

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-71269; File No. SR-NYSEArca-2013-135)

January 9, 2014

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of Proposed Rule Change to List and Trade Shares of db-X Ultra-Short Duration Fund and db-X Managed Municipal Bond Fund under NYSE Arca Equities Rule 8.600

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (“Act”)<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that, on December 27, 2013, NYSE Arca, Inc. (“Exchange” or “NYSE Arca”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to proposes to [sic] list and trade shares of the following under NYSE Arca Equities Rule 8.600 (“Managed Fund Shares”): db-X Ultra-Short Duration Fund and db-X Managed Municipal Bond Fund. The text of the proposed rule change is available on the Exchange’s website at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.

received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to list and trade shares (“Shares”) of the following under NYSE Arca Equities Rule 8.600, which governs the listing and trading of Managed Fund Shares<sup>4</sup> on the Exchange<sup>5</sup>: db-X Ultra-Short Duration Fund and db-X Managed Municipal Bond Fund (each a “Fund” and, collectively, the “Funds”). The Funds will be actively-managed exchange-traded funds (“ETFs”). Each Fund is a series of the DBX ETF Trust (“Trust”), a statutory trust organized under the laws of the State of Delaware and registered with the Commission as an open-end management investment company.<sup>6</sup> The Funds will be managed by DBX Advisors

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<sup>4</sup> A Managed Fund Share is a security that represents an interest in an investment company registered under the Investment Company Act of 1940 (15 U.S.C. 80a-1) (“1940 Act”) organized as an open-end investment company or similar entity that invests in a portfolio of securities selected by its investment adviser consistent with its investment objectives and policies. In contrast, an open-end investment company that issues Investment Company Units, listed and traded on the Exchange under NYSE Arca Equities Rule 5.2(j)(3), seeks to provide investment results that correspond generally to the price and yield performance of a specific foreign or domestic stock index, fixed income securities index or combination thereof.

<sup>5</sup> The Commission has previously approved listing and trading on the Exchange of actively managed funds under Rule 8.600. See, e.g., Securities Exchange Act Release Nos. 57801 (May 8, 2008), 73 FR 27878 (May 14, 2008) (SR-NYSEArca-2008-31) (order approving Exchange listing and trading of twelve actively-managed funds of the WisdomTree Trust); 66321 (February 3, 2012), 77 FR 6850 (February 9, 2012) (SR-NYSEArca-2011-95) (order approving listing and trading of PIMCO Total Return Exchange Traded Fund); 66670 (March 28, 2012), 77 FR 20087 (April 3, 2012) (SR-NYSEArca-2012-09) (order approving listing and trading of PIMCO Global Advantage Inflation-Linked Bond Strategy Fund).

<sup>6</sup> The Trust is registered under the 1940 Act. On December 19, 2012, the Trust filed with the Commission an amendment to its registration statement on Form N-1A under the

LLC (the “Adviser”). Deutsche Investment Management Americas Inc. will be the investment sub-adviser for the Funds (the “Sub-Adviser”). ALPS Distributors, Inc. will be the Funds’ distributor (“Distributor”). The Bank of New York Mellon will be the administrator, custodian and fund accounting and transfer agent for each Fund.

Commentary .06 to Rule 8.600 provides that, if the investment adviser to the investment company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser shall erect a “fire wall” between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such investment company portfolio.<sup>7</sup> In addition, Commentary .06 further requires that personnel who make

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Securities Act of 1933 (15 U.S.C. 77a) (“Securities Act”) and the 1940 Act relating to the Fund [sic] (File Nos. 333-170122 and 811-22487) (the “Registration Statement”). The description of the operation of the Trust and the Funds herein is based, in part, on the Registration Statement. As of the date of this filing, the Trust has also filed an Amended and Restated Application for an Order under Section 6(c) of the 1940 Act for exemptions from various provisions of the 1940 Act and rules thereunder (File No. 812-14004), dated October 29, 2013 (“Exemptive Application”). See Investment Company Act Release No. 30770 (October 29, 2013), 78 FR 66086 (November 4, 2013). The Shares will not be listed on the Exchange until an order (“Exemptive Order”) under the 1940 Act has been issued by the Commission with respect to the Exemptive Application. Investments made by the Funds will comply with the conditions set forth in the Exemptive Order.

