

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 55	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2017 - * 149	Amendment No. (req. for Amendments *)
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Filing by NYSE Arca, Inc.
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 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 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
Section 3C(b)(2) * <input type="checkbox"/>	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

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

Proposal relating to listing and trading of shares of the Direxion Bitcoin ETF under NYSE Arca Rule 8.600-E

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 * Michael Last Name * Cavalier

Title * Senior Counsel NYSE Group Inc

E-mail * Michael.Cavalier@theice.com

Telephone * (212) 656-2474 Fax (212) 656-8101

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 12/29/2017 Senior Counsel

By David De Gregorio

David DeGregorio,

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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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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 *

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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 *

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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

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Exhibit Sent As Paper Document

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

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Exhibit Sent As Paper Document

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

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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

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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

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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.

1. Text of the Proposed Rule Change

- (a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder², NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) proposes to list and trade shares of the following under NYSE Arca Rule 8.600-E (“Managed Fund Shares”): Direxion Bitcoin ETF.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1.

- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.

- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change is being submitted to the Securities and Exchange Commission (“Commission”) by Exchange staff pursuant to authority delegated to it by the NYSE Arca Board of Directors.

The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

Michael Cavalier
Counsel
NYSE Group, Inc.
(212) 656-2474

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

- (a) Purpose

The Exchange proposes to list and trade shares (“Shares”) of the following under NYSE Arca Rule 8.600-E, which governs the listing and trading of Managed Fund Shares³ on the Exchange⁴: Direxion Bitcoin ETF (the “Fund”).⁵

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ A Managed Fund Share is a security that represents an interest in an investment company registered under the Investment Company Act of 1940 (15 U.S.C. 80a-1) (“1940 Act”) organized as an open-end investment company or similar entity

The Fund is a series of the Direxion Shares ETF Trust (“Trust”), a Delaware statutory trust. Rafferty Asset Management, LLC (“Rafferty” or “Adviser”) will be the investment adviser to the Fund. Foreside Fund Services, LLC (“Distributor”) will be the distributor of the Fund’s Shares. Bank of New York Mellon (“BNYM”) will serve as the Fund’s transfer agent, fund accountant, custodian and index receipt agent.

Commentary .06 to Rule 8.600-E provides that, if the investment adviser to the investment company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser shall erect a “fire wall” between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such investment company portfolio.⁶ In addition,

that invests in a portfolio of securities selected by its investment adviser consistent with its investment objectives and policies. In contrast, an open-end investment company that issues Investment Company Units, listed and traded on the Exchange under NYSE Arca Rule 5.2-E(j)(3), seeks to provide investment results that correspond generally to the price and yield performance of a specific foreign or domestic stock index, fixed income securities index or combination thereof.

⁴ The Commission has previously approved listing and trading on the Exchange of other series of the Trust that are actively managed funds under Rule 8.600-E. See, e.g., Securities Exchange Act Release Nos. 79683 (December 23, 2016) (SR-NYSEArca-2016-82) (order approving a proposed rule change to list and trade shares of the JPMorgan Diversified Event Driven ETF under NYSE Arca Equities Rule 8.600); 77904 (May 25, 2016) (SR-NYSEArca-2016-17) (order approving a proposed rule change to list and trade of shares of the JPMorgan Diversified Alternatives ETF under NYSE Arca Equities Rule 8.600).

⁵ The Trust is registered under the 1940 Act. On December 15, 2017, the Trust filed with the Commission an amendment to its registration statement on Form N-1A under the Securities Act of 1933 (15 U.S.C. 77a) (“Securities Act”) and the 1940 Act relating to the Fund (File Nos. 333-150525 and 811-22201) (the “Registration Statement”). The description of the operation of the Trust and the Fund herein is based, in part, on the Registration Statement. The Trust will file an amendment to the Registration Statement as necessary to conform to representations in this filing. In addition, the Commission has issued an order granting certain exemptive relief to the Trust under the 1940 Act. See Investment Company Act Release No. 31032 (April 29, 2014) (“Exemptive Order”). Investments made by the Fund will comply with the conditions set forth in the Exemptive Order.

⁶ An investment adviser to an open-end fund is required to be registered under the Investment Advisers Act of 1940 (the “Advisers Act”). As a result, the Adviser and its related personnel are subject to the provisions of Rule 204A-1 under the

Commentary .06 further requires that personnel who make decisions on the open-end fund's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the open-end fund's portfolio. The Adviser is not registered as a broker-dealer but is affiliated with a broker-dealer and has implemented and will maintain a fire wall with respect to such broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio. In the event (a) the Adviser becomes registered as a broker-dealer or newly affiliated with one or more broker-dealers, or (b) any new adviser or sub-adviser is a registered broker-dealer or becomes affiliated with a broker-dealer, it will implement and maintain a fire wall with respect to its relevant personnel or its broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio, and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

Direxion Bitcoin ETF

Principal Investments

According to the Registration Statement, the Fund will seek to provide total return that exceeds that of bitcoin futures contracts (the "Bitcoin Futures Contracts", as defined below) over a complete market cycle.⁷ The Fund will generally seek to

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.

⁷ The CME Group, Inc. ("CME") announced that CME bitcoin futures contracts were scheduled to begin trading on December 18, 2017. See "CME Group Self-Certifies Bitcoin Futures to Launch Dec. 18," December 1, 2017, available at http://www.cmegroup.com/media-room/press-releases/2017/12/01/cme_group_self-certifiesbitcoinfuturestolaunchdec18.html. Bitcoin futures contracts commenced trading on CME on December 18, 2017. In addition, Cboe Global Markets, Inc. ("Cboe") announced that that Cboe Futures Exchange's ("CFE") CFE's bitcoin futures contracts were scheduled to begin

achieve its investment objective by investing, under normal market conditions⁸, directly or indirectly through the “Subsidiary” (described below), at least 50% of the weight of the Fund’s portfolio (including gross notional exposures) in bitcoin futures contracts traded on the CME and/or CFE futures exchanges (the “Bitcoin Futures Contracts”).⁹ The Fund will attempt to exceed the return of the Bitcoin Futures Contracts through the active management of a portfolio of Treasury bills, other government securities, money market funds, cash, short-term bond funds, or other non-government fixed-income securities, with maturities of up to 397 days.

In addition, in the event position, price or accountability limits are reached with respect to Bitcoin Futures Contracts, the Fund or the Subsidiary may invest in listed options on Bitcoin Futures Contracts (should such listed options become available) (“Options”) and over-the-counter (“OTC”) swap agreements referencing Bitcoin Futures Contracts or bitcoin (together, Options and swap agreements are referred to herein as “Financial Instruments”).¹⁰ The Fund or the Subsidiary may also invest in Financial Instruments if the market for a specific Bitcoin Futures Contract experiences emergencies (e.g., natural disaster, terrorist attack or an act of God) or disruptions (e.g., a trading halt or a flash crash) that prevent or make it impractical for the Fund to obtain the appropriate amount of investment exposure using Bitcoin Futures Contracts.

