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SECURITIES AND EXCHANGE COMMISSION

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APR 23 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**

**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



13005311

**4. Name of Underlying Instrument:**

Northern Trust International Quality Dividend 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:**

IQDF

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

NYSE; London; Euronext France; Italy Continuous; Helsinki; Spanish Stock Market Interconnection System (SIBE); XETRA; Euronext Netherlands; Vienna; 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; Osaka; Indonesia Stock Exchange; Johannesburg; ASX National, Singapore; 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*

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

April 17, 2013

Janet McGinness  
Corporate Secretary

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



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fax: 212.656.8101  
jmcginness@nyx.com

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,

A handwritten signature in cursive script that reads 'Janet McGinness'.

Enclosures

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