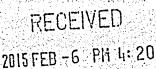
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|  | and 9 copies   | Expires:   | rage burden hours per response: 2.0  |
| 2015 FEB - 6 PM 4: 21<br>SEC / TM  | UNITED STATES<br>CURITIES AND EXCHANGE<br>Washington, D.C. 205<br>FORM 19b-4(e)  | COMMISSION   | age burden nours per response: 2.0   |
| Information Requ   | uired of a Self-Regulatory Organiz   | ation Listing and Tradi  | ng a New   |
| Derivative Securities Pro  | duct Pursuant to Rule 19b-4(e) Un  | der the Securities Exch  | ange Act of 1934   |
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| Name of Self-Regulatory Organization Lis   | ting New Derivative Securities Produ   | ict:   | SEC<br>Meil Brook  |
| YSE Arca, Inc.   |  | AND  | Mail Process Section   |
| . Type of Issuer of New Derivative Securities  | es Product (e.g., clearinghouse, broke   | r-dealer, corporation, etc   | .): 4 FEB 00201  |
| pen-end Management Investment Co   | ompany   |  | Wasnington L   |
| Class of New Derivative Securities Produc  |  |  | 404  |
| nvestment Company Units  |  |  |  |
| . Name of Underlying Instrument:   |  |  |  |
| &P MidCap 400 Dividend Aristocrat  | s Index  | A CONTRACTOR OF THE CONTRACTOR |  |
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SEC/TH

## 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

Re: 19b-4(c) - 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

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

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