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2012 DEC 19
SEC 7711

**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. (Traded pursuant to unlisted trading privileges)

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:

S&P Merger Arbitrage 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:

MRGR

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

Australian Securities Exchange, Wiener Borse AG (Vienna Stock Exchange), Euronext Brussels, Toronto Stock Exchange, Copenhagen Stock Exchange, NASDAQ OMX Helsinki, Euronext Paris, Frankfurt Stock Exchange, Athens Stock Exchange, Hong Kong Stock Exchange, Irish Stock Exchange, Tel Aviv Stock Exchange, Borsa Italiana S.P.A. (Piazza Affari), Tokyo Stock Exchange (TSE), Euronext Amsterdam, New Zealand Stock Market, Oslo Stock Exchange, Euronext Lisbon, Singapore Exchange, Spanish Stock Exchange, Stockholm OMX Stock Exchange, Swiss Exchange, London Stock Exchange, New York Stock 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

Manual Signature of Official Responsible for Form:

Janet McGinness

December 14, 2012

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

Janet McGinness
Corporate Secretary



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

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Via Overnight Mail

December 14, 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: ProShares Merger ETF

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.

- ProShares Merger ETF

MRGR

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

Sincerely,

A handwritten signature in cursive script, appearing to read 'Janet McGinness'.

Enclosures

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