

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–82530; File No. SR–NASDAQ–2017–124]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Order Granting Approval of a Proposed Rule Change, as Modified by Amendments No. 1 and 2, To List and Trade Shares of Brandes Value NextShares Under Nasdaq Rule 5745

January 18, 2018.

I. Introduction

On November 24, 2017, The NASDAQ Stock Market LLC (“Nasdaq” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b–4 thereunder,² a proposed rule change to list and trade common shares (“Shares”) of Brandes Value NextShares (“Fund”) under Nasdaq Rule 5745. The proposed rule change was published for comment in the **Federal Register** on December 5, 2017.³ On December 20, 2017, the Exchange filed Amendment No. 1 to the proposed rule change.⁴ On January 5, 2018, the Exchange filed Amendment No. 2 to the proposed rule change.⁵ The Commission received no comment letters on the proposed rule change. This order approves the proposed rule

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ See Securities Exchange Act Release No. 82167 (Nov. 29, 2017), 82 FR 57510.

⁴ Amendment No. 1 replaces and supersedes the original proposed rule change in its entirety. In Amendment No. 1, the Exchange: (i) Updates the proposed rule change to reflect that the Commission granted Brandes Investment Trust exemptive relief under the Investment Company Act of 1940; (ii) provides a representation regarding transaction fees; (iii) represents that orders to trade the Shares of the Fund are subject to the proxy price protection threshold of plus/minus \$1.00; and (iv) deletes redundant text and makes other technical and clarifying changes. Amendment No. 1 is available at: <https://www.sec.gov/comments/sr-nasdaq-2017-124/nasdaq2017124-2833043-161706.pdf>. Because Amendment No. 1 does not materially alter the substance of the proposal or raise unique or novel regulatory issues, Amendment No. 1 is not subject to notice and comment.

⁵ Amendment No. 2 partially amends the proposed rule change as modified by Amendment No. 1 to add back to the filing the following representation, which is inadvertently deleted in Amendment 1: “Personnel who make decisions on the Fund’s portfolio composition must be subject to procedures designed to prevent the use and dissemination of material, non-public information regarding the open-end fund’s portfolio.” Amendment No. 2 is available at: <https://www.sec.gov/comments/sr-nasdaq-2017-124/nasdaq2017124-2876297-161750.pdf>. Because Amendment No. 2 does not materially alter the substance of the proposal or raise unique or novel regulatory issues, Amendment No. 2 is not subject to notice and comment.

change, as modified by Amendments No. 1 and 2.

II. Exchange’s Description of the Proposed Rule Change

The Exchange proposes to list and trade the Shares of the Fund under Nasdaq Rule 5745, which governs the listing and trading of Exchange-Traded Managed Fund Shares, as defined in Nasdaq Rule 5745(c)(1). The Fund is a series of Brandes Investment Trust (“Trust”).⁶ The Exchange represents that the Trust is registered with the Commission as an open-end investment company and has filed a registration statement on Form N–1A (“Registration Statement”) with the Commission with respect to the Fund.⁷ Brandes Investment Partners L.P. will be the adviser to the Fund (“Adviser”). ALPS Distributors, Inc. will be the principal underwriter and distributor of the Fund’s Shares. U.S. Bancorp Fund Services, LLC will act as the administrator, accounting agent, transfer agent, and custodian to the Fund.

The Exchange has made the following representations and statements in describing the Fund.⁸ According to the Exchange, the Fund will be actively managed and will pursue the principal investment strategies described below.⁹

A. Principal Investment Strategies

The Fund seeks long-term capital appreciation by investing primarily in equity securities of U.S. companies. Equity securities include common and preferred stocks, warrants, and rights. While the Fund may purchase equity securities issued by companies of any size, it typically focuses its investments on large-capitalization equity securities.

B. Portfolio Disclosure and Composition File

Consistent with the disclosure requirements that apply to traditional

⁶ The Commission has issued an order granting the Trust and certain of its affiliates exemptive relief under the Investment Company Act of 1940. See Investment Company Act Release No. 32925 (November 28, 2017) (File No. 812–14809).

⁷ See Post-Effective Amendment No. 60 to Registration Statement on Form N–1A for the Trust dated October 13, 2017 (File Nos. 033–81396 and 811–08614).