<sup>7</sup> An investment adviser to an open-end fund is required to be registered under the Investment Advisers Act of 1940 (the “Advisers Act”). As a result, the Adviser, Sub-Adviser and their related personnel are subject to the provisions of Rule 204A-1 under the Advisers Act relating to codes of ethics. This Rule requires investment advisers to adopt a code of ethics that reflects the fiduciary nature of the relationship to clients as well as compliance with other applicable securities laws. Accordingly, procedures designed to prevent the communication and misuse of non-public information by an investment adviser must be consistent with Rule 204A-1 under the Advisers Act. In addition, Rule 206(4)-7 under the Advisers Act makes it unlawful for an investment adviser to provide investment advice to clients unless such investment adviser has (i) adopted and implemented written policies and procedures reasonably designed to prevent violation, by the investment adviser and its supervised persons, of the Advisers Act and the Commission rules adopted thereunder; (ii) implemented, at a minimum, an annual review regarding the adequacy of the policies and procedures established pursuant to subparagraph (i) above and the effectiveness of their implementation; and (iii) designated

decisions on the open-end fund's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the open-end fund's portfolio. The Adviser and Sub-Adviser are not broker-dealers, but both the Adviser and Sub-Adviser are affiliated with a broker-dealer, and each has implemented and will maintain a fire wall with respect to such broker-dealer affiliate regarding access to information concerning the composition and/or changes to the respective Fund's portfolio. In the event (a) the Adviser or Sub-Adviser becomes a registered broker-dealer or newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser is a registered broker-dealer or becomes affiliated with a broker-dealer, it will implement a fire wall with respect to its relevant personnel or its broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio, and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

#### db-X Ultra-Short Duration Fund—Principal Investments

According to the Registration Statement, the investment objective of the db-X Ultra-Short Duration Fund will be to seek to provide current income consistent with total return.

Under normal market conditions,<sup>8</sup> the Fund will seek to achieve its investment objective by investing at least 65% of its net assets in debt securities, as described below. According to the Registration Statement, debt securities will include (1) debt securities of U.S. and foreign government agencies and instrumentalities, and U.S. Government obligations (including U.S.

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an individual (who is a supervised person) responsible for administering the policies and procedures adopted under subparagraph (i) above.

<sup>8</sup> The term "under normal market conditions" includes, but is not limited to, the absence of extreme volatility or trading halts in the fixed income markets or the financial markets generally; operational issues causing dissemination of inaccurate market information; or force majeure type events such as systems failure, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

agency mortgage pass-through securities, as described below); (2) U.S. and foreign corporate debt securities, mortgage-backed and asset backed securities, adjustable rate loans that have a senior right to payment (“senior loans”), money market instruments, and fixed and other floating-rate debt securities; and (3) taxable municipal and tax-exempt municipal bonds.<sup>9</sup> Under normal market conditions, the Fund currently does not intend to hold more than 10% of its total assets in non-U.S. dollar denominated debt securities.

The Fund may invest in investment-grade (rated BBB- or higher by Standard & Poor’s Ratings Services, Inc. (“S&P”) and Fitch, Inc. (“Fitch”) or Baa3 or higher by Moody’s Investors Service, Inc. (“Moody’s”) or, if unrated, determined by the Fund’s Adviser and/or Sub-Adviser to be of comparable quality<sup>10</sup>) and non-investment grade (rated BB+ or lower by S&P and Fitch or Ba1 or lower by Moody’s or, if unrated, determined by the Fund’s Adviser and/or Sub-Adviser to be of comparable quality) debt securities of U.S. and foreign issuers, including issuers located in countries with new or emerging securities markets.<sup>11</sup> The Fund’s investments in non-investment grade debt securities, including non-investment grade senior loans and other non-investment grade floating-rate debt securities, will be limited to 50% of its total assets.

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<sup>9</sup> The Fund normally will target an average portfolio duration (a measure of sensitivity to interest rate changes) of no longer than one year.

<sup>10</sup> In determining whether a security is of “comparable quality,” the Adviser or Sub-Adviser will consider, for example, whether the issuer of the security has issued other rated securities; whether the obligations under the security are guaranteed by another entity and the rating of such guarantor (if any); whether and (if applicable) how the security is collateralized; other forms of credit enhancement (if any); the security’s maturity date; liquidity features (if any); relevant cash flow(s); valuation features; other structural analysis; macroeconomic analysis; and sector or industry analysis.

<sup>11</sup> Generally, with respect to at least 75% of the Fund’s portfolio, a corporate bond of a developed market issuer must have \$100 million or more par amount outstanding to be considered as an eligible investment and a corporate bond of an emerging market issuer must have \$200 million or more par amount outstanding to be considered as an eligible investment.

The senior loans in which the Fund will invest generally will be loans rated by a Nationally Recognized Statistical Rating Organization (“NRSRO”) registered with the Commission. However, the Fund also may invest in senior loans that (i) may not be rated by a NRSRO, or listed on any national exchange; or (ii) are not secured by collateral.

The Fund may invest in mortgage-backed and asset-backed securities. Mortgage-backed securities are mortgage-related securities issued or guaranteed by the U.S. Government, its agencies and instrumentalities, or issued by non-government entities. Mortgage-related securities represent pools of mortgage loans assembled for sale to investors by various government agencies such as Government National Mortgage Association (“GNMA”) and government-related organizations such as Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”), as well as by non-government issuers such as commercial banks, savings and loan institutions, mortgage bankers and private mortgage insurance companies. Other asset-backed securities are structured like mortgage-backed securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include items such as motor vehicle installment sales or installment loan contracts, leases of various types of real and personal property, and receivables from credit card agreements and from sales of personal property. Asset-backed securities typically have no U.S. Government backing. The Fund will limit investments in mortgage-backed and asset-backed securities issued or guaranteed by non-government entities to 15% of the Fund’s net assets.

