

091-15017fn

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

RECEIVED  
OCT 3 2012  
SECURITIES AND EXCHANGE COMMISSION

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:

Morningstar® Emerging Markets Factor Tilt IndexSM

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:

TLTE

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

NYSE, Sao Paulo, Bombay, Istanbul, Micex, Hong Kong, Korea Stock Exchange, Taipei, Johannesburg, Kuala Lumpur, Prague, Cairo, Warsaw, Taiwan OTC (Gre Tai Securities Market), Manila, Bangkok, Mexico City, Bogota, Indonesia Stock Exchange, Santiago, Nasdaq Stock Market, Bangkok Alien, Casablanca, Shenzhen, Lima, Shanghai, Budapest, Singapore, London

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 L. McGinness*

October 1, 2012

|                      |                                 |
|----------------------|---------------------------------|
| Act                  | Securities Exchange Act of 1934 |
| Section              | 19b-4                           |
| Rule                 | 19b-4(e)                        |
| Public Availability: | OCT 03 2012                     |

Janet McGinness  
Corporate Secretary

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



tel: 212.656.2039  
fax: 212.656.8101  
jmcginness@nyx.com

**Via Overnight Mail**

October 1, 2012

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: FlexShares Morningstar Developed Markets ex-US Factor Tilt Index Fund  
FlexShares Morningstar Developed Markets ex-US Factor Tilt Index Fund**

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 securities listed below.

|   |      |
|---|------|
| FlexShares Morningstar Developed Markets ex-US Factor Tilt Index Fund | TLTD |
| FlexShares Morningstar Developed Markets ex-US Factor Tilt Index Fund | TLTE |

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

Sincerely,

Enclosures

| Securities Exchange Act of 1934 |             |
|---------------------------------|-------------|
| Act                             |             |
| Section                         | 19b-4       |
| Rule                            | 19b-4(e)    |
| Public Availability:            | OCT 03 2012 |