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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 19b-4(e)

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



11030803

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:
The NASDAQ Stock Market LLC
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Open End Management Investment Company
- Class of New Derivative Securities Product:
Index Fund Shares
- Name of Underlying Instrument:
Vanguard Total International Stock ETF
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
Broad-based
- Ticker Symbol(s) of New Derivative Securities Product:
VXUS
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
Listed on: Athens, Australian Stock Exchange (ASX), Bangkok, Bolsa Mexicana, Borsa Italiana, Budapest, Cairo, Casablanca, Chi-Ex, Columbia Stock Exchange, Continuous, Dublin, Euronext Amsterdam, Euronext Brussels, Euronext Paris, Hong Kong, Indonesia, Istanbul Stock Exchange, Johannesburg Stock Exchange, Korea Exchange, Bursa Malaysia, Euronext Lisbon, London Stock Exchange, MICEX, National Stock Exchange Of India, New Zealand, NASDAQ OMX Copenhagen, NASDAQ OMX Helsinki, NASDAQ OMX Stockholm, Oslo Stock Exchange, Philippine Stock Exchange, Prague Stock Exchange, RTS, SIX Swiss, Santiago Stock Exchange, Sao Paulo Stock Exchange (BOVESPA), Shanghai Stock Exchange, Shenzhen, Singapore Stock Exchange, Taiwan Stock Exchange, Tel Aviv Stock Exchange, Thailand, Tokyo Stock Exchange, Toronto, Vienna, Warsaw, Xetra
- Position Limits of New Derivative Securities Product (if applicable):
Regular way trades settle on T + 3 (cash settled)
- Position Limits of New Derivative Securities Product (if applicable):
N/A

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.

Name of Official Responsible for Form:
Gary N. Sundick

Title:
Vice President, Listing Qualifications

Telephone Number:
1-301-978-5214

Manual Signature of Official Responsible for Form:

Date: **January 31, 2011**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	FEB 7 2011