The Fund may invest a portion of its assets in U.S. agency mortgage pass-through securities. The term “U.S. agency mortgage pass-through security” refers to a category of pass-through securities backed by pools of mortgages and issued by one of several U.S. government-sponsored enterprises: GNMA, FNMA, or FHLMC.

The Fund may invest a portion of its assets in various types of U.S. Government obligations. U.S. Government obligations are a type of bond. U.S. Government obligations include securities issued or guaranteed as to principal and interest by the U.S. Government, its agencies or instrumentalities.<sup>12</sup> Payment of principal and interest on U.S. Government obligations (i) may be backed by the full faith and credit of the United States (as with U.S. Treasury obligations and GNMA certificates) or (ii) may be backed solely by the issuing or guaranteeing agency or instrumentality itself (as with FNMA, FHLMC and Federal Home Loan Bank).

#### db-X Managed Municipal Bond Fund—Principal Investments

According to the Registration Statement, the investment objective of the db-X Managed Municipal Bond Fund will be to seek to provide current income consistent with total return.

Under normal market conditions,<sup>13</sup> the Fund will invest at least 80% of net assets, plus the amount of any borrowings for investment purposes, in securities issued by municipalities across the United States (and including the Commonwealth of Puerto Rico and U.S. territories such as the U.S. Virgin Islands and Guam) whose income is free from regular federal income tax.

Although the Fund may adjust duration of its holdings over a wider range, it generally intends to keep it between five and nine years.

The Fund may buy municipal securities of all maturities. These may include revenue bonds (which are backed by revenues from a particular source) and general obligation bonds

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<sup>12</sup> U.S. Government obligations include, but are not limited to, mortgage-backed and asset-backed securities that are issued or guaranteed by the U.S. government, as well as U.S. agency mortgage pass-through securities, as described above.

<sup>13</sup> See note 8, supra.

(which are typically backed by the issuer's ability to levy taxes). They may also include municipal lease obligations and investments representing an interest therein.

The Fund will normally invest at least 65% of total assets in municipal securities of top credit quality (rated AAA+ through A- by S&P and Fitch or Aaa1 through A3 by Moody's or, if unrated, determined by the Fund's Adviser and/or Sub-Adviser to be of comparable quality).

The Fund may invest up to 10% of total assets in high yield debt securities (commonly referred to as "junk" bonds) rated BB+ or lower by S&P and Fitch or Ba1 or lower by Moody's or, if unrated, determined by the Fund's Adviser and/or Sub-Adviser to be of comparable quality.<sup>14</sup>

#### Other Investments

While each Fund, under normal market conditions, will invest primarily in debt securities, as described above, each Fund may invest its remaining assets in other securities and financial instruments, as described below.

The db-X Managed Municipal Bond Fund may invest a portion of its assets in various types of U.S. Government obligations. U.S. Government obligations are a type of bond. U.S. Government obligations include securities issued or guaranteed as to principal and interest by the U.S. Government, its agencies or instrumentalities. Payment of principal and interest on U.S. Government obligations (i) may be backed by the full faith and credit of the United States (as with U.S. Treasury obligations and GNMA certificates) or (ii) may be backed solely by the issuing or guaranteeing agency or instrumentality itself (as with FNMA, FHLMC and Federal Home Loan Bank).

The db-X Ultra-Short Duration Fund generally intends to use interest rate swaps, and/or small amounts of currency forwards, which are types of derivatives (a contract whose value is

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<sup>14</sup> See note 10, supra.



based on, for example, indices, currencies or securities) for duration management (e.g., reducing the sensitivity of a Fund's portfolio to interest rate changes). In addition, the Fund generally may use (i) credit default swaps based on one or more issues of debt securities or on an index or indexes of debt securities to increase the Fund's income, to gain exposure to a bond issuer's credit quality characteristics without directly investing in the bond, or to hedge the risk of default on bonds held in the Fund's portfolio; and (ii) total return swaps based on one or more issues of debt securities or on an index or indexes of debt securities, or interest rate swaps, to seek to enhance potential gains.

The db-X Managed Municipal Bond Fund generally may use interest rate swaps or U.S. Treasury futures. Investments in derivative instruments by the Funds will be made in accordance with the 1940 Act and consistent with each Fund's investment objective and policies. To limit the potential risk associated with transactions in derivatives, the Funds will segregate or " earmark " assets determined to be liquid by the Adviser in accordance with procedures established by the Trust's Board of Directors ("Board") and in accordance with the 1940 Act (or, as permitted by applicable regulation, enter into certain offsetting positions) to cover its obligations under derivative instruments. These procedures have been adopted consistent with Section 18 of the 1940 Act and related Commission guidance. In addition, the Funds will include appropriate risk disclosure in their offering documents, including leveraging risk. Leveraging risk is the risk that certain transactions of the Funds, including the Funds' use of derivatives, may give rise to leverage, causing the Funds' Shares to be more volatile than if they had not been leveraged.

