

**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**

February 5, 2020

In the Matter of First Trust Exchange-Traded
Fund III

ORDER GRANTING EXEMPTION FROM
EXCHANGE ACT RULE 14E-5

First Trust Exchange-Traded Fund III submitted a letter dated February 5, 2020 requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 14e-5 for the transactions described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated February 5, 2020, it is ORDERED that the request for an exemption from Exchange Act Rule 14e-5 is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Vanessa A. Countryman
Secretary