



11008761

William Slattery
Vice President
Listing Qualifications

By Electronic Mail Only

December 27, 2011

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on December 20, 2011 The Nasdaq Stock Market (the "Exchange") received from Procera Networks, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$0.001 par value

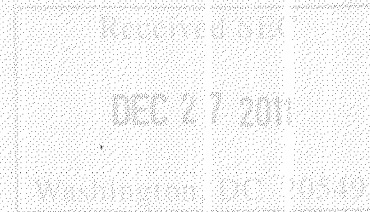
We further certify that the security described above has been approved by the Exchange for listing and registration.

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

Sincerely,

William Slattery

NASDAQ
THE NASDAQ OMX GROUP



*CERT NAS
File No. 001-33691*