The db-X Ultra Short-Duration Fund may invest in convertible securities traded on an exchange or over-the counter ("OTC"). Convertible securities include bonds, debentures, notes,

preferred stocks and other securities that may be converted into a prescribed amount of common stock or other equity securities at a specified price and time. The holder of convertible securities is entitled to receive interest paid or accrued on debt, or dividends paid or accrued on preferred stock, until the security matures or is converted.

Each Fund may invest in the securities of other investment companies (including money market funds and exchange-listed ETFs) to the extent permitted under the 1940 Act.

The Funds will not invest in leveraged or leveraged inverse ETFs.

#### Investment Restrictions

Each Fund will be classified as “non-diversified” under the 1940 Act.<sup>15</sup>

Each Fund may hold up to an aggregate amount of 15% of its net assets in illiquid assets (calculated at the time of investment), including Rule 144A securities<sup>16</sup> deemed illiquid by the Adviser,<sup>17</sup> consistent with Commission guidance. Each Fund will monitor its portfolio liquidity on an ongoing basis to determine whether, in light of current circumstances, an adequate level of liquidity is being maintained, and will consider taking appropriate steps in order to maintain adequate liquidity if, through a change in values, net assets, or other circumstances, more than 15% of such Fund’s net assets are held in illiquid assets. Illiquid assets include securities subject

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<sup>15</sup> The diversification standard is set forth in Section 5(b)(1) of the 1940 Act.

<sup>16</sup> Rule 144A securities are securities which, while privately placed, are eligible for purchase and resale pursuant to Rule 144A. According to the Registration Statement, Rule 144A permits certain qualified institutional buyers, such as the Funds, to trade in privately placed securities even though such securities are not registered under the Securities Act.

<sup>17</sup> In reaching liquidity decisions, the Adviser may consider the following factors: the frequency of trades and quotes for the security; the number of dealers wishing to purchase or sell the security and the number of other potential purchasers; dealer undertakings to make a market in the security; and the nature of the security and the nature of the marketplace in which it trades (e.g., the time needed to dispose of the security, the method of soliciting offers and the mechanics of transfer).

to contractual or other restrictions on resale and other instruments that lack readily available markets as determined in accordance with Commission staff guidance.<sup>18</sup>

While each of the Funds will be actively-managed and not tied to an index, under normal market conditions, each Fund's respective portfolio will meet certain criteria for index-based, fixed income ETFs contained in NYSE Arca Equities Rule 5.2(j)(3), Commentary .02.<sup>19</sup>

With respect to qualification as a regulated investment company ("RIC"), each Fund intends to maintain the required level of diversification and otherwise conduct its operations so

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<sup>18</sup> The Commission has stated that long-standing Commission guidelines have required open-end funds to hold no more than 15% of their net assets in illiquid securities and other illiquid assets. See Investment Company Act Release No. 28193 (March 11, 2008), 73 FR 14618 (March 18, 2008), footnote 34. See also, Investment Company Act Release No. 5847 (October 21, 1969), 35 FR 19989 (December 31, 1970) (Statement Regarding "Restricted Securities"); Investment Company Act Release No. 18612 (March 12, 1992), 57 FR 9828 (March 20, 1992) (Revisions of Guidelines to Form N-1A). A fund's portfolio security is illiquid if it cannot be disposed of in the ordinary course of business within seven days at approximately the value ascribed to it by the fund. See Investment Company Act Release No. 14983 (March 12, 1986), 51 FR 9773 (March 21, 1986) (adopting amendments to Rule 2a-7 under the 1940 Act); Investment Company Act Release No. 17452 (April 23, 1990), 55 FR 17933 (April 30, 1990) (adopting Rule 144A under the Securities Act).

<sup>19</sup> See NYSE Arca Equities Rule 5.2(j)(3), Commentary .02 governing fixed income based Investment Company Units. The requirements of Rule 5.2(j)(3), Commentary .02(a) include the following: (i) components that in the aggregate account for at least 75% of the weight of the index or portfolio must have a minimum original principal amount outstanding of \$100 million or more (Rule 5.2(j)(3), Commentary.02(a)(2)); (ii) no component fixed-income security (excluding Treasury Securities and government-sponsored entity securities) will represent more than 30% of the weight of the index or portfolio, and the five highest weighted component fixed-income securities will not in the aggregate account for more than 65% of the weight of the index or portfolio (Rule 5.2(j)(3), Commentary.02(a)(4)); and (iii) an underlying index or portfolio (excluding one consisting entirely of exempted securities) must include securities from a minimum of 13 non-affiliated issuers (Rule 5.2(j)(3), Commentary.02(a)(5)). The db-X Managed Municipal Bond Fund will meet the criteria in Rule 5.2(j)(3) as referenced above except for the criteria in Rule 5.2(j)(3), Commentary .02(a)(2).

as to qualify as a RIC for purposes of Subchapter M of the Internal Revenue Code of 1986, as amended.<sup>20</sup>

With respect to each of the Funds, such Fund's investments will be consistent with the Fund's investment objective.

