

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 31412 / January 13, 2015

In the Matter of

SSGA FUNDS MANAGEMENT, INC.  
SPDR SERIES TRUST  
SPDR INDEX SHARES FUNDS  
SSGA MASTER TRUST  
SSGA ACTIVE TRUST

State Street Financial Center  
One Lincoln Street  
Boston, MA 02111

(File No. 812-13961)

ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940  
GRANTING AN EXEMPTION FROM SECTION 15(a) OF THE ACT AND RULE 18f-2  
UNDER THE ACT AND CERTAIN DISCLOSURE REQUIREMENTS

SSgA Funds Management, Inc., SPDR Series Trust, SPDR Index Shares Funds, SSgA Master Trust and SSgA Active Trust filed an application on September 16, 2011, and amendments to the application on March 13, 2012, August 18, 2014, December 12, 2014, and December 23, 2014, requesting an order under section 6(c) of the Investment Company Act of 1940 (the “Act”) for an exemption from section 15(a) of the Act and rule 18f-2 under the Act, as well as from certain disclosure requirements. The order permits applicants to enter into and materially amend subadvisory agreements without shareholder approval and also grants relief from certain disclosure requirements.

On December 18, 2014, a notice of the filing of the application was issued (Investment Company Act Release No. 31384). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in the public

interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly,

IT IS ORDERED, under section 6(c) of the Act, that the relief requested by SSgA Funds Management, Inc., et al. (File No. 812-13961) is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Brent J. Fields  
Secretary