

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

**Nasdaq GEMX, LLC
RULES**

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CHAPTER 7

Doing Business On The Exchange

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Rule 713. Priority of Quotes and Orders

(a) – (e) No change.

Supplementary Material to Rule 713

.01 No Change

.02 Reserved. [All-Or-None orders, as defined in Rule 715(c), are contingency orders that have no priority on the book. Such orders are available for execution after all other trading interest at the same price has been exhausted.]

.03 No change.

.04 No change.

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