

091-18373M

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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	SEC Mail Processing Section
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1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
 NYSE Arca, Inc. FEB 06 2015

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
 Open-end Management Investment Company Washington DC
404

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

4. Name of Underlying Instrument:
 Russell 2000 Dividend Growth 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:
 SMDV

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
 NYSE, NASDAQ, NYSE MKT

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:

February 5, 2015

SEC 2449 (1/99)

Act	Securities Exchange Act of 1934
FILED	FEB 06 2015



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Martha Redding
Senior Counsel
Assistant Corporate Secretary

New York Stock Exchange
11 Wall Street
New York, NY 10005
T + 1 212 656 2938
F + 1 212 656 8101
Martha.Redding@theice.com

Via Overnight Mail

February 5, 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 06 2015
Washington DC
404

Re: 19b-4(e) – ProShares Trust

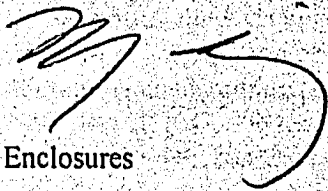
Dear Ms. Jackson:

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 Russell 2000 Dividend Growers ETF (SMDV)
ProShares S&P MidCap 400 Dividend Aristocrats ETF (REGL)

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

Sincerely,



Enclosures

Act	Securities Exchange Act of 1934
FEB 06 2015	