EXHIBIT 5

<u>New language</u>
[deleted language]

BOX Options Exchange

Fee Schedule

[August] <u>September</u> 2012

Section I. Exchange Fees

	Account Type			
	Public Customer	Professional Customer	Broker Dealer	Market Maker
Auction Transactions[1]				
<u>PIP Order or Agency Order</u>[2]	<u>$0.00</u>	<u>$0.00</u>	<u>$0.35</u>	<u>Based on ADV, see Section I B</u>
Improvement Order in PIP[2][3]	$0.15	$0.15	$0.35	Based on ADV, see Section I B
Responses in the Solicitation or Facilitation Auction Mechanisms	$0.15	$0.15	$0.35	Based on ADV, see Section I B
Primary Improvement Order[3][4], Facilitation Order, or Solicitation Order	Based on ADV, see Section I A	Based on ADV, see Section I A	Based on ADV, see Section I A	Based on ADV, see Section I A
Non-Auction Transactions	$0.07	$0.20	$0.40	Based on ADV, see Section I B
Options Surcharge (per contract for options on Nasdaq-100® Index (NDX) and Mini-NDX® Index (MNX))	$0.00	$0.00	$0.22	$0.22

      A. through **B. No change.**

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[1] Auction Transactions are those transactions executed through <u>Price Improvement Period ("PIP"),</u> the Solicitation Auction mechanism, and Facilitation Auction mechanism.

[2] <u>A PIP Order is a Customer Order (an agency order for the account of either a customer or a broker-dealer) designated for the PIP. An Agency Order is a block-size order that an Order Flow Provider seeks to facilitate as agent through the Facilitation Auction or Solicitation Auction mechanism.</u>

[2][3] An Improvement Order is a response to a [Price Improvement Period ("]PIP["]] auction.

[3][4] A Primary Improvement Order is the matching contra order submitted to the PIP on the opposite side of an agency order.

Section II through Section V. Footnote 4 will be renumbered to 5.

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