EXHIBIT 5

Proposed new language is <u>underlined</u>; proposed deletions are in [brackets].

Bats EDGX Options Exchange Fee Schedule

Effective [May 2]June 1, 2016

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Standard Rates:

	Penny Pilot Securities		Non-Penny Pilot Securities	
	Codes	Rates	Codes	Rates
Customer	PC	[($0.01)] ($0.05) ($0.10) ($0.16) ($0.21) ($0.25)	NC	[($0.01)] ($0.05) ($0.10) ($0.16) ($0.21) ($0.25)
Market Maker - Professional	(No change).			

Fee Codes and Associated Fees:

Fee Code	Description	Fee/(Rebate)
D1 - NB	(No change).	
NC[1]	Customer, Non-Penny	[(0.01)](0.05)
NF - PB	(No change).	
PC[1]	Customer, Penny Pilot	[(0.01)](0.05)
PF - RN	(No change).	
RO	Routed (Non-Customer), Non-Penny	[1.20]1.25
RP - RQ	(No change).	
RR	Routed (Customer) to ARCA, BZX Options, C2, ISE, ISE Gemini or NOM, Non-Penny	[0.90]1.00

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Footnotes:

1. Customer Volume Tiers

Applicable to fee codes PC and NC.

Tier	Rebate per contract for a Customer order	Required Criteria
[Tier 1	($0.05)	Member has an ADV in Customer orders equal to or greater than 0.10% of average TCV]
Tier [2]1	($0.10)	Member has an ADV in Customer orders equal to or greater than 0.20% of average TCV
Tier [3]2	($0.16)	Member has an ADV in Customer orders equal to or greater than 0.30% of average TCV
Tier [4]3	($0.21)	Member has an ADV in Customer orders equal to or greater than 0.50% of average TCV
Tier [5]4	($0.25)	Member has an ADV in Customer orders equal to or greater than 0.80% of average TCV
Tier [6]5	($0.21)	(1) Member has an ADV in Customer orders equal to or greater than 0.20% of average TCV; and (2) Member has an ADV in Market Maker orders equal

		to or greater than 0.[15]10% of average TCV

2. Market Maker Volume Tiers

Applicable to fee codes PM and NM.

Tier	Transaction Fee/Rebate per contract for a Market Maker order	Required Criteria
Tier 1 – Tier 6	(No change).	
Tier 7	$0.10	(1) Member has an ADV in Customer orders equal to or greater than 0.20% of average TCV (2) Member has an ADV in Market Maker orders equal to or greater than 0.[15]10% of average TCV

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