

091-16484 *jm*

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DIVISION OF TRADING & MARKETS

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

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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 404

Part I Initial Listing Report

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



13035468

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 500 Dividend Aristocrats 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:
NOBL

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

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 McGinness

Title:
Corporate Secretary

Telephone Number:
(212) 656-2039

Manual Signature of Official Responsible for Form:
Janet McGinness

October 10, 2013

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability	OCT 17 2013

Janet McGinness
Corporate Secretary

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



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SECURITIES AND EXCHANGE COMMISSION
RECORDED
OCT 17 2013
DIVISION OF TRADING & MARKETS

SEC
Mail Processing
Section

OCT 16 2013

Washington DC
404

Via Overnight Mail

October 10, 2013

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 S&P 500 Aristocrats 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 S&P 500 Aristocrats ETF

NOBL

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:	OCT 17 2013