For temporary defensive purposes, the Fund may invest in Treasury bills, other U.S. government securities, money market funds, cash, short-term bond funds, or other non-government fixed-income securities, with maturities of up to 397 days.

trading on December 10, 2017. See “Cboe Plans December 10 Launch of Bitcoin Futures Trading,” December 4, 2017, available at <http://ir.cboe.com/press-releases/2017/12-04-2017>. Bitcoin futures contracts commenced trading on CFE on December 10, 2017. See also, “CFTC Statement on Self-Certification of Bitcoin Products by CME, CFE and Cantor Exchange,” dated December 1, 2017 (“CFTC Release”), available at <http://www.cftc.gov/PressRoom/PressReleases/pr7654-17>.

⁸ The term “normal market conditions” is defined in NYSE Arca Rule 8.600-E(c)(5).

⁹ The Fund’s investments in Bitcoin Futures Contracts will be subject to regulation under the Commodity Exchange Act and traded pursuant to Commodity Futures Trading Commission (“CFTC”) and applicable exchange regulations. See 7 U.S.C. 1.

¹⁰ The Fund intends to enter into swap agreements only with major, global financial institutions that meet certain credit quality standards and monitoring policies. The Fund will use various techniques to minimize credit risk including posting collateral daily that is marked to market, using different counterparties and limiting the net amount due from any individual counterparty.

Bitcoin Futures Contracts

According to the Registration Statement, the CME bitcoin futures contracts are agreements between two parties where one party agrees to buy and the other party to sell a set amount of bitcoin (5 bitcoin) at a pre-determined future date and price. The value of the CME bitcoin futures contracts are based on the CME CF Bitcoin Reference Rate (BRR), which aggregates bitcoin trading activity across major bitcoin spot exchanges each weekday between 3:00 pm and 4:00 pm London time. The CME bitcoin futures contracts will list, trade and be cleared on CME, a registered designated contract market and derivatives clearing organization.

The CFE bitcoin futures contracts are agreements between two parties where one party agrees to buy and the other party to sell a set amount of bitcoin (1 bitcoin) at a pre-determined future date and price. The value of the CFE bitcoin futures contracts are determined by the Gemini Exchange Auction conducted by the Gemini Exchange each weekday as of 4:00 p.m. Eastern time. The CFE bitcoin futures contracts will list, trade and be cleared on CFE, a U.S.-registered designated contract market and derivatives clearing organization.¹¹

The trading and clearing of Bitcoin Futures Contracts is regulated by the CFTC. Rafferty will replace each expiring Bitcoin Futures Contract based on an optimization process that selects a contract from the universe of bitcoin exchange-traded futures contracts within the next 13 month period. Bitcoin futures contracts are subject to position limits, which limit the total number of Bitcoin Futures Contracts that may be held by an entity, including the Fund. Additionally, Bitcoin Futures Contracts are subject to daily price fluctuation limits on any given business day (i.e., any date that the CME and CFE is open for trading).

Overview of Bitcoin

According to the Registration Statement, bitcoin is a cryptocurrency and a peer-to-peer payment system. It is a digital asset that is not issued by any government, bank or organization and instead is based on the decentralized, open source protocol of the peer-to-peer bitcoin computer network (the “Bitcoin Network”). No single entity owns or operates the Bitcoin Network; the infrastructure is collectively maintained by a decentralized user base. The Bitcoin Network is accessed through software, and software governs bitcoin’s creation, movement/transfer, and ownership. The value of bitcoin is determined by the supply and demand for bitcoin on websites that facilitate the transfer of bitcoin in exchange for government-issued currencies (“Bitcoin Exchanges”), and in private end-user-to-end-user transactions.

Bitcoin transactions and ownership records are reflected on the “Blockchain,” which is a digital public record or ledger. The Blockchain is stored on the

¹¹ CME and Cboe are members of the Intermarket Surveillance Group (“ISG”). See note 27, infra.

computers of each Bitcoin Network user. Transaction information is permanently recorded in files called “blocks,” which reflect transactions that have been recorded and authenticated by Bitcoin Network participants.

The Fund’s Subsidiary

According to the Registration Statement, the Fund will utilize a subsidiary (the “Subsidiary”) for purposes of investing in Bitcoin Futures Contracts and Financial Instruments. The Subsidiary is a limited partnership operating under Cayman Islands law and is wholly-owned and controlled by the Fund and is advised by the Adviser. The Adviser will use its discretion to determine how much of the Fund’s total assets to invest in the Subsidiary and may invest up to 25% of the Fund’s assets in the Subsidiary. The Fund’s investment in the Subsidiary is expected to provide the Fund with exposure to Bitcoin Futures Contracts and Financial Instruments returns within the limits of the federal tax laws, which limit the ability of investment companies such as the Fund to invest directly in such instruments. The Subsidiary will have the same investment objective as the Fund and will follow the same general investment policies and restrictions.¹²

Although the Fund, through the Subsidiary, will primarily invest in Bitcoin Futures Contracts and Financial Instruments, the Fund and the Subsidiary will be actively managed and will not be required to invest in all, or limit their investments solely to, Bitcoin Futures Contracts and Financial Instruments. After investing in the Subsidiary, the Fund will seek to exceed the performance of Bitcoin Futures Contracts by investing its remaining assets directly in cash, Treasury bills, other U.S. government securities, money market funds, or non-government fixed-income securities with maturities of up to 397 days that provide liquidity and have differing maturity rates.

According to the Registration Statement, when viewed on a consolidated basis, the Subsidiary will be subject to the same investment restrictions and limitations, and follows the same compliance policies and procedures, as the Fund.

¹² The Subsidiary may invest principally in Bitcoin Futures Contracts and Financial Instruments, as well as certain fixed-income investments intended to serve as margin or collateral for the Subsidiary’s derivatives positions. Unlike the Fund, the Subsidiary may invest without limitation in commodity-linked derivatives, though the Subsidiary, on a consolidated basis, will comply with the same 1940 Act asset coverage requirements with respect to its investments in Bitcoin Futures Contracts and Financial Instruments that apply to the Fund’s transactions in these instruments. To the extent applicable, the Subsidiary is, on a consolidated basis, subject to the same fundamental and non-fundamental investment restrictions as the Fund and, in particular, to the same requirements relating to portfolio leverage, liquidity, and the timing and method of valuation of portfolio investments and Fund Shares described in the Registration Statement.

Other Investments

While the Fund, under normal market conditions, will invest primarily in the securities and financial instruments described above under “Principal Investments,” the Fund may invest its remaining assets in the securities and financial instruments described below.

The Fund may invest in American Depositary Receipts (“ADRs”). ADRs are U.S. Dollar-denominated receipts representing interests in the securities of a foreign issuer, which securities may not necessarily be denominated in the same currency as the securities into which they may be converted. ADRs are receipts typically issued by U.S. banks and trust companies that evidence ownership of underlying securities issued by a foreign corporation. ADRs include ordinary shares and New York shares (shares issued by non-U.S. companies that are listed on a U.S. securities exchange). ADRs may be purchased through “sponsored” or “unsponsored” facilities.¹³

The Fund may invest in bankers’ acceptances, certificates of deposit, demand and time deposits, savings shares and commercial paper of domestic banks and savings and loans.

