

091-154798e

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SECURITIES AND EXCHANGE COMMISSION
APR 23 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 19b-4(e)**

DIVISION OF TRADING & MARKETS

**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

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

NYSE Arca, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Open-end Management Investment Company

3. Class of New Derivative Securities Product:

Investment Company Units



13005310

4. Name of Underlying Instrument:

Northern Trust International Quality Dividend Defensive Index

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

Broad Based

6. Ticker Symbol(s) of New Derivative Securities Product:

IQDE

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

London; Euronext France; Italy Continuous; Helsinki; Spanish Stock Market Interconnection System (SIBE); XETRA; Euronext Netherlands; Euronext Portugal; Euronext Belgium; Santiago; Toronto; Sao Paulo; Budapest; Warsaw; Copenhagen; Oslo; Swiss Six Exchange; Prague; Micex; OMX Exchanges; Hong Kong; Cairo; Taipei; Kuala Lumpur; Tokyo; Indonesia Stock Exchange; Johannesburg; ASX National; Singapore; Bangkok; Bombay; NZSE National Market; Istanbul; Korea Stock Exchange; Tel Aviv

8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

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:

Janet L. McGinness

Title:

Corporate Secretary

Telephone Number:

(212) 656-2039

Manual Signature of Official Responsible for Form:

Janet McGinness

April 17, 2013

Act	Securities Exchange Act of 1934
Section	
Rule	
Public	
Availability	APR 23 2013

Janet McGinness
Corporate Secretary

NYSE Arca, Inc.
11 Wall Street
New York, NY 10005



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SECURITIES AND EXCHANGE COMMISSION
RECEIVED
APR 23 2013
DIVISION OF TRADING & MARKETS

Via Overnight Mail

April 17, 2013

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Trading and Markets
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

**Re: FlexShares International Quality Dividend Index Fund
FlexShares International Quality Dividend Defensive Index Fund
FlexShares International Quality Dividend Dynamic Index Fund**

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the securities listed below.

- FlexShares International Quality Dividend Index Fund IQDF
- FlexShares International Quality Dividend Defensive Index Fund IQDE
- FlexShares International Quality Dividend Dynamic Index Fund IQDY

If you have any questions, please do not hesitate to call me at (212) 656-2039.

Sincerely,

Enclosures

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	APR 23 2013