

091-15214

For Internal Use  
Only  
Sec File No. 9-

Submit 1 Original  
and 9 Copies

<b>OMB APPROVAL</b>
OMB Number: 3235-0504
Expires: August 31, 2010
Estimated average burden hours per response.....3.60

SECURITIES AND EXCHANGE COMMISSION  
**RECEIVED**

JAN - 7 2013

DIVISION OF TRADING & MARKETS

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

### FORM 19b-4(e)

Information Required of a Self-Regulatory Organization Listing and Trading a New  
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM



13005068

#### Part I Initial Listing Report

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**The NASDAQ Stock Market LLC (traded pursuant to unlisted trading privileges)**
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Open End Management Investment Company**
- Class of New Derivative Securities Product:  
**Exchange Traded Fund**
- Name of Underlying Instrument:  
**Northern Trust Quality Dividend Dynamic Index**
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Broad-based**
- Ticker Symbol(s) of New Derivative Securities Product:  
**QDYN**
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**Listed on: NASDAQ Stock Market LLC, NYSE**
- Position Limits of New Derivative Securities Product (if applicable):  
**Regular way trades settle on T + 3 (cash settled)**
- Position Limits of New Derivative Securities Product (if applicable):  
**N/A**

#### Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:  
**Gary N. Sundick**

Title:  
**Vice President, Listing Qualifications**

Telephone Number:  
**1-301-978-5214**

Manual Signature of Official Responsible for Form:

*Gary Sundick*

Date: **December 21, 2012**

Act	<b>Securities Exchange Act of 1934</b>
Section	<b>19b-4</b>
Rule	<b>19b-4(e)</b>
Public Availability:	<b>JAN 07 2013</b>