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

SEC  
Initial Processing  
Section  
MAY 2 2014

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

Washington DC  
104

**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

4. Name of Underlying Instrument:

Wells Fargo Hybrid and Preferred Securities Floating and Variable Rate 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:

VRP

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

NYSE, NASDAQ, TRACE

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:

Sudhir Bhattacharyya

Title:

Vice President

Telephone Number:

(212) 656-2920

Manual Signature of Official Responsible for Form:

Securities Exchange Act of 1934

May 1, 2014

Section 19b-4

19b-4(e)

SEC 2449 (1/99)

Public Availability:

MAY 02 2014

SECURITIES AND EXCHANGE COMMISSION  
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DIVISION OF TRADING AND MARKETS

Sudhir Bhattacharyya  
Vice President



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DIVISION OF TRADING & MARKETS

SEC  
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Via Overnight Mail

May 1, 2014

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: **POWERSHARES VARIABLE RATE PREFERRED PORTFOLIO**

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.

- PowerShares Variable Rate Preferred Portfolio VRP

If you have any questions, please do not hesitate to call me at (212) 656-2920.

Sincerely,

Enclosures

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	MAY 02 2014