⁸ The Commission notes that additional information regarding the Trust, the Fund, and the Shares, including investment strategies, risks, creation and redemption procedures, calculation of net asset value (“NAV”), fees, distributions, and taxes, among other things, can be found in Amendments No. 1 and 2, and the Registration Statement, as applicable. See *supra* notes 4, 5, and 7, respectively, and accompanying text.

⁹ According to the Exchange, additional information regarding the Fund will be available on a free public website for the Fund (www.brandesfunds.com), which may contain links for certain information to www.nextshares.com) and in the Registration Statement for the Fund.

open-end investment companies, a complete list of current Fund portfolio positions will be made available at least once each calendar quarter, with a reporting lag of not more than 60 days. The Fund may provide more frequent disclosures of portfolio positions at its discretion.

As defined in Nasdaq Rule 5745(c)(3), the “Composition File” is the specified portfolio of securities and/or cash that the Fund will accept as a deposit in issuing a creation unit of the Shares, and the specified portfolio of securities and/or cash that the Fund will deliver in a redemption of a creation unit of the Shares. The Composition File will be disseminated through the National Securities Clearing Corporation once each business day before the open of trading in the Shares on such day and also will be made available to the public each day on a free public website.¹⁰ Because the Fund seeks to preserve the confidentiality of its current portfolio trading program, the Fund’s Composition File generally will not be a pro rata reflection of the Fund’s investment positions. Each security included in the Composition File will be a current holding of the Fund, but the Composition File generally will not include all of the securities in the Fund’s portfolio or match the weightings of the included securities in the portfolio. Securities that the Adviser is in the process of acquiring for the Fund generally will not be represented in the Fund’s Composition File until the purchase has been completed. Similarly, securities that are held in the Fund’s portfolio but are in the process of being sold may not be removed from its Composition File until the sale is substantially completed. To the extent that the Fund creates or redeems the Shares in-kind, it will use cash amounts to supplement the in-kind transactions to the extent necessary to ensure that creation units are purchased and redeemed at NAV. The Composition File also may consist entirely of cash, in which case it will not include any of the securities in the Fund’s portfolio.¹¹

C. Intraday Indicative Value

An estimated value of an individual Share, defined in Nasdaq Rule 5745(c)(2) as the Intraday Indicative Value (“IIV”) will be calculated and disseminated at intervals of not more than 15 minutes throughout the Regular

¹⁰ The Exchange represents that the free public website containing the Composition File will be www.nextshares.com.

¹¹ In determining whether the Fund will issue or redeem creation units entirely on a cash basis, the key consideration will be the benefit that would accrue to the Fund and its investors.

Market Session¹² when the Shares trade on the Exchange. The Exchange will obtain a representation from the issuer of the Shares that the IIV will be calculated on an intraday basis and provided to Nasdaq for dissemination via the Nasdaq Global Index Service.

The IIV will be based on current information regarding the value of the securities and other assets held by the Fund.¹³ The purpose of the IIV is to enable investors to estimate the next-determined NAV so they can determine the number of Shares to buy or sell if they want to transact in an approximate dollar amount.¹⁴

D. NAV-Based Trading

Because the Shares will be listed and traded on the Exchange, the Shares will be available for purchase and sale on an intraday basis. The Shares will be purchased and sold in the secondary market at prices directly linked to the Fund's next-determined NAV using a trading protocol called "NAV-Based Trading." All bids, offers, and execution prices of the Shares will be expressed as a premium/discount (which may be zero) to the Fund's next-determined NAV (e.g., NAV – \$0.01, NAV + \$0.01).¹⁵ The Fund's NAV will be determined each business day, as of 4:00 p.m. Eastern Time. Trade executions will be binding at the time orders are matched on Nasdaq's facilities, with the

¹² See Nasdaq Rule 4120(b)(4) (describing the three trading sessions on the Exchange: (1) Pre-Market Session from 4 a.m. to 9:30 a.m. Eastern Time; (2) Regular Market Session from 9:30 a.m. to 4 p.m. or 4:15 p.m. Eastern Time; and (3) Post-Market Session from 4 p.m. or 4:15 p.m. to 8 p.m. Eastern Time).

