

091-150188

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

RECEIVED
OCT 3 2012
COMMISSION

Information Required of a Self-Regulatory Organization Listing and Trading of 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.



12006133

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® Developed Markets ex-US 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:

TLTD

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

NYSE, Tokyo, Spanish Stock Market Interconnection System (SIBE), OMX Exchanges, Xetra, Vienna, Tel Aviv, Toronto, Hong Kong, ASX National, London, Oslo, Swiss Six Exchange, NZSE National Market, Italy Continuous, Euronext France, Irish, Copenhagen, Singapore, Euronext Belgium, Osaka, Helsinki, Athens, Euronext Netherlands, Nagoya, Jasdaq, Euronext Portugal, Nasdaq Stock Market, Frankfurt, Canadian Venture Exchange

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

Act Securities Exchange Act of 1934
Section 19b-4
Rule 19b-4(e)

Manual Signature of Official Responsible for Form:

Janet McGinness

Public Availability: OCT 03 2012

October 1, 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

SECURITIES AND EXCHANGE COMMISSION

OCT 1 2012

DIVISION OF TRADING AND MARKETS

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