

091-13070-jn

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

Estimated average burden hours per response: 2.00

SECURITIES AND EXCHANGE COMMISSION  
**RECEIVED**

DEC 13 2011

DIVISION OF TRADING & MARKETS

**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**

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
NYSE Arca, Inc.



11033026

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:  
Direxion All Cap Insider Sentiment Shares

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:  
KNOW

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
NYSE, NASDAQ Stock Market

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.

Name of Official Responsible for Form:  
Janet L. McGinness

Title:  
Corporate Secretary

Telephone Number:  
(212) 656-2039

Manual Signature of Official Responsible for Form:  
*Janet McGinness*

December 12, 2011

SEC 2449 (1/99)

Act	Securities Exchange Act of 1934
Section	17D
Rule	19b-4(e)
Public Availability:	DEC 13 2011

Janet McGinness  
Corporate Secretary

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



SECURITIES AND EXCHANGE COMMISSION  
**RECEIVED**

tel: 212.656.2039  
fax: 212.656.8101  
jmcginness@nyx.com

DEC 13 2011

DIVISION OF TRADING & MARKETS

Via Overnight Mail

December 12, 2011

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

**Re: Forms 19b-4(e) – Direxion Large Cap Insider Sentiment Shares;  
Direxion All Cap Insider Sentiment Shares**

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 Large Cap Insider Sentiment Shares INSD
- Direxion All Cap Insider Sentiment Shares KNOW

If you have any questions, please do not hesitate to call me at (212) 656-2039.

Sincerely,

Enclosures

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 13 2011