¹³ The IIV disseminated throughout each trading day would be based on the same portfolio as used to calculate that day's NAV. The Fund will reflect purchases and sales of portfolio positions in its NAV the next business day after trades are executed.

¹⁴ In NAV-Based Trading (as referenced herein), prices of executed trades are not determined until the reference NAV is calculated, so buyers and sellers of the Shares during the trading day will not know the final value of their purchases and sales until the end of the trading day. The Exchange represents that the Fund's Registration Statement, website and any advertising or marketing materials will include prominent disclosure of this fact. The Exchange states that although the IIV may provide useful estimates of the value of intraday trades, it cannot be used to calculate with precision the dollar value of the Shares to be bought or sold.

¹⁵ According to the Exchange, the premium or discount to NAV at which Share prices are quoted and transactions are executed will vary depending on market factors, including the balance of supply and demand for the Shares among investors, transaction fees and other costs in connection with creating and redeeming creation units of the Shares, the cost and availability of borrowing the Shares, competition among market makers, the Share inventory positions and inventory strategies of market makers, the profitability requirements and business objectives of market makers, and the volume of Share trading.

transaction prices contingent upon the determination of NAV. Nasdaq represents that the Shares listed on the Exchange will have a unique identifier associated with their ticker symbols, which will indicate that the Shares are traded using NAV-Based Trading.

According to the Exchange, member firms will utilize certain existing order types and interfaces to transmit Share bids and offers to Nasdaq, which will process Share trades like trades in shares of other listed securities.¹⁶ In the systems used to transmit and process transactions in the Shares, the Fund's next-determined NAV will be represented by a proxy price (e.g., 100.00) and a premium/discount of a stated amount to the next-determined NAV to be represented by the same increment/decrement from the proxy price used to denote NAV (e.g., NAV – \$0.01 would be represented as 99.99; NAV + \$0.01 as 100.01).

To avoid potential investor confusion, Nasdaq represents that it will work with member firms and providers of market data services to seek to ensure that representations of intraday bids, offers, and execution prices of the Shares that are made available to the investing public follow the "NAV – \$0.01/NAV + \$0.01" (or similar) display format. Specifically, the Exchange will use the NASDAQ Basic and NASDAQ Last Sale data feeds to disseminate intraday price and quote data for the Shares in real time in the "NAV – \$0.01/NAV + \$0.01" (or similar) display format. Member firms may use the Nasdaq Basic and Nasdaq Last Sale data feeds to source intraday Share prices for presentation to the investing public in the "NAV – \$0.01/NAV + \$0.01" (or similar) display format.

Alternatively, member firms could source intraday Share prices in proxy price format from the Consolidated Tape and other Nasdaq data feeds (e.g., Nasdaq TotalView and Nasdaq Level 2) and use a simple algorithm to convert prices into the "NAV – \$0.01/NAV + \$0.01" (or similar) display format. Prior to the commencement of trading in the Fund, the Exchange will inform its members in an Information Circular of the identities of the specific Nasdaq data feeds from which intraday Share prices in proxy price format may be obtained.

¹⁶ According to the Exchange, all orders to buy or sell the Shares that are not executed on the day the order is submitted will be automatically cancelled as of the close of trading on such day. Prior to the commencement of trading in the Fund, the Exchange will inform its members in an Information Circular of the effect of this characteristic on existing order types.

III. Discussion and Commission Findings

After careful review, the Commission finds that the Exchange's proposal to list and trade the Shares is consistent with the Act¹⁷ and the rules and regulations thereunder applicable to a national securities exchange.¹⁸ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,¹⁹ which requires, among other things, that the Exchange's rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

The Shares will be subject to Nasdaq Rule 5745, which sets forth the initial and continued listing criteria applicable to Exchange-Traded Managed Fund Shares. A minimum of 50,000 Shares and no less than two creation units of the Fund will be outstanding at the commencement of trading on the Exchange.

