

EXHIBIT 5

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

THE NASDAQ STOCK MARKET LLC RULES

* * * * *

Equity Rules

* * * * *

Equity 7 Pricing Schedule

* * * * *

Section 118. Nasdaq Market Center Order Execution and Routing

(a) ...

(1) Fees for Execution and Routing of Orders

...

Credit for non-displayed orders (other than Supplemental Orders) that provide liquidity (per share executed):			
	Tape A	Tape B	Tape C

...

<p>1. A member will receive a supplemental credit for midpoint orders (excluding buy (sell) orders with Midpoint pegging that receive an execution price that is lower (higher) than the midpoint of the NBBO), in addition to the credits set forth below for non-displayed orders that provide liquidity, if the member executes a requisite ADV of shares through M-ELO, as follows (A member receiving this supplemental midpoint credit may receive combined credits (regular and supplemental) of up to a maximum of \$0.0028 per share executed):</p>			
<p>(a) for midpoint orders (excluding buy (sell) orders with Midpoint pegging that receive an execution price that is lower (higher) than the midpoint of the NBBO) if the member executes an ADV of at least 2.5 million up to, but not including 4 million shares through M-ELO;</p>	(a) \$0.0001	(a) \$0.0001	(a) \$0.0001
	or	or	or
	(b) \$0.0002	(b) \$0.0002	(b) \$0.0002

<p>or</p> <p>(b) for midpoint orders (excluding buy (sell) orders with Midpoint pegging that receive an execution price that is lower (higher) than the midpoint of the NBBO) if the member executes an ADV of 4 million or more shares through M-ELO:</p>			
<p>2. A supplemental credit for midpoint orders (excluding buy (sell) orders with midpoint pegging that receive an execution price that is lower (higher) than the midpoint of the NBBO) (A member receiving this supplemental midpoint credit may receive only one but not all of the supplemental credits described herein as well as combined credits (regular and supplemental) of up to a maximum of \$0.0027 per share executed, with the exception of members that qualify for the supplemental credit of \$0.0001 listed in sections <u>3</u> and <u>4</u> immediately following this section 2):</p>			
<p>if the member, during the month (i) provides at least 15 million shares of midpoint liquidity per day during the month; and (ii) increases providing liquidity through midpoint orders by 30% or more relative to the member's May 2021 ADV provided through midpoint orders:</p>	<p>\$0.0002</p>	<p>\$0.0002</p>	<p>\$0.0002</p>
<p>3. A supplemental credit for midpoint orders (excluding buy (sell) orders with midpoint pegging that receive an execution price that is lower (higher) than the midpoint of the NBBO) (A member receiving this supplemental midpoint credit may receive combined credits (regular and supplemental) of up to a maximum of \$0.0028 per share executed):</p>			
<p>member that (i) executes at least 0.35% of Consolidated Volume through providing midpoint orders and through M-ELO during the month, and (ii) executes at least 0.20% of Consolidated Volume through providing midpoint orders during the month.</p>	<p>\$0.0001</p>	<p>\$0.0001</p>	<p>\$0.0001</p>
<p><u>4. A supplemental credit for midpoint orders (excluding buy (sell) orders with midpoint pegging that receive an execution price that is lower (higher) than the midpoint of the NBBO) (A member receiving this supplemental midpoint credit</u></p>			

<u>may receive combined credits (regular and supplemental) of up to a maximum of \$0.0029 per share executed):</u>			
<u>member that executes an ADV of at least 5 million or more shares through M-ELO.</u>	<u>\$0.0001</u>	<u>\$0.0001</u>	<u>\$0.0001</u>
[4]5. All other non-displayed orders			

* * * * *