The Fund may invest in the securities of other investment companies, including money market funds, open- and closed-end funds and ETFs.¹⁴ The Fund intends to limit its investments in securities issued by other investment companies in accordance with the 1940 Act.

The Fund may invest in Exchange Traded Products (“ETPs”), which include ETFs, partnerships, commodity pools or trusts that are bought and sold on a securities exchange.¹⁵ The Fund may also invest in exchange-traded notes (“ETNs”).¹⁶

¹³ No more than 10% of the equity weight of the Fund’s portfolio will be invested in non-exchange-traded ADRs.

¹⁴ For purposes of this proposed rule change, ETFs include securities such as those listed and traded under NYSE Arca Equities Rule 5.2(j)(3) (“Investment Company Units”), 8.100 (“Portfolio Depositary Receipts”) and 8.600 (“Managed Fund Shares”).

¹⁵ For purposes of this proposed rule change, ETPs include Trust Issued Receipts (as described in NYSE Arca Rule 8.200-E); and Commodity-Based Trust Shares (as described in NYSE Arca Rule 8.201-E); Currency Trust Shares (as described in NYSE Arca Rule 8.201-E), Commodity Index Trust Shares (as described in NYSE Arca Rule 8.203-E); and Managed Trust Securities (as described in NYSE Arca Rule 8.700-E). ETPs all will be listed and traded in the U.S. on registered exchanges.

¹⁶ ETNs are Index-Linked Securities as described in NYSE Arca Rule 5.2-E(j)(6).

The Fund may enter into repurchase and reverse repurchase agreements.

Intraday Indicative Value

Information regarding the intraday value of Shares of the Fund, also known as the “intraday indicative value” (“IIV”), will be disseminated every 15 seconds during the Exchange’s Core Trading Session by market data vendors or other information providers. The IIV will generally be determined by using both current market quotations and/or price quotations obtained from broker-dealers that may trade in the portfolio securities and other financial instruments held by the Fund.

Creation and Redemption of Shares

According to the Registration Statement, the Trust will issue and sell Shares only in Creation Units on a continuous basis through the Distributor, without a sales load, at their net asset value (“NAV”) next determined after receipt, on any business day, of an order in proper form. The size of a Creation unit is 50,000 Shares.

Creation Units of Shares may be purchased only by or through an “Authorized Participant.” Purchase orders will be processed either through a manual clearing process run at the Depository Trust Company (“DTC”) (the “Manual Clearing Process”) or through an enhanced clearing process (the “Enhanced Clearing Process”) that is available only to those DTC participants that also are participants in the Continuous Net Settlement System of the National Securities Clearing Corporation (“NSCC”).

Purchases and Redemptions through the Manual Clearing Process

Creation Units will be sold through the Manual Clearing Process only for cash (“Cash Purchase Amount”) by the Fund at their NAV, plus a transaction fee. A purchase order must be received in good order by the transfer agent by 11:00 a.m. Eastern Time.

Shares may be redeemed only in Creation Units at their NAV next determined after receipt of a redemption request in proper form by the Distributor on any business day. A redemption order must be received in good order by the transfer agent by 11:00 a.m. Eastern Time. The redemption proceeds for a Creation Unit of a Fund will consist solely of cash in an amount equal to the NAV of the Shares being redeemed, as next determined after a receipt of a request in proper form, less a redemption transaction fee .

Purchases and Redemptions through the Enhanced Clearing Process

Orders to purchase or redeem Creation Units of the Fund through the Enhanced Clearing Process must be delivered through a DTC Participant that has executed the “Authorized Participant Agreement.” A purchase or redemption order must be received in good order by the transfer agent by 11:00 a.m. Eastern Time in order to receive that day's NAV per Share.

Other Restrictions

The Fund's investments, including derivatives, will be consistent with the Fund's investment objective and will not be used to enhance leverage (although certain derivatives and other investments may result in leverage). That is, while the Fund will be permitted to borrow as permitted under the 1940 Act, the Fund's investments will not be used to seek performance that is the multiple or inverse multiple (e.g., 2X or -3X) of the Fund's primary broad-based securities benchmark index (as defined in Form N-1A).¹⁷

The Fund's Use of Derivatives

The Fund proposes to seek certain exposures through transactions in the specific derivative instruments described above. The derivatives to be used are futures, swaps, and call and put options. Derivatives, which are instruments that have a value based on another instrument, may also be used as substitutes for securities in which the Fund can invest. The Fund may use these derivative instruments to achieve the investment objective of the Fund, increase gain, and to effectively gain targeted exposure from its cash positions.

Investments in derivative instruments will be made in accordance with the 1940 Act and consistent with the Fund's investment objective and policies. To limit the potential risk associated with such transactions, the Fund will segregate or " earmark " assets determined to be liquid by the Adviser in accordance with procedures established by the Trust's Board of Trustees (the "Board") and in accordance with the 1940 Act (or, as permitted by applicable regulation, enter into certain offsetting positions) to cover its obligations under derivative instruments. These procedures have been adopted consistent with Section 18 of the 1940 Act and related Commission guidance. In addition, the Fund will include appropriate risk disclosure in its offering documents, including leveraging risk. Leveraging risk is the risk that certain transactions of the Fund, including the Fund's use of derivatives, may give rise to leverage, causing the Fund to be more volatile than if it had not been leveraged.¹⁸ Because the markets for certain assets, or the assets themselves, may be unavailable or cost prohibitive as compared to derivative instruments, suitable derivative transactions may be an efficient alternative for the Fund to obtain the desired asset exposure.

¹⁷ The Fund's broad-based securities benchmark index will be identified in a future amendment to the Registration Statement following the Fund's first full calendar year of performance.

¹⁸ To mitigate leveraging risk, the Adviser will segregate or " earmark " liquid assets or otherwise cover the transactions that may give rise to such risk.

Derivatives Valuation Methodology for Purposes of Determining Intra-day Indicative Value

On each business day, before commencement of trading in Fund Shares on NYSE Arca, the Fund will disclose on its website the identities and quantities of the portfolio instruments and other assets held by the Fund that will form the basis for the Fund's calculation of NAV at the end of the business day.

In order to provide additional information regarding the intra-day value of Shares of the Fund, one or more major market data vendors will disseminate every 15 seconds, during the Exchange's Core Trading Session, an updated IIV for the Fund. A third party market data provider will calculate the IIV for the Fund. The third party market data provider may use market quotes if available or may fair value securities against proxies (such as swap or yield curves).

With respect to specific derivatives:

- Futures may be valued intraday using the relevant futures exchange data, or another proxy as determined to be appropriate by the third party market data provider.
- Swaps on Bitcoin Futures Contracts and bitcoin may be valued intraday using the underlying asset price, or another proxy as determined to be appropriate by the third party market data provider.
- Options may be valued intraday using the relevant exchange data, or another proxy as determined to be appropriate by the third party market data provider.

