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2014 SEP 24 PM 2:31

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  
SEP 24 2014  
Washington DC

**READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM**

**404**

**Part I**

**Initial Listing Report**

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
BATS Y-Exchange, Inc.
2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
See attached.
3. Class of New Derivative Securities Product:  
See attached.
4. Name of Underlying Instrument:  
See attached.
5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based  
See attached.
6. Ticker Symbol(s) of New Derivative Securities Product:  
See attached.
7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
See attached.
8. Settlement Methodology of New Derivative Securities Product:  
Trades locked in at Exchange and settled at NSCC.
9. Position Limits of New Derivative Securities Product (if applicable):  
Not applicable.



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**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: Anders Franzon

Title: VP, Associate General Counsel

Telephone Number: (913) 815-7154

Manual Signature of Official Responsible for Form:

Date: September 23, 2014

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	SEP 24 2014

ATTACHMENT TO FORM 19b-4(e)  
 FOR NEW DERIVATIVE SECURITIES PRODUCTS ("NDSPs") TRADED ON BATS Y-EXCHANGE, INC.  
 COMMENCING ON SEPTEMBER 17, 2014

<u>(6) Ticker Symbol</u>	<u>(2) Type of Issuer of NDSP</u>	<u>(3) Class of NDSP</u>	<u>(4) Name of Underlying Instrument</u>	<u>(7) Market(s) upon Which Securities Comprising Underlying Instrument Trades</u>	<u>(5) Broad or Narrow</u>
TOFR	Trust	Investment Company Units	2 for 1 Index	U.S.	Broad
DIVC	Corporation	Index Linked Notes	Miller/Howard Strategic Dividend Index Total Return	U.S.	Broad



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September 23, 2014

Ms. Gail Jackson  
Mail Stop 6628  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

**RE: Form 19b-4(e) – BATS Y-Exchange, Inc.**

Ms. Jackson,

On behalf of BATS Y-Exchange, Inc., enclosed please find one (1) executed Form 19b-4(e) and 9 copies. The enclosed Form 19b-4(e) contains information regarding two (2) derivative securities products that commenced trading on BATS Y-Exchange on September 17, 2014. Please contact me or Tami Schademann (913.815.7113) if you have any questions in connection with this matter.

Sincerely,

Anders Franzon  
VP, Associate General Counsel  
913.815.7154

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	SEP 24 2014