The Funds will not invest in equity securities other than convertible securities and securities issued by other investment companies, including money market funds and ETFs. The Funds will not invest in non-U.S. equity securities.

#### Creation and Redemption of Shares

According to the Registration Statement, prior to trading in the secondary market, Shares of each of the respective Funds will be "created" at net asset value ("NAV") by market makers, large investors and institutions only in block-size creation units of 50,000 Shares or multiples thereof ("Creation Units"). The size of a Creation Unit will be subject to change. Each "creator" or "Authorized Participant" will enter into an Authorized Participant agreement with the Distributor. Only an Authorized Participant may create or redeem Creation Units directly with the respective Fund. Creation Units generally will be issued and redeemed in exchange for a specific basket of securities approximating the holdings of the applicable Fund and a designated amount of cash. To the extent the db-X Ultra-Short Duration Fund invests in foreign currency forward contracts, such Fund will be able to pay out a portion of its redemption proceeds in cash rather than through the in-kind delivery of portfolio securities. Except when aggregated in Creation Units, Shares will not be redeemable by a Fund. The prices at which creations and redemptions occur will be based on the next calculation of NAV after an order is received in a form described in an Authorized Participant agreement.

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<sup>20</sup> 26 U.S.C. 851.

Orders for creations and redemptions of Shares must be made by an Authorized Participant that is either a member of the Continuous Net Settlement System of the National Securities Clearing Corporation or a Depository Trust Company participant.

#### Net Asset Value

According to the Registration Statement, NAV will be calculated by deducting all of the respective Fund's liabilities from the total value of its assets and dividing the result by the number of Shares outstanding, rounding to the nearest cent. Expenses and fees, including without limitation, the management and administration fees, will be accrued daily and taken into account for purposes of determining NAV. The NAV per Share will be calculated as of the close of the regular trading session on the New York Stock Exchange ("NYSE") (ordinarily 4:00 p.m., Eastern time) on each day that such exchange is open.

In computing each Fund's NAV, such Fund's debt securities, including debt securities of U.S. and foreign government agencies and instrumentalities, U.S. Government obligations (including U.S. agency mortgage pass-through securities), U.S. and foreign corporate debt securities, mortgage-backed and asset backed securities, senior loans, fixed and other floating-rate debt securities; money market instruments, taxable municipal bonds, and tax-exempt municipal bonds, will be valued based on price quotations or other equivalent indications of value provided by a third-party pricing service. Any such third-party pricing service may use a variety of methodologies to value some or all of a Fund's debt securities to determine the market price. For example, the prices of securities with characteristics similar to those held by each Fund may be used to assist with the pricing process. In addition, the pricing service may use proprietary pricing models. In certain cases, some of a Fund's debt securities may be valued at the mean between the last available bid and ask prices for such securities or, if such prices are

not available, at prices for securities of comparable maturity, quality, and type. Short-term securities for which market quotations are not readily available will be valued at amortized cost, which approximates market value. ETFs and exchange-traded convertible securities, will be valued at market value, which will generally be determined using the last reported official closing or last trading price on the exchange or market on which the security is primarily traded at the time of valuation. Convertible securities traded OTC will be valued at market value using third-party pricing services as a primary information source and quotes obtained from brokers and dealers as a secondary information source. Investment company securities (other than ETFs), including money market funds, will be valued at NAV. Currency forwards, credit default swaps, total return swaps, and interest rate swaps will normally be valued on the basis of quotes obtained from brokers and dealers or third-party pricing services. U.S. Treasury futures will be valued at the settlement price determined by the applicable exchange.

If a security's market price (or other indicator of market value such as that obtained from a pricing service) is not readily available or does not otherwise accurately reflect the fair value of the security, the security will be valued by another method that the Adviser or Sub-Adviser believes will better reflect fair value in accordance with the Trust's valuation policies and procedures approved by the Trust's Board.<sup>21</sup> Each Fund may use fair value pricing in a variety of circumstances, including but not limited to, situations when the value of a security in a respective Fund's portfolio has been materially affected by events occurring after the close of the market on which the security is principally traded (such as a corporate action or other news that

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<sup>21</sup> If market conditions make it difficult to value some investments, a Fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different than the value realized upon such investment's sale. The Adviser and Sub-Adviser manage each Fund's investments and its business operations subject to the oversight of the Trust's Board.

may materially affect the price of a security) or trading in a security has been suspended or halted.

