

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No. SR - 2014 - 67

Amendment No. (req. for Amendments) 1

Filing by NYSE Arca

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial Amendment Withdrawal Section 19(b)(2) Section 19(b)(3)(A) Section 19(b)(3)(B)

Pilot Extension of Time Period for Commission Action Date Expires

Rule
 15c-1(f)(1) 19b-4(f)(4)
 15b-1(f)(2) 19b-4(f)(5)
 15c-1(f)(2) 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 805(e)(1) Section 806(e)(2)

Section 3C(b)(2)

Exhibit 2 Submitted As Paper Document Exhibit 3 Submitted As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked)

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * David Last Name * De Gregorio
 Title * Chief Counsel NYSE Regulation Inc
 E-mail * ddegregorio@nyx.com
 Telephone * (212) 656-4166 Fax (212) 656-2223

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date 07/01/2014
 By Martha Redding
 (Name *)

Chief Counsel


Martha Redding, mredding@nyx.com

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Required fields are shown with yellow backgrounds and asterisks.

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For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information * Add Remove View	The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.
Exhibit 1 - Notice of Proposed Rule Change * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies * Add Remove View	The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)
Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications Add Remove View Exhibit Sent As Paper Document <input type="checkbox"/>	Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.
Exhibit 3 - Form, Report, or Questionnaire Add Remove View Exhibit Sent As Paper Document <input type="checkbox"/>	Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.
Exhibit 4 - Marked Copies Add Remove View	The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.
Exhibit 5 - Proposed Rule Text Add Remove View	The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.
Partial Amendment Add Remove View	If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

SR-NYSEArca-2014-67; Partial Amendment No. 1

NYSE Arca, Inc. (“Exchange”) hereby submits this partial amendment to SR-NYSEArca-2014-67 (the “Filing”). The Exchange seeks to make the following changes to the text of the Filing and the Exhibit 1 to the Filing:

1. The third sentence in the partial paragraph after the first full paragraph on page 9 of the Filing and in the first full paragraph on page 43 of Exhibit 1 to the Filing are deleted and are replaced with the following:

“The Fund may also invest in debt-based exchange-traded notes (“ETNs”).”

2. The second sentence of the first full paragraph on page 10 of the Filing and of the first full paragraph on page 44 of Exhibit 1 to the Filing are deleted and are replaced with the following:

“The Fund may also use options overlying: exchange listed equity indices; and futures on debt, interest rates, and currencies.”

3. The first sentence of the second full paragraph on page 10 of the Filing and of the second full paragraph on page 44 of Exhibit 1 to the Filing are deleted and are replaced with the following. The text of footnote 15 in the Filing and footnote 16 in the Exhibit 1 remain unchanged:

“The Fund may also enter into the following types of financial instruments: futures overlying equity indexes, interest rates, debt instruments, and currencies; government debt repurchase agreements; depository receipt conversion swaps¹⁵ into and out of the underlying stock; and forward contracts on currencies (collectively, the “Financial Instruments”).”

The Exchange believes that the proposed rule change, as modified by this amendment, is consistent with the requirement of Section 6(b)(5) of the Securities Exchange Act of 1934¹ (“Act”) that an exchange have rules that are designed, among other things, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to, and perfect the mechanism of a free and open market and, in general to protect investors and the public interest. With respect to Items 1-3 above, the Exchange is providing a more detailed and comprehensive description of the securities and financial instruments on which derivative investments by the WBI SMID Tactical Growth Shares Fund (the “Fund”) will be based. With respect to Item 1, the Exchange is clarifying that the Fund’s non-principal investments will include debt-based ETNs. With respect to Item 2 above, the Exchange is clarifying that the

¹ 15 U.S.C. 78f(b)(5).

Fund's non-principal investments may include options overlying exchange listed equity indices and futures on debt, interest rates, and currencies. Finally, with respect to Item 3 above, the Exchange is clarifying that the Fund's non-principal investments may also include forward contracts on currencies and that the definition of "Financial Instruments" includes forward contracts on currencies.

All other representations in the Filing remain as stated therein and no other changes are being made.