

Exhibit 5F

Note: Proposed new language is underlined. Proposed deletions are enclosed in [brackets].

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF BATS  
GLOBAL MARKETS HOLDINGS, INC.**

\*\*\*

**SEVENTH:**

\*\*\*

4. The sole stockholder of the Corporation is [Bats Global Markets, Inc.] CBOE V, LLC.

\*\*\*