Disclosed Portfolio

The Fund's disclosure of derivative positions in the applicable Disclosed Portfolio will include information that market participants can use to value these positions intraday. On a daily basis, the Fund will disclose the information regarding the Disclosed Portfolio required under NYSE Arca Rule 8.600-E (c)(2) to the extent applicable. The Fund's website information will be publicly available at no charge.

Impact on Arbitrage Mechanism

The Adviser believes there will be minimal impact to the arbitrage mechanism as a result of the use of derivatives. Market makers and participants should be able to value derivatives as long as the positions are disclosed with relevant information. The Adviser believes that the price at which Shares trade will continue to be disciplined by arbitrage opportunities created by the ability to purchase or redeem creation Shares at their NAV, which should ensure that Shares will not trade at a

material discount or premium in relation to their NAV.

The Adviser does not believe there will be any significant impacts to the settlement or operational aspects of the Fund's arbitrage mechanism due to the use of derivatives. As noted above, Creation Units will be sold and redeemed only for cash.

Application of Generic Listing Requirements

The Exchange is submitting this proposed rule change because the portfolio for the Fund will not meet all of the "generic" listing requirements of Commentary .01 to NYSE Arca Rule 8.600-E applicable to the listing of Managed Fund Shares. The Fund's portfolio would meet all such requirements except for those set forth in Commentary .01(d)¹⁹ and Commentary .01(e) to NYSE Arca Rule 8.600-E.

With respect to Commentary .01(d)(2) to NYSE Arca Rule 8.600-E, the Fund will hold primarily Bitcoin Futures Contracts traded on CME and CFE in fulfilling the Fund's investment objective. Therefore, it is likely that listed derivatives—that is, Bitcoin Futures Contracts-- will exceed 30% of the weight of the portfolio (including gross notional exposures).

¹⁹ Commentary .01(d) to NYSE Arca Rule 8.600-E relating to Listed Derivatives provides that the portfolio may hold listed derivatives, including futures, options and swaps on commodities, currencies and financial instruments (e.g., stocks, fixed income, interest rates, and volatility) or a basket or index of any of the foregoing. There shall be no limitation to the percentage of the portfolio invested in such holdings, subject to the following requirements:

- (1) in the aggregate, at least 90% of the weight of such holdings invested in futures, exchange-traded options, and listed swaps shall, on both an initial and continuing basis, consist of futures, options, and swaps for which the Exchange may obtain information via the Intermarket Surveillance Group ("ISG") from other members or affiliates of the ISG or for which the principal market is a market with which the Exchange has a comprehensive surveillance sharing agreement. (For purposes of calculating this limitation, a portfolio's investment in listed derivatives will be calculated as the aggregate gross notional value of the listed derivatives.); and
- (2) the aggregate gross notional value of listed derivatives based on any five or fewer underlying reference assets shall not exceed 65% of the weight of the portfolio (including gross notional exposures), and the aggregate gross notional value of listed derivatives based on any single underlying reference asset shall not exceed 30% of the weight of the portfolio (including gross notional exposures).

The Adviser represents that it is essential that the Fund be permitted to exceed the 30% limitation in Commentary .01(d)(2) in order to permit the Fund to satisfy its investment objective. The availability of U.S. exchange traded futures contracts based on bitcoin and options thereon currently would be limited to the contracts traded on CME and CFE. The Fund would likely be unable to meet its investment objective if it or its Subsidiary is unable to invest more than 30% of the weight of the Fund's portfolio (including gross notional exposures) in Bitcoin Futures Contracts and Options. The Exchange notes that Bitcoin Futures Contracts are subject to position limits, which limit the total number of Bitcoin Futures Contracts that may be held by an entity, including the Fund. Bitcoin Futures Contracts also are subject to daily price fluctuation limits on any given business day (i.e., any date that the CME and CFE is open for trading). Moreover, the Exchange notes that the CFTC has stated that the U.S. futures exchanges that will trade bitcoin futures have agreed to significant enhancements to protect customers and maintain orderly markets, and announced its expectation that futures exchanges that list and trade bitcoin futures contracts will, through information sharing agreements, monitor the trading activity on the relevant cash platforms for potential impacts on the price discovery process for bitcoin futures contracts, including potential market manipulation and market dislocations due to flash rallies and crashes and trading outages.²⁰

With respect to Commentary .01(e), the aggregate gross notional value of the Fund's investments in OTC derivatives may exceed 20% of Fund assets, calculated based on the aggregate gross notional value of such OTC derivatives. The Adviser represents that, because Bitcoin Futures Contracts are subject to position limits and daily price fluctuation limits, the Fund, depending on market conditions, may be required to allocate more than 20% of Fund assets, calculated based on the aggregate gross notional value, in OTC swaps in order to permit the Fund to meet its investment objective and to provide the Fund with additional flexibility to manage risk associated with its investments. In addition, use of OTC swaps on Bitcoin Futures Contracts or bitcoin may be an important means to reduce risk in the Fund's or the Subsidiary's holdings in Bitcoin Futures Contracts, or, depending on market conditions, to enhance returns of such investments.

The Exchange notes that, other than Commentary .01(d) and Commentary .01(e) to Rule 8.600-E, the Fund will meet all other requirements of Rule 8.600-E.

Availability of Information

The Fund's website (www.direxioninvestments.com), which will be publicly available prior to the public offering of Shares, will include a form of the prospectus for the Fund that may be downloaded. The Fund's website will

²⁰ See CFTC Release, *supra*, note 7.

include additional quantitative information updated on a daily basis, including, for the Fund, (1) daily trading volume, the prior business day's reported closing price, NAV and mid-point of the bid/ask spread at the time of calculation of such NAV (the "Bid/Ask Price"),²¹ and a calculation of the premium and discount of the Bid/Ask Price against the NAV, and (2) data in chart format displaying the frequency distribution of discounts and premiums of the daily Bid/Ask Price against the NAV, within appropriate ranges, for each of the four previous calendar quarters. On each business day, before commencement of trading in Shares in the Core Trading Session on the Exchange, the Adviser will disclose on the Fund's website the Disclosed Portfolio for the Fund as defined in NYSE Arca Rule 8.600-E(c)(2) that will form the basis for the Fund's calculation of NAV at the end of the business day.²²

Investors can also obtain the Trust's Statement of Additional Information ("SAI"), the Fund's Shareholder Reports, and its Form N-CSR and Form N-SAR, filed twice a year. The Trust's SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the Form N-CSR and Form N-SAR may be viewed on-screen or downloaded from the Commission's website at www.sec.gov.

Quotation and last sale information for the Shares and exchange-traded ADRs will be available via the CTA high speed line. Quotation and last sale information for Bitcoin Futures Contracts and Options will be available from the exchange on which they are listed. Information regarding market price and trading volume for the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. The spot price of bitcoin also is available on a 24-hour basis from major market data vendors. Information regarding the previous day's closing price and trading volume information for the Shares will be published daily in the financial section of newspapers.

