

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

December 4, 2019

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In the Matter of First Trust Exchange-Traded Fund VIII      ORDER GRANTING EXEMPTION FROM EXCHANGE ACT RULE 14E-5

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First Trust Exchange-Traded Fund VIII submitted a letter dated December 2, 2019 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 December 4, 2019, it is ORDERED that the request for 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