

**Arnold Golub**  
Vice President  
Deputy General Counsel

September 23, 2024

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on August 16, 2024, The Nasdaq Stock Market LLC (the "Exchange") received from Pacer Funds Trust (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Pacer Metarus Nasdaq 100 Dividend Multiplier 600 ETF

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

