

Sudhir Bhattacharyya  
Vice President



June 4, 2014

**VIA E-MAIL**

Elizabeth M. Murphy  
Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-1090

Re: Amendment No. 2 (SR-NYSEArca-2014-41)

Dear Ms. Murphy:

NYSE Arca, Inc. filed the attached amendment to the above-referenced filing on June 4, 2014.

Sincerely,

A blue ink handwritten signature, appearing to be "Sudhir Bhattacharyya", written over a horizontal line.

Encl. (Amendment No. 2 to SR-NYSEArca-2014-41)

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of \* 3

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 Form 19b-4

File No. \* SR - 2014 - \* 41

Amendment No. (req. for Amendments \*) 2

Filing by NYSE Arca

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial \*  Amendment \*  Withdrawal  Section 19(b)(2) \*  Section 19(b)(3)(A) \*  Section 19(b)(3)(B) \*

Pilot  Extension of Time Period for Commission Action \*  Date Expires \*   
 Rule  
 19b-4(a)(1)  19b-4(a)(4)  
 19b-4(b)(2)  19b-4(b)(5)  
 19b-4(b)(3)  19b-4(b)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 806(e)(1) \*  Section 806(e)(2) \*

Section 3C(b)(2) \*

**Description**

Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).

Proposed to list and trade shares of Realty Shares Realated Dividend Growth Index ETF Fund under NYSE Arca Rule 19b-4 on 06/04/2014.

**Contact Information**

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name \* Michael Last Name \* Cavalier  
 Title \* Chief Counsel  
 E-mail \* mcavalier@nyx.com  
 Telephone \* (212) 656-2474 Fax (212) 656-2223

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title \*)

Date 06/04/2014  
 By Sudhir Bhattacharyya  
 Vice President  
 (Name \*)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Sudhir Bhattacharyya

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

**Form 19b-4 Information \***

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

**Exhibit 1 - Notice of Proposed Rule Change \***

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies \***

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications**

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit Sent As Paper Document

**Exhibit 3 - Form, Report, or Questionnaire**

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit Sent As Paper Document

**Exhibit 4 - Marked Copies**

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

**Exhibit 5 - Proposed Rule Text**

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

**Partial Amendment**

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

**SR-NYSEArca-2014-41; Amendment No. 2**

NYSE Arca, Inc. (“Exchange”) hereby amends SR-NYSEArca-2014-41 (“Filing”)<sup>1</sup> and Exhibit 1 thereto, as previously amended by Amendment No. 1, to provide that references to “Reality Shares Dividend Growth Index ETF” are replaced by “Reality Shares DIVS Index ETF”. In addition, references to “Reality Shares Dividend Growth Index” are replaced with “Reality Shares DIVS Index”. These changes will be reflected in an amendment to the Trust’s Registration Statement.

The Exchange believes that the proposed rule change, as modified by this amendment, is consistent with the requirement of Section 6(b)(5) of the Securities Exchange Act of 1934<sup>2</sup> (“Act”) that an exchange have rules that are designed, among other things, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to, and perfect the mechanism of a free and open market and, in general to protect investors and the public interest. The proposed amendment reflects a change to the name of the Fund and to the index that the Fund seeks to track that will be reflected in the Fund’s Registration Statement.

All other representations in the Filing remain as stated therein and no other changes are being made.

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<sup>1</sup> See Securities Exchange Act Release No. 72015 (April 24, 2014), 79 FR 24475 (April 30, 2014) (SR-NYSEArca-2014-41).

<sup>2</sup> 15 U.S.C. 78f(b)(5).