

091-16155

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

MAY 29 2013

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.



13005787

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

4. Name of Underlying Instrument:

FTSE Developed Europe 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:

UPV

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

NYSE, Swiss Six Exchange, London, Euronext France, Xetra, Euronext Belgium, Spanish Stock Market Interconnection System (SIBE), Copenhagen, Euronext Netherlands, Italy Continuous, OMX Exchanges, Oslo, Helsinki, Vienna, Euronext Portugal, Athens

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 McGinness

Title:
Corporate Secretary

Telephone Number:
(212) 656-2039

Manual Signature of Official Responsible for Form:

Janet McGinness

May 23, 2013

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	MAY 29 2013

Janet McGinness
Corporate Secretary



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11 Wall Street
New York, NY 10005

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SECURITIES AND EXCHANGE COMMISSION

RECEIVED

MAY 29 2013

DIVISION OF TRADING & MARKETS

Via Overnight Mail

May 23, 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: ProShares Ultra Europe ETF

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.

- ProShares Ultra Europe

UPV

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:	MAY 29 2013