

**EXHIBIT 5**

*New text is underlined; deleted text is in brackets.*

**NASDAQ GEMX, LLC Rules**

\* \* \* \* \*

**Options Rules**

\* \* \* \* \*

**Options 3 Options Trading Rules**

\* \* \* \* \*

**Section 11. Auction Mechanisms**

\* \* \* \* \*

**Supplementary Material to Options 3, Section 11**

.01 It will be a violation of a Member's duty of best execution to its customer if it were to cancel a facilitation order to avoid execution of the order at a better price. The availability of the Facilitation Mechanism does not alter a Member's best execution duty to get the best price for its customer. Accordingly, while facilitation orders can be canceled during the time period given for the entry of Responses, if a Member were to cancel a facilitation order when there was a superior price available on the Exchange and subsequently re-enter the facilitation order at the same facilitation price after the better price was no longer available without attempting to obtain that better price for its customer, there would be a presumption that the Member did so to avoid execution of its customer order in whole or in part by other brokers at the better price.

[Additionally, any solicited contra orders entered by Members into the Facilitation Mechanism to trade against Agency Orders may not be for the account of an Exchange Market Maker that is assigned to the options class.]

.02 Reserved.

.03 Under paragraph (d) above, Members may enter contra orders that are solicited. The Solicited Order Mechanism provides a facility for Members that locate liquidity for their customer orders. Members may not use the Solicited Order Mechanism to circumvent Exchange Options 3, Section 22(b) limiting principal transactions. This may include, but is not limited to, Members entering contra orders that are solicited from (1) affiliated broker-dealers, or (2) broker-dealers with which the Member has an arrangement that allows the Member to realize similar economic benefits from the solicited transaction as it would achieve by executing the customer order in whole or in part as principal. [Additionally, any solicited contra orders entered by Members to trade against Agency Orders may not be for the account of an Exchange Market Maker that is assigned to the options class.]

\* \* \* \* \*

**Section 13. Price Improvement Mechanism for Crossing Transactions**

\* \* \* \* \*

**Supplementary Material to Options 3, Section 13**

\* \* \* \* \*

.06 Reserved. [ Any solicited Counter-Side Orders submitted by an Electronic Access Member to trade against Agency Orders may not be for the account of an Exchange Market Maker assigned to the options class.]

\* \* \* \* \*