Quotation information for non-exchange-traded ADRs, cash equivalents, swaps, money market funds, non-exchange-listed investment company securities (other than money market funds), U.S. Government obligations, U.S. Government agency obligations, and repurchase and reverse repurchase agreements may be obtained from brokers and dealers who make markets in such securities or

²¹ The Bid/Ask Price of the Fund's Shares will be determined using the mid-point of the highest bid and the lowest offer on the Exchange as of the time of calculation of the Fund's NAV. The records relating to Bid/Ask Prices will be retained by the Fund and its service providers.

²² Under accounting procedures to be followed by the Fund, trades made on the prior business day ("T") will be booked and reflected in NAV on the current business day ("T+1"). Accordingly, the Fund will be able to disclose at the beginning of the business day the portfolio that will form the basis for the NAV calculation at the end of the business day.

through nationally recognized pricing services through subscription agreements.

In addition, the IIV, as defined in NYSE Arca Rule 8.600-E(c)(3), will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.²³ The dissemination of the IIV, together with the Disclosed Portfolio, will allow investors to determine the approximate value of the underlying portfolio of the Fund on a daily basis and will provide a close estimate of that value throughout the trading day.

Trading Halts

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares of the Fund.²⁴ Trading in Shares of the Fund will be halted if the circuit breaker parameters in NYSE Arca Rule 7.12-E have been reached. Trading also may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares of the Fund inadvisable.

Trading in the Shares will be subject to NYSE Arca Rule 8.600-E(d)(2)(D), which sets forth circumstances under which Shares of the Fund may be halted.

Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. Shares will trade on the NYSE Arca Marketplace from 4:00 a.m. to 8:00 p.m. E.T. in accordance with NYSE Arca Rule 7.34-E (Early, Core, and Late Trading Sessions). The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions. As provided in NYSE Arca Rule 7.6-E, the minimum price variation ("MPV") for quoting and entry of orders in equity securities traded on the NYSE Arca Marketplace is \$0.01, with the exception of securities that are priced less than \$1.00 for which the MPV for order entry is \$0.0001.

The Shares of the Fund will conform to the initial and continued listing criteria under NYSE Arca Rule 8.600-E. The Exchange represents that, for initial and/or continued listing, the Fund will be in compliance with Rule 10A-3²⁵ under the Act, as provided by NYSE Arca Rule 5.3-E. A minimum of 100,000 Shares of

²³ Currently, it is the Exchange's understanding that several major market data vendors display and/or make widely available IIVs taken from the CTA or other data feeds.

²⁴ See NYSE Arca Rule 7.12-E.

²⁵ 17 CFR 240 10A-3.

the Fund will be outstanding at the commencement of trading on the Exchange. The Exchange will obtain a representation from the issuer of the Shares of the Fund that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time.

Surveillance

The Exchange represents that trading in the Shares will be subject to the existing trading surveillances administered by the Exchange, as well as cross-market surveillances administered by the Financial Industry Regulatory Authority (“FINRA”) on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.²⁶ The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws.

The surveillances referred to above generally focus on detecting securities trading outside their normal patterns, which could be indicative of manipulative or other violative activity. When such situations are detected, surveillance analysis follows and investigations are opened, where appropriate, to review the behavior of all relevant parties for all relevant trading violations.

The Exchange or FINRA, on behalf of the Exchange, or both, will communicate as needed regarding trading in the Shares, Bitcoin Futures Contracts, and Options with other markets and other entities that are members of the Intermarket Surveillance Group (“ISG”), and the Exchange or FINRA, on behalf of the Exchange, or both, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in such securities and financial instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.²⁷ The Exchange is also able to obtain information regarding trading in the Shares, the commodity underlying futures or options on futures through ETP Holders, in connection with such ETP Holders’ proprietary or customer trades which they effect through ETP Holders on any relevant market. The Exchange can obtain market surveillance information, including customer identity information, with respect to transactions occurring on CME and CFE.

²⁶ FINRA conducts cross-market surveillances on behalf of the Exchange pursuant to a regulatory services agreement. The Exchange is responsible for FINRA’s performance under this regulatory services agreement.

²⁷ For a list of the current members of ISG, see www.isgportal.org. The Exchange notes that not all components of the Disclosed Portfolio for the Fund may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

In addition, the Exchange also has a general policy prohibiting the distribution of material, non-public information by its employees.

All statements and representations made in this filing regarding (a) the description of the portfolio, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in this rule filing 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. If the Fund is not in compliance with the applicable listing requirements, the Exchange will commence delisting procedures under NYSE Arca Rule 5.5-E (m).

Information Bulletin

Prior to the commencement of trading, the Exchange will inform its Equity Trading Permit (“ETP”) Holders in an Information Bulletin (“Bulletin”) of the special characteristics and risks associated with trading the Shares of the Fund. Specifically, the Bulletin will discuss the following: (1) the procedures for purchases and redemptions of Shares in Creation Units (and that Shares are not individually redeemable); (2) NYSE Arca 9.2-E(a), which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (3) the risks involved in trading the Shares during the Early and Late Trading Sessions when an updated IIV will not be calculated or publicly disseminated; (4) how information regarding the IIV and the Disclosed Portfolio is disseminated; (5) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information.

In addition, the Bulletin will reference that the Fund is subject to various fees and expenses described in the Registration Statement. The Bulletin will discuss any exemptive, no-action, and interpretive relief granted by the Commission from any rules under the Act. The Bulletin will also disclose that the NAV for the Shares of the Fund will be calculated after 4:00 p.m. E.T. each trading day. The will also reference that the CFTC has regulatory jurisdiction over the trading of Bitcoin Futures Contracts traded on U.S. markets.

(b) Statutory Basis

The basis under the Act for this proposed rule change is the requirement under Section 6(b)(5)²⁸ that an exchange have rules that are designed to prevent

²⁸

15 U.S.C. 78f(b)(5).

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.

The Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Rule 8.600-E. The Adviser is not registered as a broker-dealer but is affiliated with a broker-dealer and has implemented and will maintain a fire wall with respect to such broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio. The Exchange represents that trading in the Shares will be subject to the existing trading surveillances administered by the Exchange, as well as cross-market surveillances administered by FINRA on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws. The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws. The Exchange or FINRA, on behalf of the Exchange, or both, will communicate as needed regarding trading in the Shares, Bitcoin Futures Contracts, and Options with other markets and other entities that are members of the ISG, and the Exchange or FINRA, on behalf of the Exchange, or both, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in such securities and financial instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. The Exchange is also able to obtain information regarding trading in the Shares, the commodity underlying futures or options on futures through ETP Holders, in connection with such ETP Holders' proprietary or customer trades which they effect through ETP Holders on any relevant market. The Exchange can obtain market surveillance information, including customer identity information, with respect to transactions occurring on CME and CFE. The IIV, as defined in NYSE Arca Rule 8.600-E (c)(3), will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.

