

091-03710 #1

For Internal Use Only Submit 1 Original OMB Approval No.: -
Sec File No. 91 - and 9 Copies Expires: -

Estimated average burden hours per response: 2.00

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 19b-4(e)

SEC 1/11/09
b fill: 30

Information Required of a Self-Regulatory Organization Listing and Trading a New
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

NYSE Arca, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Open-end Management Investment Company

3. Class of New Derivative Securities Product:

Investment Company Units

4. Name of Underlying Instrument:

Russell 2000[®] Index

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

Broad-Based



6. Ticker Symbol(s) of New Derivative Securities Product:

TZA

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

New York Stock Exchange, Nasdaq Stock Market, NYSE Alternext US, NYSE Arca

8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

PROCESSED

Name of Official Responsible for Form:

Mary Yeager

JAN 07 2009 E

Title:

Corporate Secretary

THOMSON REUTERS

Telephone Number:

(212) 656-2062

Manual Signature of Official Responsible for Form:

November 5, 2008

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	

Mary Yeager
Corporate Secretary

NYSE Arca, Inc.
11 Wall Street
New York, NY 10005



RECEIVED
2008 NOV -6 AM 11:29
SEC / 1...

tel: 212.656.2062
fax: 212.656.3939
myeager@nyse.com

Via Overnight Mail

November 5, 2008

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Market Regulation
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

Re: Form 19b-4(e) – Direxion Shares ETF Trust

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- Direxion Shares ETF Trust, Large Cap Bull 3X Shares (Ticker Symbol BGU);
- Direxion Shares ETF Trust, Small Cap Bull 3X Shares (Ticker Symbol TNA);
- Direxion Shares ETF Trust, Large Cap Bear 3X Shares (Ticker Symbol BGZ); and
- Direxion Shares ETF Trust, Small Cap Bear 3x Shares (Ticker Symbol TZA).

If you have any questions, please do not hesitate to call me at (212) 656-2062.

Sincerely,

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV - 6 2008

END