

091-183668

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**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: **SEC Mail Processing Section**
 NYSE Arca, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.): **FEB 19 2015**
 Open-end Management Investment Company **Washington DC**

3. Class of New Derivative Securities Product: **401**
 Investment Company Units

4. Name of Underlying Instrument:
 Market Vectors Global Junior Gold Miners Index

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
 Narrow-Based



6. Ticker Symbol(s) of New Derivative Securities Product:
 GDJJ

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
 NYSE, Hong Kong, Toronto, London, NASDAQ, ASX

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:
 Martha Redding

Title:
 Senior Counsel and Assistant Corporate Secretary

Telephone Number:
 (212) 656-2938

Manual Signature of Official Responsible for Form: *[Signature]*

Act Securities Exchange Act of 1934
Section 19b-4

February 17, 2015
 SEC 2449 (1/99)

Public Availability: **FEB 19 2015**



Martha Redding
Senior Counsel
Assistant Corporate Secretary

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Via Overnight Mail

February 17, 2015

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Trading and Markets
Station Place - Building 1
100 F Street, N.E. - Room 6628
Washington, DC 20549

SEC
Mail Processing
Section
FEB 19 2015
Washington DC
404

Re: 19b-4(e) - ProShares Trust

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 Ultra Gold Miners (GDXX)
- ProShares UltraShort Gold Miners (GDXS)
- ProShares Ultra Junior Miners (GDJJ)
- ProShares UltraShort Junior Miners (GDJS)

If you have any questions, please do not hesitate to call me at (212) 656-2938.

Sincerely,

Enclosures

Act	Securities Exchange Act of 1934
Section	
Rule	
Public Availability	FEB 19 2015