The Shares of the Fund will conform to the initial and continued listing criteria under NYSE Arca Rule 8.600-E. The Exchange represents that, for initial and/or continued listing, the Fund will be in compliance with Rule 10A-3 under the Act, as provided by NYSE Arca Rule 5.3-E. A minimum of 100,000 Shares of the Fund will be outstanding at the commencement of trading on the Exchange. The Exchange will obtain a representation from the issuer of the Shares of the Fund that the NAV per Share will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time. In addition, a large amount of information is publicly available regarding the Fund and the Shares, thereby promoting market transparency. The Fund's portfolio holdings will be disclosed on its website daily after the close of trading

on the Exchange and prior to the opening of trading on the Exchange the following day. On a daily basis, the Fund will disclose the information regarding the Disclosed Portfolio required under NYSE Arca Rule 8.600-E (c)(2) to the extent applicable. The Fund's website information will be publicly available at no charge.

Investors can also obtain the Trust's SAI, the Fund's Shareholder Reports, and its Form N-CSR and Form N-SAR, filed twice a year. The Trust's SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the Form N-CSR and Form N-SAR may be viewed on-screen or downloaded from the Commission's website at www.sec.gov.

Quotation and last sale information for the Shares and exchange-traded ADRs will be available via the CTA high speed line. Quotation and last sale information for Bitcoin Futures Contracts and Options will be available from the exchange on which they are listed. Information regarding market price and trading volume for the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. The spot price of bitcoin also is available on a 24-hour basis from major market data vendors. Information regarding the previous day's closing price and trading volume information for the Shares will be published daily in the financial section of newspapers.

Quotation information for non-exchange-traded ADRs, cash equivalents, swaps, money market funds, non-exchange-listed investment company securities (other than money market funds), U.S. Government obligations, U.S. Government agency obligations, and repurchase and reverse repurchase agreements may be obtained from brokers and dealers who make markets in such securities or through nationally recognized pricing services through subscription agreements.

The Exchange believes that it is appropriate and in the public interest to allow the Fund to exceed the 30% limitation in Commentary .01(d) to Rule 8.600-E in order to permit the fund to satisfy its investment objective. The availability of U.S. exchange traded futures contracts based on bitcoin and options thereon currently would be limited to the contracts traded on CME and CFE. The Fund would likely be unable to meet its investment objective if it or its Subsidiary is unable to invest more than 30% of the weight of the Fund's portfolio (including gross notional exposures) in Bitcoin Futures Contracts. The Exchange also believes that it is appropriate and in the public interest to allow the Fund to exceed the 20% limit in Commentary .01(e) to Rule 8.600-E of portfolio assets that may be invested in OTC derivatives. The Adviser represents that, because Bitcoin Futures Contracts are subject to position limits and daily price fluctuation limits, the Fund, depending on market conditions, may be required to allocate more than 20% of Fund assets, calculated based on the aggregate gross notional value, in OTC swaps in order to permit the Fund to meet its investment objective and to provide the Fund with additional flexibility to manage risk associated with its investments. In addition, use of OTC swaps on Bitcoin Futures Contracts or bitcoin may be an important means to reduce risk in the Fund's or the

Subsidiary's holdings in Bitcoin Futures Contracts, or, depending on market conditions, to enhance returns of such investments.

As noted above, the Fund's investments in derivative instruments will be made in accordance with the 1940 Act and consistent with the Fund's investment objective and policies. To limit the potential risk associated with such transactions, the Fund will segregate or " earmark " assets determined to be liquid by the Adviser in accordance with procedures established by the Trust's Board and in accordance with the 1940 Act (or, as permitted by applicable regulation, enter into certain offsetting positions) to cover its obligations under derivative instruments. These procedures have been adopted consistent with Section 18 of the 1940 Act and related Commission guidance. In addition, the Fund will include appropriate risk disclosure in its offering documents, including leveraging risk. To mitigate leveraging risk, the Adviser will segregate or " earmark " liquid assets or otherwise cover the transactions that may give rise to such risk. Because the markets for certain assets, or the assets themselves, may be unavailable or cost prohibitive as compared to derivative instruments, suitable derivative transactions may be an efficient alternative for the Fund to obtain the desired asset exposure. In addition, OTC derivatives may be tailored more specifically to the assets held by the Fund than available listed derivatives. The Exchange notes that, other than Commentary .01(d) and Commentary .01(e) to Rule 8.600-E, the Fund will meet all other requirements of Rule 8.600-E.

The website for the Fund will include a form of the prospectus for the Fund and additional data relating to NAV and other applicable quantitative information. Moreover, prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares of the Fund. Trading in Shares of the Fund will be halted if the circuit breaker parameters in NYSE Arca Rule 7.12-E have been reached or because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable, and trading in the Shares will be subject to NYSE Arca Rule 8.600-E(d)(2)(D), which sets forth circumstances under which Shares of the Fund may be halted. In addition, as noted above, investors will have ready access to information regarding the Fund's holdings, the IIV, the Disclosed Portfolio, and quotation and last sale information for the Shares. The Fund's investments, including derivatives, will be consistent with the Fund's investment objective and will not be used to enhance leverage (although certain derivatives and other investments may result in leverage). That is, while the Fund will be permitted to borrow as permitted under the 1940 Act, the Fund's investments will not be used to seek performance that is the multiple or inverse multiple (e.g., 2X or -3X) of the Fund's primary broad-based securities benchmark index (as defined in Form N-1A).

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of an additional type of actively-managed exchange-traded product that that holds fixed income securities, equity securities

and derivatives and that will enhance competition among market participants, to the benefit of investors and the marketplace. As noted above, the Exchange has in place surveillance procedures relating to trading in the Shares of the Fund and may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement. In addition, as noted above, investors will have ready access to information regarding the Fund's holdings, the IIV, the Disclosed Portfolio for the Fund, and quotation and last sale information for the Shares of the Fund.

4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Act. The Exchange notes that the proposed rule change will facilitate the listing and trading of an additional type of actively-managed exchange-traded product that holds derivatives and that will enhance competition among market participants, to the benefit of investors and the marketplace.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 - Form of Notice of Proposed Rule Change for Federal Register

SECURITIES AND EXCHANGE COMMISSION
 (Release No. 34- ; File No. SR-NYSEARCA-2017-149)

[Date]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of Proposed Rule Change Relating to Listing and Trading of Shares of the Direxion Bitcoin ETF under NYSE Arca Rule 8.600-E

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 December 29, 2017, 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, II, and III 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 shares of the following under NYSE Arca Rule 8.600-E (“Managed Fund Shares”): Direxion Bitcoin ETF. 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.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to list and trade shares (“Shares”) of the following under NYSE Arca Rule 8.600-E, which governs the listing and trading of Managed Fund Shares⁴ on the Exchange⁵: Direxion Bitcoin ETF (the “Fund”).⁶

⁴ A Managed Fund Share is a security that represents an interest in an investment company registered under the Investment Company Act of 1940 (15 U.S.C. 80a-1) (“1940 Act”) organized as an open-end investment company or similar entity that invests in a portfolio of securities selected by its investment adviser consistent with its investment objectives and policies. In contrast, an open-end investment company that issues Investment Company Units, listed and traded on the Exchange under NYSE Arca Rule 5.2-E(j)(3), seeks to provide investment results that correspond generally to the price and yield performance of a specific foreign or domestic stock index, fixed income securities index or combination thereof.