Nasdaq deems the Shares to be equity securities, thus rendering trading in the Shares subject to Nasdaq's existing rules governing the trading of equity securities. Every order to trade the Shares is subject to the proxy price protection threshold of plus/minus \$1.00, which determines the lower and upper thresholds for the life of the order and provides that the order will be cancelled at any point if it exceeds \$101.00 or falls below \$99.00, the established thresholds.²⁰ With certain exceptions, each order also must contain the applicable order attributes, including routing instructions and time-in-force information, as described in Nasdaq Rule 4703.²¹

Nasdaq also represents that trading in the Shares will be subject to the existing trading surveillances, administered by both Nasdaq and FINRA on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.²² The

¹⁷ 15 U.S.C. 78f.

¹⁸ In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

¹⁹ 15 U.S.C. 78f(b)(5).

²⁰ See Nasdaq Rule 5745(g).

²¹ See Nasdaq Rule 5745(b)(6).

²² The Exchange states that FINRA provides surveillance of trading on the Exchange pursuant to a regulatory services agreement and that the

Exchange represents that these surveillance procedures are adequate to properly monitor trading of the Shares on the Exchange and to deter and detect violations of Exchange rules and applicable federal securities laws. FINRA, on behalf of the Exchange, will communicate as needed with, and may obtain information from, other markets and other entities that are members of the Intermarket Surveillance Group (“ISG”)²³ regarding trading in the Shares and in exchange-traded securities held by the Fund (to the extent such exchange-traded securities are known through the publication of the Composition File and periodic public disclosures of the Fund’s portfolio holdings). In addition, the Exchange may obtain information regarding trading in the Shares, and in exchange-traded securities held by the Fund (to the extent such exchange-traded securities are known through the publication of the Composition File and periodic public disclosures of the Fund’s portfolio holdings), from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

Prior to the commencement of trading in the Fund, the Exchange will inform its members in an Information Circular of the special characteristics and risks associated with trading the Shares. Specifically, the Information Circular will discuss the following: (a) The procedures for purchases and redemptions of the Shares in creation units (and that the Shares are not individually redeemable); (b) Nasdaq Rule 2111A, which imposes suitability obligations on Nasdaq members with respect to recommending transactions in the Shares to customers; (c) how information regarding the IIV and Composition File is disseminated; (d) the requirement that members deliver a prospectus to investors purchasing the Shares prior to or concurrently with the confirmation of a transaction; and (e) information regarding NAV-Based Trading protocols.

The Information Circular also will identify the specific Nasdaq data feeds from which intraday Share prices in proxy price format may be obtained. As noted above, all orders to buy or sell the Shares that are not executed on the day the order is submitted will be

Exchange is responsible for FINRA’s performance under this regulatory services agreement.

²³ For a list of the current members of ISG, see www.isgportal.org. The Exchange notes that not all components of the Fund’s portfolio may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

automatically cancelled as of the close of trading on such day, and the Information Circular will discuss the effect of this characteristic on existing order types. In addition, Nasdaq intends to provide its members with a detailed explanation of NAV-Based Trading through a Trading Alert issued prior to the commencement of trading in the Shares on the Exchange.

Nasdaq states that the Adviser is not a registered broker-dealer, and is not affiliated with a broker-dealer. The Exchange represents the Adviser will implement and will maintain a fire wall with respect to any future affiliated broker-dealer regarding access to information concerning the composition of, and/or changes to, the Fund’s portfolio.²⁴ In addition, personnel who make decisions on the Fund’s portfolio composition must be subject to procedures designed to prevent the use and dissemination of material, non-public information regarding the open-end fund’s portfolio. The Exchange represents that the Reporting Authority²⁵ that provides the Composition File will implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the Fund’s portfolio positions and changes in the positions. In the event that (a) the Adviser registers as a broker-dealer or becomes newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser to the Fund is a registered broker-dealer or becomes affiliated with a broker-dealer, it will implement and will maintain a fire wall with respect to its relevant personnel and/or such

