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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. SEC  
Mail Processing  
Section

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
Open-end Management Investment Company FEB 19 2015

3. Class of New Derivative Securities Product:  
Investment Company Units Washington DC  
404

4. Name of Underlying Instrument:  
NYSE Arca Gold Miners Index

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
Narrow-Based



6. Ticker Symbol(s) of New Derivative Securities Product:  
GDXS

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
NYSE, Hong Kong, Toronto, NYSE MKT, TSX Venture, ASX, London, Istanbul

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:  
**Martha Redding**  
Title:  
**Senior Counsel and Assistant Corporate Secretary**  
Telephone Number:  
**(212) 656-2938**

Manual Signature of Official Responsible for Form:

Act	Securities Exchange Act of 1934
Section	19b-4
Date	19b-4(e)

February 17, 2015

SEC 2449 (1/99)

Public Availability: FEB 19 2015



Martha Redding  
Senior Counsel  
Assistant Corporate Secretary

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Martha.Redding@theice.com

Via Overnight Mail

February 17, 2015

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  
FEB 19 2015  
Washington DC  
404

Re: 19b-4(e) – ProShares Trust

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 Gold Miners (GDXX)**  
**ProShares UltraShort Gold Miners (GDXS)**  
**ProShares Ultra Junior Miners (GDJJ)**  
**ProShares UltraShort Junior Miners (GDJS)**

If you have any questions, please do not hesitate to call me at (212) 656-2938.

Sincerely,

Enclosures

Act	Securities Exchange Act of 1934
Date	
Availability	FEB 19 2015