

Exhibit 5A

(additions are underlined; deletions are [bracketed])

**[TENTH]ELEVENTH AMENDED AND RESTATED
BYLAWS
OF
CBOE C2 EXCHANGE, INC.**

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Section 5.1. Designation; Number; Election.

(a) No change.

(b) Two or more offices may be held by the same person, except the Chief Executive Officer may not also be the Secretary or Assistant Secretary [offices of Chief Executive Officer and President. In addition, the Chief Executive Officer] and the President may not also be [either] the Secretary or Assistant Secretary.

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Section 5.3. President.

The President [shall]may be the chief operating officer of the Corporation and shall perform such duties and possess such powers as the Board or the Chief Executive Officer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer, the President shall perform the officer duties of the Chief Executive Officer and, when so performing, shall have all the powers of and be subject to all the restrictions upon the office of Chief Executive Officer.

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