²⁴ The Exchange further represents that an investment adviser to an open-end fund is required to be registered under the Investment Advisers Act of 1940 (“Advisers Act”). As a result, the Adviser and its related personnel are subject to the provisions of Rule 204A-1 under the Advisers Act relating to codes of ethics. This Rule requires investment advisers to adopt a code of ethics that reflects the fiduciary nature of the relationship to clients as well as compliance with other applicable securities laws. Accordingly, procedures designed to prevent the communication and misuse of non-public information by an investment adviser must be consistent with Rule 204A-1 under the Advisers Act. In addition, Rule 206(4)-7 under the Advisers Act makes it unlawful for an investment adviser to provide investment advice to clients unless such investment adviser has (i) adopted and implemented written policies and procedures reasonably designed to prevent violation, by the investment adviser and its supervised persons, of the Advisers Act and the Commission rules adopted thereunder; (ii) implemented, at a minimum, an annual review regarding the adequacy of the policies and procedures established pursuant to subparagraph (i) above and the effectiveness of their implementation; and (iii) designated an individual (who is a supervised person) responsible for administering the policies and procedures adopted under subparagraph (i) above.

²⁵ See Nasdaq Rule 5745(c)(4).

broker-dealer affiliate, if applicable, regarding access to information concerning the composition and/or changes to the Fund’s portfolio and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

The Commission finds that the proposal to list and trade the Shares on the Exchange is consistent with Section 11A(a)(1)(C)(iii) of the Act,²⁶ which sets forth Congress’ finding that it is in the public interest and appropriate for the protection of investors and the maintenance of fair and orderly markets to assure the availability to brokers, dealers, and investors of information with respect to quotations for, and transactions in, securities. Information regarding NAV-based trading prices, best bids and offers for the Shares, and volume of the Shares traded will be continuously available on a real-time basis throughout each trading day on brokers’ computer screens and other electronic services. All bids and offers for the Shares and all Share trade executions will be reported intraday in real time by the Exchange to the Consolidated Tape²⁷ and separately disseminated to member firms and market data services through the Exchange data feeds.

The Commission notes that once a Fund’s daily NAV is calculated and provided to the Exchange, Nasdaq will price each Share trade entered into during the day at the Fund’s NAV plus/minus the trade’s executed premium/discount. Using the final trade price, each executed Share trade will then be disseminated to member firms and market data services via a File Transfer Protocol (“FTP”) file to be created for exchange-traded managed funds and confirmed to the member firms participating in the trade to supplement the previously provided information to include final pricing.²⁸

The Exchange will obtain a representation from the issuer of the Shares that the NAV per Share will be

²⁶ 15 U.S.C. 78k-1(a)(1)(C)(iii).

²⁷ Due to systems limitations, the Consolidated Tape will report intraday execution prices and quotes for the Shares using a proxy price format. Nasdaq has represented that it will separately report real-time execution prices and quotes to member firms and providers of market data services in the “NAV – \$0.01/NAV+\$0.01” (or similar) display format, and otherwise seek to ensure that representations of intraday bids, offers and execution prices for the Shares that are made available to the investing public follow the same display format.

²⁸ According to Nasdaq, FTP is a standard network protocol used to transfer computer files on the internet. Nasdaq will arrange for the daily dissemination of an FTP file with executed Share trades to member firms and market data services.

calculated daily (on each business day the New York Stock Exchange is open for trading) and provided to Nasdaq via the Mutual Fund Quotation Service (“MFQS”) by the fund accounting agent. As soon as the NAV is entered into the MFQS, Nasdaq will disseminate the NAV to market participants and market data vendors via the Mutual Fund Dissemination Service so all firms will receive the NAV per Share at the same time.

The Exchange further represents that it may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares. The Exchange will halt trading in the Shares under the conditions specified in Nasdaq Rule 4120 and in Nasdaq Rule 5745(d)(2)(D). Additionally, the Exchange may cease trading the Shares if other unusual conditions or circumstances exist that, in the opinion of the Exchange, make further dealings on the Exchange detrimental to the maintenance of a fair and orderly market. To manage the risk of a non-regulatory Share trading halt, Nasdaq has in place back-up processes and procedures to ensure orderly trading. Prior to the commencement of market trading in the Shares, the Fund will be required to establish and maintain a free public website through which its current prospectus may be downloaded.²⁹ The website will include additional information concerning the Fund updated on a daily basis, including the prior business day’s NAV, and the following trading information for the business day expressed as premiums/discounts to NAV: (a) Intraday high, low, average and closing prices of the Shares in Exchange trading; (b) the midpoint of the highest bid and lowest offer prices as of the close of Exchange trading, expressed as a premium/discount to NAV (“Closing Bid/Ask Midpoint”); and (c) the spread between highest bid and lowest offer prices as of the close of Exchange trading (“Closing Bid/Ask Spread”). The website will also contain charts showing the frequency distribution and range of values of trading prices, Closing Bid/Ask Midpoints and Closing Bid/Ask Spreads over time.

