not limited to, Chicago Board Options Exchange, Incorporated](a “Regulated Securities Exchange Subsidiary”), before any amendment, alteration or repeal of any provision of these Bylaws shall be effective, such amendment, alteration or repeal shall be submitted to the board of directors of each Regulated Securities Exchange Subsidiary, and if such amendment, alteration or repeal must be filed with or filed with and approved by the Securities and Exchange Commission, then such amendment, alteration or repeal shall not become effective until filed with or filed with and approved by the Securities and Exchange Commission, as the case may be.

\*\*\*\*\*

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5C

(additions are underlined; deletions are [bracketed])

**AMENDED AND RESTATED CERTIFICATE OF FORMATION OF**  
**CBOE V, LLC**

[This Certificate of Formation of CBOE V, LLC (the "LLC") is being duly executed and filed by CBOE HOLDINGS, INC. to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) (the "LLC Act").] The limited liability company filed its original Certificate of Formation with the Secretary of State of the State of Delaware on September 23, 2016 under the name CBOE V, LLC. This Amended and Restated Certificate of Formation of the limited liability company, which restates and integrates and also further amends the provisions of the limited liability company's Certificate of Formation, has been duly executed and is being filed in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-208). The Certificate of Formation of the limited liability company is hereby amended, integrated and restated in its entirety to read as follows:

\*\*\*\*\*

2. The address of the registered office of the [LLC] limited liability company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3. The [LLC] limited liability company shall provide indemnification for members of its board of directors (the "Board of Directors"), members of committees of the Board of Directors and of other committees of the [LLC] limited liability company, and its officers, and the [LLC] limited liability company may provide indemnification for its agents and employees, and those serving another corporation, partnership, joint venture, trust or other enterprise at the request of the [LLC] limited liability company, in each case to the maximum extent permitted by the [LLC] Delaware Limited Liability Company Act (6 Del. C. §18-101 et seq.) (the "LLC Act"); *provided, however*, that the [LLC] limited liability company may limit the extent of such indemnification by individual contracts with its directors and officers; and, *provided, further*, that the [LLC] limited liability company shall not be required to indemnify any person in connection with any

proceeding (or part thereof) initiated by such person or any proceeding by such person against the [LLC] limited liability company or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors or (iii) such indemnification is provided by the [LLC] limited liability company, in its sole discretion, pursuant to the powers vested in the [LLC] limited liability company under the LLC Act; [and].

[4. This Certificate of Formation shall be effective upon filing.]

IN WITNESS WHEREOF, the undersigned has [executed] caused this Amended and Restated Certificate of Formation of CBOE V, LLC to be executed as of this [23<sup>rd</sup>] \_\_\_\_ day of [September 2016] \_\_\_\_\_.

**[CBOE HOLDINGS, INC.]CBOE V, LLC**

By: [ /s/ Joanne Moffic-Silver ]

Name: [ Joanne Moffic-Silver ] Edward T. Tilly

Title: [ General Counsel and Secretary ] Chief Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5D

(additions are underlined; deletions are [bracketed])

**AMENDED AND RESTATED**

**LIMITED LIABILITY COMPANY OPERATING AGREEMENT**

**OF**

**CBOE [V]BATS, LLC**

**(a Delaware limited liability company)**

**THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY OPERATING AGREEMENT** (this "Agreement") is executed as of [September 25, 2016]October 16, 2017 by [CBOE Holdings, Inc. (the "Member").]Cboe Global Markets, Inc. (formerly known as CBOE Holdings, Inc.) (the "Member") for the purpose of amending and restating the original Limited Liability Company Operating Agreement of CBOE V, LLC (the "Company"), dated as of September 25, 2016 (the "Original Agreement"), to reflect a change in the name of the Company from CBOE V, LLC to Cboe Bats, LLC. In furtherance of the foregoing, [T]the Member, intending to be legally bound, hereby [states]amends and restates the [terms of]Original Agreement in its [agreement as to the affairs of, and the conduct of the business of, CBOE V, LLC, a limited liability company (the "Company"),]entirety as follows:

**ARTICLE I**

**FORMATION, PURPOSE AND DEFINITIONS**

1.1 **Establishment of Limited Liability Company.** The Member [has] caused a limited liability company to be established and organized as of September 23, 2016 pursuant to and in accordance with the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.), as amended from time to time (the "LLC Act"), to carry on a business for profit. The Member[hereby] was admitted to membership in the Company[, ] on September 23, 2016 and[, ] is the sole member of the Company as of the date of this Agreement. As provided in Section 5.2,

until this Agreement is amended appropriately to contemplate the admission of additional members and their right to participate in the Company's business, the Member shall be the sole member of the Company.

\*\*\*\*\*

12.5 Effect of Amendment. This Agreement amends, restates and supersedes the Original Agreement in all respects. From and after the date hereof, this Agreement shall be the limited liability company operating agreement of the Company for all purposes.

IN WITNESS WHEREOF, the Member has signed this Agreement as of the date first written above.

INC.

**CBOE [HOLDINGS]GLOBAL MARKETS,**

By: [/s/ Joanne Moffic-Silver]

Name: [Joanne Moffic-Silver][●]Edward T. Tilly

Title: [General Counsel and Secretary][●]Chief  
Executive Officer



The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5E

{ Additions are underlined; deletions are [bracketed] }

**SECOND AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**of**  
**BATS BYX EXCHANGE, INC.**

[The name of the corporation is Bats BYX Exchange, Inc.] The corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on July 30, 2009 under the name BATS-Y Exchange, Inc. This Second Amended and Restated Certificate of Incorporation of the corporation, which only restates and integrates and does not [also] further amend[s] (except as permitted under Section 242(a)(1) of the General Corporation Law of the State of Delaware in order to change the name of the corporation) the provisions of the corporation's Amended and Restated Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242(b)(1) and 245 of the General Corporation Law of the State of Delaware[ and by the written consent of its sole stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware]. The Amended and Restated Certificate of Incorporation of the corporation is hereby amended, integrated and restated to read in its entirety as follows:

\*\*\*\*\*

IN WITNESS WHEREOF, Bats BYX Exchange, Inc. has caused this certificate to be signed as of this [13<sup>th</sup>]\_\_\_\_\_ day of October, 2017.

BATS BYX EXCHANGE, INC.

By: [/s/ Edward T. Tilly]  
Name: Edward T. Tilly  
Its: Chief Executive Officer

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5F

{ Additions are underlined; deletions are [bracketed] }

**[SIXTH]SEVENTH AMENDED AND RESTATED  
BYLAWS OF  
[BATS]CBOE BYX EXCHANGE, INC.**

\*\*\*\*\*

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5G

{ Additions are underlined; deletions are [bracketed] }

**RULES OF [BATS]CBOE BYX EXCHANGE, INC.**

\* \* \* \* \*

The purpose of this filing is to reflect in the Exchange's governing documents, rulebooks and fees schedules (and the governing documents of its parent company) a non-substantive corporate branding change to the Company's and Exchange's name. The changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. As such, in lieu of providing a copy of the marked name changes for the Exchange's documents contained in Exhibits 5C-5H, the Exchange represents that it has made the necessary non-substantive revisions to Exchange's corporate governance documents, rulebook, and fees schedules, and will post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

EXHIBIT 5H

{ Additions are underlined; deletions are [bracketed] }

[Bats]Cboe BYX Exchange Fee Schedule

Effective October [2]16, 2017

\* \* \* \* \*