## Exhibit 5D

Proposed new language is underlined; proposed deletions are marked by [brackets].

## $\frac{\text{AMENDED AND RESTATED}}{\text{OF}} \text{CERTIFICATE OF INCORPORATION}$ OF $\text{BATS } \underline{\text{BZX}} \text{ EXCHANGE, INC.}$

**First.** The name of the corporation is [BATS]Bats BZX Exchange, Inc.

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