

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

July 22, 2020

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In the Matter of First Trust Exchange-Traded  
Fund VIII

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ORDER GRANTING EXEMPTION FROM  
EXCHANGE ACT RULE 14E-5

First Trust Exchange-Traded Fund VIII submitted a letter dated July 22, 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 July 22, 2020, 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.

Ted Yu  
Chief, Office of Mergers and Acquisitions  
Division of Corporation Finance