#### Portfolio Indicative Value

The Portfolio Indicative Value (“PIV”) as defined in NYSE Arca Equities Rule 8.600(c)(3) of Shares of each of the Funds will be widely disseminated by one or more major market data vendors at least every fifteen seconds during the Exchange’s Core Trading Session. The PIV of Shares of each Fund will be based on current information regarding the value of securities and other assets in each Fund’s Disclosed Portfolio, as defined in NYSE Arca Equities Rule 8.600(c)(2). To the extent the Funds hold securities and instruments that are traded in foreign markets, the PIV calculations will be based on such foreign market prices and may not reflect events that occur subsequent to the foreign market’s close.<sup>22</sup> As a result, premiums and discounts between the approximate value and the market price could be affected. This approximate value should not be viewed as a “real-time” update of the NAV per Share of the applicable Fund because the approximate value may not be calculated in the same manner as the NAV, which is computed once a day, generally at the end of the business day.

#### Availability of Information

Information respecting each Fund will be available at the following url: [www.dbxus.com](http://www.dbxus.com) (“website”). The website will be publicly available prior to the public offering of Shares, and will include a form of each prospectus for each respective Fund, which will be downloadable. Each Fund’s website will include additional quantitative information updated on a daily basis, including, for each Fund, (1) daily trading volume, the prior business day’s reported closing

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<sup>22</sup> As the respective international local markets close, the market value of the deposit securities will continue to be updated for foreign exchange rates for the remainder of the U.S. trading day at the prescribed 15 second intervals.

price, NAV and mid-point of the bid/ask spread at the time of calculation of such NAV (the “Bid/Ask Price”),<sup>23</sup> and a calculation of the premium and discount of the Bid/Ask Price against the NAV, and (2) data in chart format displaying the frequency distribution of discounts and premiums of the daily Bid/Ask Price against the NAV, within appropriate ranges, for each of the four previous calendar quarters. On each business day, before commencement of trading in Shares in the Core Trading Session on the Exchange, each Fund will disclose on the website the Disclosed Portfolio as defined in NYSE Arca Equities Rule 8.600(c)(2) that will form the basis for such Fund’s calculation of NAV at the end of the business day.<sup>24</sup>

Each Fund’s portfolio holdings will be disclosed on the website daily after the close of trading on the Exchange and prior to the opening of trading on the Exchange the following day.

On a daily basis, the Adviser or Sub-Adviser will disclose on the Funds’ website for each portfolio security and financial instrument of each Fund the following information: ticker symbol (if applicable), name of security and financial instrument, number of shares, if applicable, and dollar value of securities and financial instruments held in the portfolio, and percentage weighting of the security and financial instrument in the portfolio. The website information will be publicly available at no charge. In addition, intra-day and end-of-day prices for all debt securities and financial instruments held by each Fund will be available through major market data vendors and broker-dealers.

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<sup>23</sup> The Bid/Ask Price of a Fund will be determined using the mid-point of the highest bid and the lowest offer on the Exchange as of the time of calculation of a Fund’s NAV. The records relating to Bid/Ask Prices will be retained by the Funds and their service providers.

<sup>24</sup> Under accounting procedures followed by each Fund, trades made on the prior business day (“T”) will be booked and reflected in NAV on the current business day (“T+1”). Accordingly, a Fund will be able to disclose at the beginning of the business day the portfolio that will form the basis for the NAV calculation at the end of the business day.



In addition, a basket composition file disclosing each Fund's securities, which will include the security names and share quantities required to be delivered in exchange for Fund Shares, together with estimates and actual cash components, will be publicly disseminated daily prior to the opening of the NYSE via the National Securities Clearing Corporation. The basket will represent one Creation Unit of the Fund. Investors can also obtain the Trust's Statement of Additional Information ("SAI"), each Fund's Shareholder Reports, and the Trust's Form N-CSR and Form N-SAR, filed twice a year. The Trust's SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the Form N-CSR and Form N-SAR may be viewed on-screen or downloaded from the Commission's website at [www.sec.gov](http://www.sec.gov). Information regarding market price and trading volume of the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. Information regarding the previous day's closing price and trading volume information will be published daily in the financial section of newspapers. Quotation and last sale information for the Shares will be available via the Consolidated Tape Association ("CTA") high-speed line. Intra-day and closing price information regarding debt securities, including debt securities of U.S. and foreign government agencies and instrumentalities, U.S. Government obligations (including U.S. agency mortgage pass-through securities), U.S. and foreign corporate debt securities, mortgage-backed and asset backed securities, senior loans, fixed and other floating-rate debt securities, money market instruments, taxable municipal bonds, and tax-exempt municipal bonds will be available from major market data vendors. Price information regarding U.S. Treasury futures will be available from the applicable exchange and from major market data vendors. Price information regarding currency forwards will be available from major market data vendors. Major market data vendors provide intra-day and end-of-day prices

for credit default swaps, interest rate swaps and total return swaps. Price information for exchange-traded equity investments, including ETFs and exchange-traded convertible securities, will be available from the applicable exchange or major market data vendors. Price information for convertible securities traded OTC and other investment company securities, including money market funds, also will be available from major market data vendors.

