

091-17590 jn

For Internal Use Only	Submit 1 Original	OMB Approval No.:
Sec File No. 91-RECEIVED	and 9 Copies	Expires:

Estimated average burden hours per response: 2.00

2014 AUG 26 PM 2:03

SEC / MR

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

**SEC  
Mail Processing  
Section**

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

AUG 26 2014

**READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM**

<b>Part I</b>	<b>Initial Listing Report</b>	<b>Washington DC</b>
---------------	-------------------------------	----------------------

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:	404
--	-----

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



14010993

4. Name of Underlying Instrument:
-----------------------------------

MSCI EAFE Dividend Masters 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:
---

EFAD

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

London, Madrid, Tel Aviv, OMX Nordic Copenhagen, ASX, Six Swiss, Tokyo, Hong Kong, Euronext Paris, Xetra, Dublin, Euronext Brussels, OMX Nordic Stockholm, Oslo

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.

<b>Part II</b>	<b>Execution</b>
----------------	------------------

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:

August 22, 2014

SEC 2449 (1/99)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	AUG 26 2014

Sudhir Bhattacharyya  
Vice President



RECEIVED  
2014 AUG 26 PM 2:03  
SEC / MR

NYSE Arca, Inc.  
20 Broad Street  
New York, NY 10005

tel: 212.656.2920  
sbhattacharyya@nyx.com

**Via Overnight Mail**

August 22, 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

SEC  
Mail Processing  
Section  
AUG 26 2014  
Washington DC  
404

**Re: ProShares MSCI EAFE Dividend Growers 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 MSCI EAFE Dividend Growers ETF (EFAD)**

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

Sincerely,

Enclosures

Section	19b-4
Rule	19b-4(e)
Availability	AUG 26 2014