

Exhibit 5

Proposed new language is underlined; Proposed deletions are in [brackets].

**MEMX Equities Fee Schedule
(EFFECTIVE JULY 16, 2024)**

Transaction Fees

MEMX Members are charged per share fees or provided per share rebates based on shares executed within each of the fee code categories below.

Fee Code	Description	Fee/(Rebate) - Securities at or above \$1.00 ("A")	Fee/(Rebate) - Securities below \$1.00 ("B")
B, D, J or I*	Added displayed volume	\$(0.0015)	(0.075% of total dollar value)
B1, D1, J1 or I1	Added displayed volume, Liquidity Provision Tier 1	\$(0.0034)	(0.075% of total dollar value)
B2, D2, J2 or I2	Added displayed volume, Liquidity Provision Tier 2	\$(0.0033)	(0.075% of total dollar value)
B3, D3, J3 or I3	Added displayed volume, Liquidity Provision Tier 3	\$(0.0032)	(0.075% of total dollar value)
B4, D4, J4 or I4	Added displayed volume, Liquidity Provision Tier 4	\$(0.0030)	(0.075% of total dollar value)
B5, D5, J5 or I5	Added displayed volume, Liquidity Provision Tier 5	\$(0.0029)	(0.075% of total dollar value)
B6, D6, J6 or I6	Added displayed volume, Liquidity Provision Tier 6	\$(0.0025)	(0.075% of total dollar value)
Bq1, Dq1, Jq1 or Iq1	Added displayed volume, DLI Tier 1	\$(0.0031)	(0.075% of total dollar value)
Bq2, Dq2, Jq2 or Iq2	Added displayed volume, DLI Tier 2	\$(0.0026)	(0.075% of total dollar value)

Br, Dr or Jr	Added displayed volume, Retail Order	\$(0.0034)	(0.15% of total dollar value)
Br1, Dr1 or Jr1	Added displayed volume, Retail Tier 1	\$(0.0037)	(0.15% of total dollar value)
BO1, DO1, JO1 or IO1	Added displayed volume, Cross Asset Tier 1	\$(0.0033)	(0.075% of total dollar value)
BO2, DO2, JO2 or IO2	Added displayed volume, Cross Asset Tier 2	\$(0.0027)	(0.075% of total dollar value)
BO3, DO3, JO3 or IO3	Added displayed volume, Cross Asset Tier 3	\$(0.0026)	(0.075% of total dollar value)
P	Added volume, order subject to Display-Price Sliding that receives price improvement when executed	\$(0.0008)	(0.075% of total dollar value)
H	Added non-displayed volume	\$(0.0008)	(0.075% of total dollar value)
M	Added non-displayed volume, Midpoint Peg	\$(0.0008)	(0.075% of total dollar value)
H1, M1, P1	Added non-displayed volume, Non-Display Add Tier 1	\$(0.0028)	(0.075% of total dollar value)
H2, M2, P2	Added non-displayed volume, Non-Display Add Tier 2	\$(0.0027)	(0.075% of total dollar value)
H3, M3, P3	Added non-displayed volume, Non-Display Add Tier 3	\$(0.0024)	(0.075% of total dollar value)
H4, M4, P4	Added non-displayed volume, Non-Display Add Tier 4	\$(0.0018)	(0.075% of total dollar value)
R	Removed volume from MEMX Book	\$0.0030	0.28% of total dollar value
R1	Removed volume from MEMX Book, Liquidity Removal Tier 1	\$0.00295	0.28% of total dollar value

Rr0	Removed volume from MEMX Book upon entry, Retail Order (Day/GTT/RHO)	Free	Free
Z	Routed to another market, removed liquidity	\$0.0030	0.30% of total dollar value

*Fee Code B includes orders, other than Retail Orders, that establish the NBBO. Fee Code D includes orders, other than Retail Orders, that add displayed liquidity to the Exchange but do not establish or join the NBBO. Fee Code J includes orders, other than Retail Orders, that establish a new BBO on the Exchange that matches the NBBO first established on an away market. Fee Code I is assigned to a Member’s “P” orders if that Member meets the criteria under Display-Price Sliding Tier 1.

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Notes:

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- Unless otherwise indicated, rebates provided or fees charged under the tiers below apply only to executions in securities priced at or above \$1.00.

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Display-Price Sliding Tier

<u>Tier</u>	<u>Rebate Per Share*</u>	<u>Required Criteria</u>
<u>Tier 1</u>	<u>Highest rebate otherwise achieved for Member’s Added Displayed Volume</u>	<u>Member has an ADAV with respect to orders subject to Display-Price Sliding that receive price improvement when executed (excluding Retail Orders) ≥ 5,000,000 shares</u>

*Applicable executions will be assigned the Fee Code “I” for Members that meet the required criteria under Display-Price Sliding Tier 1. The highest rebate achieved by the Member for Added Displayed Volume will be awarded instead of the otherwise applicable rebate for executions with a Fee Code “P”. The appropriate achieved Added Displayed Volume Fee Code(s) will be appended to Fee Code “I” in order to identify the rebate provided.

Cross Asset Tier

Tier	Rebate Per Share	Required Criteria
Tier 1	\$(0.0033)	Member has an Options ADAV in the Market Maker capacity* of ≥ 250,000 contracts on MEMX Options

		and an ADAV on MEMX Equities $\geq 0.30\%$ of the TCV
Tier 2	\$(0.0027)	Member has an Options ADAV in the Market Maker capacity of $\geq 125,000$ contracts on MEMX Options
Tier 3	\$(0.0026)	Member has an Options ADAV in the Customer/Professional capacity** $\geq 20,000$ contracts on MEMX Options***

* The definition of Market Maker is set forth in the MEMX Options fee schedule.

** The definitions of Customer and Professional are set forth in the MEMX Options fee schedule.

*** Members that qualify for Cross Asset Tier 3 based on activity in a given month will also receive that associated Cross Asset Tier 3 rebate during the following month.

Displayed Liquidity Incentive (DLI) Tiers

Tier	Rebate Per Share	Required Criteria
Tier 1	\$(0.0031)	Member has (1) an NBBO Time of at least 25% in an average of at least 1,000 securities per trading day during the month; and (2) an ADAV $\geq 0.10\%$ of the TCV
Tier 2	\$(0.0026)	Member has an NBBO Time of at least 25% in an average of at least 500 securities per trading day during the month

[Display-Price Sliding Tier

Tier	Rebate Per Share*	Required Criteria
Tier 1	Highest rebate otherwise achieved for Member's Added Displayed Volume	Member has an ADAV with respect to orders subject to Display-Price Sliding that receive price improvement when executed (excluding Retail Orders) $\geq 5,000,000$ shares

*Applicable executions will be assigned the Fee Code "I" for Members that meet the required criteria under Display-Price Sliding Tier 1. The highest rebate achieved by the Member for Added Displayed Volume will be awarded instead of the otherwise applicable rebate for executions with a Fee Code "P". The appropriate achieved Added Displayed Volume Fee Code(s) will be appended to Fee Code "I" in order to identify the rebate provided.]

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