In addition, as noted above, the PIV will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.<sup>25</sup> The dissemination of the PIV, together with the Disclosed Portfolio, will allow investors to determine the value of the underlying portfolio of each Fund on a daily basis and will provide a close estimate of that value throughout the trading day.

Additional information regarding the Trust and the Shares, including investment strategies, risks, creation and redemption procedures, fees, portfolio holdings disclosure policies, distributions and taxes is included in the Registration Statement.

#### Trading Halts

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares of each Fund.<sup>26</sup> Trading in Shares of either Fund will be halted if the circuit breaker parameters in NYSE Arca Equities Rule 7.12 have been reached. Trading also may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) the extent to which trading is not occurring in the securities and/or the financial instruments comprising the Disclosed Portfolio of a Fund; or (2) whether other unusual conditions or

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<sup>25</sup> Currently, it is the Exchange's understanding that several major market data vendors widely disseminate PIVs taken from CTA or other data feeds.

<sup>26</sup> See NYSE Arca Equities Rule 7.12.

circumstances detrimental to the maintenance of a fair and orderly market are present. Trading in the Shares will be subject to NYSE Arca Equities Rule 8.600(d)(2)(D), which sets forth circumstances under which Shares of the applicable Fund may be halted.

### Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. Shares will trade on the NYSE Arca Marketplace from 4:00 a.m. to 8:00 p.m. Eastern Time in accordance with NYSE Arca Equities Rule 7.34 (Opening, Core, and Late Trading Sessions). The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions. As provided in NYSE Arca Equities Rule 7.6, Commentary .03, the minimum price variation ("MPV") for quoting and entry of orders in equity securities traded on the NYSE Arca Marketplace is \$0.01, with the exception of securities that are priced less than \$1.00 for which the MPV for order entry is \$0.0001.

The Shares issued in connection with each respective Fund will conform to the initial and continued listing criteria under NYSE Arca Equities Rule 8.600. The Exchange represents that, for initial and/or continued listing, each Fund will be in compliance with Rule 10A-3<sup>27</sup> under the Act, as provided by NYSE Arca Equities Rule 5.3. A minimum of 100,000 Shares for each Fund will be outstanding at the commencement of trading on the Exchange. With respect to each Fund, the Exchange will obtain a representation from the issuer of the respective Shares that the NAV per Share will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time.

### Surveillance

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<sup>27</sup> 17 CFR 240.10A-3.

The Exchange represents that trading in the Shares will be subject to the existing trading surveillances, administered by the Financial Industry Regulatory Authority (“FINRA”) on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.<sup>28</sup> The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws.

The surveillances referred to above generally focus on detecting securities trading outside their normal patterns, which could be indicative of manipulative or other violative activity. When such situations are detected, surveillance analysis follows and investigations are opened, where appropriate, to review the behavior of all relevant parties for all relevant trading violations.

FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares, exchange-traded investment company securities, exchange-traded convertible securities and exchange-traded futures with other markets and other entities that are members of the Intermarket Surveillance Group (“ISG”), and FINRA, on behalf of the Exchange, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares, exchange-traded investment company securities, exchange-traded convertible securities and exchange-traded futures from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.<sup>29</sup>

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<sup>28</sup> FINRA surveils trading on the Exchange pursuant to a regulatory services agreement. The Exchange is responsible for FINRA’s performance under this regulatory services agreement.

<sup>29</sup> For a list of the current members of ISG, see <http://www.isgportal.org>. The Exchange notes that not all components of a Fund’s portfolio may trade on markets that are

FINRA, on behalf of the Exchange, is able to access, as needed, trade information for certain fixed income securities held by the Funds reported to FINRA's Trade Reporting and Compliance Engine ("TRACE").

In addition, the Exchange also has a general policy prohibiting the distribution of material, non-public information by its employees.

#### Information Bulletin

Prior to the commencement of trading, the Exchange will inform its Equity Trading Permit ("ETP") Holders in an Information Bulletin ("Bulletin") of the special characteristics and risks associated with trading the Shares. Specifically, the Bulletin will discuss the following: (1) the procedures for purchases and redemptions of Shares in Creation Units (and that Shares are not individually redeemable); (2) NYSE Arca Equities Rule 9.2(a), which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (3) the risks involved in trading the Shares during the Opening and Late Trading Sessions when an updated PIV will not be calculated or publicly disseminated; (4) how information regarding the PIV is disseminated; (5) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information.

In addition, the Bulletin will reference that each Fund is subject to various fees and expenses described in the Registration Statement. The Bulletin will discuss any exemptive, no-action, and interpretive relief granted by the Commission from any rules under the Act. The Bulletin will also disclose that the NAV for the Shares will be calculated after 4:00 p.m. Eastern time each trading day.

