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SECURITIES AND EXCHANGE COMMISSION
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OCT 22 2012
DIVISION OF TRADING & MARKETS

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

OMB Number: 3235-0504
Expires: August 31, 2010
Estimated average burden hours per response.....3.60

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:
The NASDAQ Stock Market LLC (traded pursuant to unlisted trading privileges)
- 2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Corporation
- 3. Class of New Derivative Securities Product:
Index Linked Note
- 4. Name of Underlying Instrument:
Shiller Barclays CAPE US Core Sector 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:
CAPE
- 7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
Listed on: NASDAQ Stock Market LLC, NYSE
- 8. Position Limits of New Derivative Securities Product (if applicable):
Regular way trades settle on T + 3 (cash settled)
- 9. 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: **October 17, 2012**

SEC 2449 (6-01)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	OCT 22 2012