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SEC / TM

**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**

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

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.): **FEB 08 2015**  
 Open-end Management Investment Company **Washington DC**

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

4. Name of Underlying Instrument:  
 S&P MidCap 400 Dividend Aristocrats 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:  
 REGL

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

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

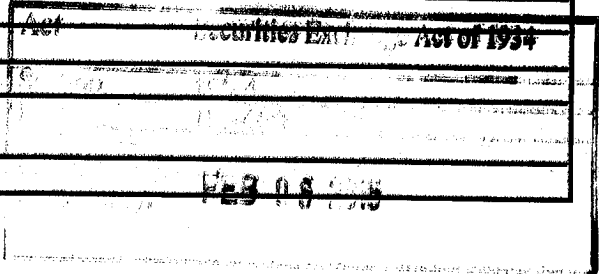
Title:  
 Senior Counsel and Assistant Corporate Secretary

Telephone Number:  
 (212) 656-2938

Manual Signature of Official Responsible for Form:

February 5, 2015

SEC 2449 (1/99)





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Martha Redding  
Senior Counsel  
Assistant Corporate Secretary

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New York, NY 10005  
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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 |
| Section      | 19b-4                           |
| Date         | FEB 06 2015                     |
| Time         |                                 |
| Availability | FEB 06 2015                     |