⁵ The Commission has previously approved listing and trading on the Exchange of other series of the Trust that are actively managed funds under Rule 8.600-E. See, e.g., Securities Exchange Act Release Nos. 79683 (December 23, 2016) (SR-NYSEArca-2016-82) (order approving a proposed rule change to list and trade shares of the JPMorgan Diversified Event Driven ETF under NYSE Arca Equities Rule 8.600); 77904 (May 25, 2016) (SR-NYSEArca-2016-17) (order approving a proposed rule change to list and trade of shares of the JPMorgan Diversified Alternatives ETF under NYSE Arca Equities Rule 8.600).

⁶ The Trust is registered under the 1940 Act. On December 15, 2017, the Trust filed with the Commission an amendment to its registration statement on Form N-1A under the Securities Act of 1933 (15 U.S.C. 77a) (“Securities Act”) and the 1940 Act relating to the Fund (File Nos. 333-150525 and 811-22201) (the “Registration Statement”). The description of the operation of the Trust and the

The Fund is a series of the Direxion Shares ETF Trust (“Trust”), a Delaware statutory trust. Rafferty Asset Management, LLC (“Rafferty” or “Adviser”) will be the investment adviser to the Fund. Foreside Fund Services, LLC (“Distributor”) will be the distributor of the Fund’s Shares. Bank of New York Mellon (“BNYM”) will serve as the Fund's transfer agent, fund accountant, custodian and index receipt agent.

Commentary .06 to Rule 8.600-E provides that, if the investment adviser to the investment company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser shall erect a “fire wall” between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such investment company portfolio.⁷ In addition, Commentary .06 further

Fund herein is based, in part, on the Registration Statement. The Trust will file an amendment to the Registration Statement as necessary to conform to representations in this filing. In addition, the Commission has issued an order granting certain exemptive relief to the Trust under the 1940 Act. See Investment Company Act Release No. 31032 (April 29, 2014) (“Exemptive Order”). Investments made by the Fund will comply with the conditions set forth in the Exemptive Order.

⁷ An investment adviser to an open-end fund is required to be registered under the Investment Advisers Act of 1940 (the “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.

requires that personnel who make decisions on the open-end fund's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the open-end fund's portfolio. The Adviser is not registered as a broker-dealer but is affiliated with a broker-dealer and has implemented and will maintain a fire wall with respect to such broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio. In the event (a) the Adviser becomes registered as a broker-dealer or newly affiliated with one or more broker-dealers, or (b) any new adviser or sub-adviser is a registered broker-dealer or becomes affiliated with a broker-dealer, it will implement and maintain a fire wall with respect to its relevant personnel or its broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio, and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

Direxion Bitcoin ETF

Principal Investments

According to the Registration Statement, the Fund will seek to provide total return that exceeds that of bitcoin futures contracts (the "Bitcoin Futures Contracts", as defined below) over a complete market cycle.⁸ The Fund will generally seek to achieve its

⁸ The CME Group, Inc. ("CME") announced that CME bitcoin futures contracts were scheduled to begin trading on December 18, 2017. See "CME Group Self-Certifies Bitcoin Futures to Launch Dec. 18," December 1, 2017, available at http://www.cmegroup.com/media-room/press-releases/2017/12/01/cme_group_self-certifiesbitcoinfuturestolaunchdec18.html. Bitcoin futures contracts commenced trading on CME on December 18, 2017. In addition, Cboe Global Markets, Inc. ("Cboe") announced that that Cboe Futures Exchange's ("CFE") CFE's bitcoin futures contracts were scheduled to begin trading on December 10, 2017. See "Cboe Plans December 10 Launch of Bitcoin

investment objective by investing, under normal market conditions⁹, directly or indirectly through the “Subsidiary” (described below), at least 50% of the weight of the Fund’s portfolio (including gross notional exposures) in bitcoin futures contracts traded on the CME and/or CFE futures exchanges (the “Bitcoin Futures Contracts”).¹⁰ The Fund will attempt to exceed the return of the Bitcoin Futures Contracts through the active management of a portfolio of Treasury bills, other government securities, money market funds, cash, short-term bond funds, or other non-government fixed-income securities, with maturities of up to 397 days.

In addition, in the event position, price or accountability limits are reached with respect to Bitcoin Futures Contracts, the Fund or the Subsidiary may invest in listed options on Bitcoin Futures Contracts (should such listed options become available) (“Options”) and over-the-counter (“OTC”) swap agreements referencing Bitcoin Futures Contracts or bitcoin (together, Options and swap agreements are referred to herein as “Financial Instruments”).¹¹ The Fund or the Subsidiary may also invest in Financial

Futures Trading,” December 4, 2017, available at <http://ir.cboe.com/press-releases/2017/12-04-2017>. Bitcoin futures contracts commenced trading on CFE on December 10, 2017. See also, “CFTC Statement on Self-Certification of Bitcoin Products by CME, CFE and Cantor Exchange,” dated December 1, 2017 (“CFTC Release”), available at <http://www.cftc.gov/PressRoom/PressReleases/pr7654-17>.

⁹ The term “normal market conditions” is defined in NYSE Arca Rule 8.600-E(c)(5).

¹⁰ The Fund’s investments in Bitcoin Futures Contracts will be subject to regulation under the Commodity Exchange Act and traded pursuant to Commodity Futures Trading Commission (“CFTC”) and applicable exchange regulations. See 7 U.S.C. 1.

¹¹ The Fund intends to enter into swap agreements only with major, global financial institutions that meet certain credit quality standards and monitoring policies. The Fund will use various techniques to minimize credit risk including posting

Instruments if the market for a specific Bitcoin Futures Contract experiences emergencies (e.g., natural disaster, terrorist attack or an act of God) or disruptions (e.g., a trading halt or a flash crash) that prevent or make it impractical for the Fund to obtain the appropriate amount of investment exposure using Bitcoin Futures Contracts.

For temporary defensive purposes, the Fund may invest in Treasury bills, other U.S. government securities, money market funds, cash, short-term bond funds, or other non-government fixed-income securities, with maturities of up to 397 days.

Bitcoin Futures Contracts

According to the Registration Statement, the CME bitcoin futures contracts are agreements between two parties where one party agrees to buy and the other party to sell a set amount of bitcoin (5 bitcoin) at a pre-determined future date and price. The value of the CME bitcoin futures contracts are based on the CME CF Bitcoin Reference Rate (BRR), which aggregates bitcoin trading activity across major bitcoin spot exchanges each weekday between 3:00 pm and 4:00 pm London time. The CME bitcoin futures contracts will list, trade and be cleared on CME, a registered designated contract market and derivatives clearing organization.

