Exhibit 5

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

**MEMX Fee Schedule
(EFFECTIVE [MARCH 1]<u>APRIL 3</u>, 2023)**

Transaction Fees

* * * * *

NBBO Setter/Joiner Tiers

Tier	Additive Rebate Per Share*	Required Criteria
Tier 1	$(0.0004)	Member has [(1)] an ADAV with respect to orders with Fee Code B ≥ 0.10% of the TCV[; or (2) an ADAV with respect to orders with Fee Code B ≥ 10,000,000 shares]
Tier 2	$(0.0003)	Member has an ADAV ≥ 0.05% of the TCV and a Displayed ADAV with respect to orders with Fee Code B or J ≥ 40% of the Member's Displayed ADAV with respect to orders with Fee Code B, D or J

* * * * *