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members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

## 2. Statutory Basis

The basis under the Act for this proposed rule change is the requirement under Section 6(b)(5)<sup>30</sup> that an exchange have rules that are designed 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 Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Equities Rule 8.600. The Adviser and Sub-Adviser are not registered as broker-dealers but each is affiliated with a broker-dealer and has implemented and will maintain a fire wall with respect to such broker-dealer affiliate regarding access to information concerning the composition and/or changes to a portfolio. The Shares of each Fund will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Equities Rule 8.600. The Funds will not invest in non-U.S. equity securities. The Funds will not invest in leveraged or leveraged inverse ETFs. The db-X Ultra-Short Duration Fund will limit investments in mortgage-backed and asset-backed securities issued or guaranteed by non-government entities to 15% of the Fund's net assets. Each Fund's respective portfolio will meet certain criteria for index-based, fixed income ETFs contained in NYSE Arca Equities Rule 5.2(j)(3), Commentary .02, as described above. Each Fund's investments will be consistent with such Fund's investment objective. To limit the potential risk associated with transactions in derivatives, the Funds will segregate or " earmark " assets determined to be liquid by the Adviser in accordance with procedures

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<sup>30</sup> 15 U.S.C. 78f(b)(5).

established by the Trust's Board and in accordance with the 1940 Act (or, as permitted by applicable regulation, enter into certain offsetting positions) to cover its obligations under derivative instruments. Quotation and last sale information for the Shares will be available via the CTA high-speed line. In addition, the PIV, as defined in NYSE Arca Equities Rule 8.600(c)(3), will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session. Each Fund will disclose on its website the Disclosed Portfolio as defined in NYSE Arca Equities Rule 8.600(c)(2) that will form the basis for each Fund's calculation of NAV at the end of the business day. Trading in the Shares will be subject to NYSE Arca Equities Rule 8.600(d)(2)(D), which sets forth circumstances under which Shares of the Funds may be halted. FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares, exchange-traded investment company securities, exchange-traded convertible securities and exchange-traded futures with other markets and other entities that are members of the ISG, and FINRA, on behalf of the Exchange, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares, exchange-traded investment company securities, exchange-traded convertible securities and exchange-traded futures from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. FINRA, on behalf of the Exchange, is able to access, as needed, trade information for certain fixed income securities held by the Funds reported to FINRA's TRACE.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest in that the Adviser and Sub-Adviser are affiliated with a broker-dealer and have represented that they have implemented a fire wall with respect to

their respective broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio. The Exchange will obtain a representation from the issuer of the Shares of each Fund that the NAV per Share of each Fund will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time. In addition, a large amount of information is publicly available regarding the Fund [sic] and the Shares, thereby promoting market transparency. Each Fund's portfolio holdings will be disclosed on the website daily after the close of trading on the Exchange and prior to the opening of trading on the Exchange the following day. Moreover, the PIV will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Exchange's Core Trading Session. On each business day, before commencement of trading in Shares in the Core Trading Session on the Exchange, each Fund will disclose on its website the Disclosed Portfolio that will form the basis for the Fund's calculation of NAV at the end of the business day. Information regarding market price and trading volume of the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services, and quotation and last sale information will be available via the CTA high-speed line. The website for each Fund will include a form of the prospectus for each Fund and additional data relating to NAV and other applicable quantitative information. Moreover, prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares. Trading in Shares of each Fund will be halted if the circuit breaker parameters in NYSE Arca Equities Rule 7.12 have been reached or because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable, and trading in the Shares will be subject to NYSE Arca Equities Rule 8.600(d)(2)(D), which sets forth circumstances under which



Shares of each Fund may be halted. In addition, as noted above, investors will have ready access to information regarding each Fund's holdings, the PIV, the Disclosed Portfolio, and quotation and last sale information for the Shares.

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of additional types of actively-managed exchange-traded products that will enhance competition among market participants, to the benefit of investors and the marketplace. As noted above, FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares, exchange-traded investment company securities, exchange-traded convertible securities and exchange-traded futures with other markets and other entities that are members of the ISG, and FINRA, on behalf of the Exchange, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares, exchange-traded investment company securities, exchange-traded convertible securities and exchange-traded futures from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. In addition, as noted above, investors will have ready access to information regarding a Fund's holdings, the PIV, the Disclosed Portfolio, and quotation and last sale information for the Shares.

**B. Self-Regulatory Organization's Statement on Burden on Competition**

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Act. The Exchange notes that the proposed rule change will facilitate the listing and trading of other

actively-managed exchange-traded products investing principally in debt securities and that will enhance competition among market participants, to the benefit of investors and the marketplace.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEArca-2013-135 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEArca-2013-135. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should

submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEArca-2013-135 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>31</sup>

Kevin M. O'Neill  
Deputy Secretary

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<sup>31</sup> 17 CFR 200.30-3(a)(12).