The Exchange represents that all statements and representations made in this filing regarding: (a) The description of the portfolio or reference assets, (b) limitations on portfolio holdings or reference assets, (c) dissemination and availability of the reference asset or IIV, or (d) the applicability of Exchange

listing rules shall constitute continued listing requirements for listing the Shares on the Exchange. The issuer has represented to the Exchange that it will advise the Exchange of any failure by the Fund to comply with the continued listing requirements, and, pursuant to its obligations under Section 19(g)(1) of the Act, the Exchange will monitor for compliance with the continued listing requirements.³⁰ If the Fund is not in compliance with the applicable listing requirements, the Exchange will commence delisting procedures under the Nasdaq 5800 Series.

The approval order is based on all of the Exchange’s representations, including those set forth above and in Amendments No. 1 and 2. In particular, the Commission notes that, although the Shares will be available for purchase and sale on an intraday basis, the Shares will be purchased and sold at prices directly linked to the Fund’s next-determined NAV. Further, the Commission notes that the Fund and the Shares must comply with the requirements of Nasdaq Rule 5745 and the conditions set forth in this proposed rule change to be listed and traded on the Exchange on an initial and continuing basis.

For the foregoing reasons, the Commission finds that the proposed rule change, as modified by Amendments No. 1 and 2, is consistent with Section 6(b)(5)³¹ and Section 11A(a)(1)(C)(iii) of the Act,³² and the rules and regulations thereunder applicable to a national securities exchange.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,³³ that the proposed rule change (SR–NASDAQ–2017–124), as modified by Amendments No. 1 and 2, be, and hereby is, approved.

³⁰ The Commission notes that certain other proposals for the listing and trading of Managed Fund Shares include a representation that the exchange will “surveil” for compliance with the continued listing requirements. *See, e.g.*, Securities Exchange Act Release No. 78005 (Jun. 7, 2016), 81 FR 38247 (Jun. 13, 2016) (SR–BATS–2015–100). In the context of this representation, it is the Commission’s view that “monitor” and “surveil” both mean ongoing oversight of a fund’s compliance with the continued listing requirements. Therefore, the Commission does not view “monitor” as a more or less stringent obligation than “surveil” with respect to the continued listing requirements.

³¹ 15 U.S.C. 78f(b)(5).

³² 15 U.S.C. 78k–1(a)(1)(C)(iii).

³³ 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³⁴

Eduardo A. Aleman,

Assistant Secretary.

[FR Doc. 2018–01207 Filed 1–23–18; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–82532; File No. SR–NYSEArca–2018–02]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of Proposed Rule Change Relating to Listing and Trading of the Direxion Daily Bitcoin Bear 1X Shares, Direxion Daily Bitcoin 1.25X Bull Shares, Direxion Daily Bitcoin 1.5X Bull Shares, Direxion Daily Bitcoin 2X Bull Shares and Direxion Daily Bitcoin 2X Bear Shares Under NYSE Arca Rule 8.200–E

January 18, 2018.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b–4 thereunder,³ notice is hereby given that, on January 4, 2018, NYSE Arca, Inc. (the “Exchange” or “NYSE Arca”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to list and trade the shares of the following under NYSE Arca Rule 8.200–E, Commentary .02 (“Trust Issued Receipts”): Direxion Daily Bitcoin Bear 1X Shares, Direxion Daily Bitcoin 1.25X Bull Shares, Direxion Daily Bitcoin 1.5X Bull Shares, Direxion Daily Bitcoin 2X Bull Shares and Direxion Daily Bitcoin 2X Bear Shares. The proposed change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

³⁴ 17 CFR 200.30–3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b–4.

²⁹ The Exchange represents that the website containing this information will be www.brandesfunds.com.