



Martha Redding
Chief Counsel

New York Stock Exchange
20 Broad Street
New York, NY 10005
T +1 212 656 2039
F +1 212 656 2223
mredding@nyx.com

June 19, 2014

VIA E-MAIL

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

Re: Amendment No. 3 (SR-NYSEArca-2014-47)

Dear Ms. Murphy:

NYSE Arca, Inc. filed the attached amendment to the above-referenced filing on June 19, 2014.

Sincerely,

A handwritten signature in blue ink, appearing to be "M. Redding", written over the word "Encl." and the reference number.

Encl. (Amendment No. 3 to SR-NYSEArca-2014-47)

Required fields are shown with yellow backgrounds and asterisks.

OMB Number: 3235-0045
Estimated average burden
hours per response 38

Page 1 of 4

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

File No. * SR - 2014 - * 47

Amendment No. (req. for Amendments *) 3

Filing by NYSE Arca

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

| | | | | | |
|---------------------------------------|---|--|---|---|---|
| Initial * <input type="checkbox"/> | Amendment * <input checked="" type="checkbox"/> | Withdrawal <input type="checkbox"/> | Section 19(b)(2) * <input checked="" type="checkbox"/> | Section 19(b)(3)(A) * <input type="checkbox"/> | Section 19(b)(3)(B) * <input type="checkbox"/> |
| Pilot <input type="checkbox"/> | Extension of Time Period for Commission Action * <input type="checkbox"/> | Date Expires * <input type="text"/> | Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6) | | |

| | | |
|--|---|---|
| Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 503(e)(1) <input type="checkbox"/> | Section 306(a)(2) <input type="checkbox"/> | Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) <input type="checkbox"/> |
|--|---|---|

| | |
|--|--|
| Exhibit 1 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> |
|--|--|

Description

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

Propose to list and trade shares of Fidelity Corporate Bond under NYSE Arca Equities Rule 8.600

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 NYSE Regulation Inc | | |
| 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 06/19/2014

By Martha Redding

(Name *)

Chief Counsel

Martha Redding, mredding@nyx.com

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.

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-2014-47; Amendment No. 3

NYSE Arca, Inc. ("Exchange") hereby amends SR-NYSEArca-2014-47 ("Filing"), as amended by Amendment No. 1 and Amendment No. 2, as follows:

1. The last partial sentence on page 13 of the Filing, extending to the top of page 14 of the Filing, and the second sentence of the first full paragraph on page 46 of Exhibit 1 to the Filing are deleted and are replaced with the following:

"The exchange-listed futures contracts in which the Fund may invest will have various types of underlying instruments, including specific assets or securities, baskets of assets or securities, commodities or commodities indexes, indexes of securities prices, indexes of rates or rates."

2. The fourth sentence of footnote 32 of the Filing and of footnote 33 of Exhibit 1 to the Filing, are deleted and replaced with the following:

"Some currently available futures contracts are based on specific securities or baskets of securities, some are based on commodities or commodities indexes (for funds that seek commodities exposure), some are based on indexes of securities prices (including foreign indexes for funds that seek foreign exposure), and some are based on indexes of rates or rates."

3. The second sentence of the first full paragraph on page 10 of the Filing and of the first complete paragraph on page 41 of Exhibit 1 to the Filing are deleted and replaced with the following:

"In addition, the Fund may invest in other exchange-traded products ("ETPs"), such as commodity pools." [footnote omitted]

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 1934¹ ("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. With respect to Item 1 above, the Exchange is clarifying that the underlying instruments for exchange-listed futures contracts in which the Fund may invest include indexes of rates as well as rates. Similarly, with respect to Item 2 above, the Exchange is clarifying that some currently available futures contracts are based on indexes of rates or based on rates. With respect to Item 3 above, the proposed amended language deletes unnecessary language relating to the ETPs (as defined in footnote 26 of the Filing and footnote 27 of Exhibit 1 to the Filing) in which the Fund may invest.

¹ 15 U.S.C. 78f(b)(5).

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