The CFE bitcoin futures contracts are agreements between two parties where one party agrees to buy and the other party to sell a set amount of bitcoin (1 bitcoin) at a pre-determined future date and price. The value of the CFE bitcoin futures contracts are determined by the Gemini Exchange Auction conducted by the Gemini Exchange each weekday as of 4:00 p.m. Eastern time. The CFE bitcoin futures contracts will list, trade

collateral daily that is marked to market, using different counterparties and limiting the net amount due from any individual counterparty.

and be cleared on CFE, a U.S.-registered designated contract market and derivatives clearing organization.¹²

The trading and clearing of Bitcoin Futures Contracts is regulated by the CFTC. Rafferty will replace each expiring Bitcoin Futures Contract based on an optimization process that selects a contract from the universe of bitcoin exchange-traded futures contracts within the next 13 month period. Bitcoin futures contracts are subject to position limits, which limit the total number of Bitcoin Futures Contracts that may be held by an entity, including the Fund. Additionally, Bitcoin Futures Contracts are subject to daily price fluctuation limits on any given business day (i.e., any date that the CME and CFE is open for trading).

Overview of Bitcoin

According to the Registration Statement, bitcoin is a cryptocurrency and a peer-to-peer payment system. It is a digital asset that is not issued by any government, bank or organization and instead is based on the decentralized, open source protocol of the peer-to-peer bitcoin computer network (the “Bitcoin Network”). No single entity owns or operates the Bitcoin Network; the infrastructure is collectively maintained by a decentralized user base. The Bitcoin Network is accessed through software, and software governs bitcoin’s creation, movement/transfer, and ownership. The value of bitcoin is determined by the supply and demand for bitcoin on websites that facilitate the transfer of bitcoin in exchange for government-issued currencies (“Bitcoin Exchanges”), and in private end-user-to-end-user transactions.

¹² CME and Cboe are members of the Intermarket Surveillance Group (“ISG”). See note 28 infra.

Bitcoin transactions and ownership records are reflected on the “Blockchain,” which is a digital public record or ledger. The Blockchain is stored on the computers of each Bitcoin Network user. Transaction information is permanently recorded in files called “blocks,” which reflect transactions that have been recorded and authenticated by Bitcoin Network participants.

The Fund’s Subsidiary

According to the Registration Statement, the Fund will utilize a subsidiary (the “Subsidiary”) for purposes of investing in Bitcoin Futures Contracts and Financial Instruments. The Subsidiary is a limited partnership operating under Cayman Islands law and is wholly-owned and controlled by the Fund and is advised by the Adviser. The Adviser will use its discretion to determine how much of the Fund’s total assets to invest in the Subsidiary and may invest up to 25% of the Fund’s assets in the Subsidiary. The Fund’s investment in the Subsidiary is expected to provide the Fund with exposure to Bitcoin Futures Contracts and Financial Instruments returns within the limits of the federal tax laws, which limit the ability of investment companies such as the Fund to invest directly in such instruments. The Subsidiary will have the same investment objective as the Fund and will follow the same general investment policies and restrictions.¹³

¹³ The Subsidiary may invest principally in Bitcoin Futures Contracts and Financial Instruments, as well as certain fixed-income investments intended to serve as margin or collateral for the Subsidiary’s derivatives positions. Unlike the Fund, the Subsidiary may invest without limitation in commodity-linked derivatives, though the Subsidiary, on a consolidated basis, will comply with the same 1940 Act asset coverage requirements with respect to its investments in Bitcoin Futures Contracts and Financial Instruments that apply to the Fund’s transactions in these instruments. To the extent applicable, the Subsidiary is, on a consolidated basis, subject to the same fundamental and non-fundamental investment restrictions as

Although the Fund, through the Subsidiary, will primarily invest in Bitcoin Futures Contracts and Financial Instruments, the Fund and the Subsidiary will be actively managed and will not be required to invest in all, or limit their investments solely to, Bitcoin Futures Contracts and Financial Instruments. After investing in the Subsidiary, the Fund will seek to exceed the performance of Bitcoin Futures Contracts by investing its remaining assets directly in cash, Treasury bills, other U.S. government securities, money market funds, or non-government fixed-income securities with maturities of up to 397 days that provide liquidity and have differing maturity rates.

According to the Registration Statement, when viewed on a consolidated basis, the Subsidiary will be subject to the same investment restrictions and limitations, and follows the same compliance policies and procedures, as the Fund.

Other Investments

While the Fund, under normal market conditions, will invest primarily in the securities and financial instruments described above under “Principal Investments,” the Fund may invest its remaining assets in the securities and financial instruments described below.

The Fund may invest in American Depositary Receipts (“ADRs”). ADRs are U.S. Dollar-denominated receipts representing interests in the securities of a foreign issuer, which securities may not necessarily be denominated in the same currency as the securities into which they may be converted. ADRs are receipts typically issued by U.S. banks and trust companies that evidence ownership of underlying securities issued by a

the Fund and, in particular, to the same requirements relating to portfolio leverage, liquidity, and the timing and method of valuation of portfolio investments and Fund Shares described in the Registration Statement.

foreign corporation. ADRs include ordinary shares and New York shares (shares issued by non-U.S. companies that are listed on a U.S. securities exchange). ADRs may be purchased through “sponsored” or “unsponsored” facilities.¹⁴

The Fund may invest in bankers’ acceptances, certificates of deposit, demand and time deposits, savings shares and commercial paper of domestic banks and savings and loans.

The Fund may invest in the securities of other investment companies, including money market funds, open- and closed-end funds and ETFs.¹⁵ The Fund intends to limit its investments in securities issued by other investment companies in accordance with the 1940 Act.

The Fund may invest in Exchange Traded Products (“ETPs”), which include ETFs, partnerships, commodity pools or trusts that are bought and sold on a securities exchange.¹⁶ The Fund may also invest in exchange-traded notes (“ETNs”).¹⁷

The Fund may enter into repurchase and reverse repurchase agreements.

Intraday Indicative Value

¹⁴ No more than 10% of the equity weight of the Fund’s portfolio will be invested in non-exchange-traded ADRs.

¹⁵ For purposes of this proposed rule change, ETFs include securities such as those listed and traded under NYSE Arca Equities Rule 5.2(j)(3) (“Investment Company Units”), 8.100 (“Portfolio Depositary Receipts”) and 8.600 (“Managed Fund Shares”).

¹⁶ For purposes of this proposed rule change, ETPs include Trust Issued Receipts (as described in NYSE Arca Rule 8.200-E); and Commodity-Based Trust Shares (as described in NYSE Arca Rule 8.201-E); Currency Trust Shares (as described in NYSE Arca Rule 8.201-E), Commodity Index Trust Shares (as described in NYSE Arca Rule 8.203-E); and Managed Trust Securities (as described in NYSE Arca Rule 8.700-E). ETPs all will be listed and traded in the U.S. on registered exchanges.

¹⁷ ETNs are Index-Linked Securities as described in NYSE Arca Rule 5.2-E(j)(6).

Information regarding the intraday value of Shares of the Fund, also known as the “intraday indicative value” (“IIV”), will be disseminated every 15 seconds during the Exchange’s Core Trading Session by market data vendors or other information providers. The IIV will generally be determined by using both current market quotations and/or price quotations obtained from broker-dealers that may trade in the portfolio securities and other financial instruments held by the Fund.

Creation and Redemption of Shares

According to the Registration Statement, the Trust will issue and sell Shares only in Creation Units on a continuous basis through the Distributor, without a sales load, at their net asset value (“NAV”) next determined after receipt, on any business day, of an order in proper form. The size of a Creation unit is 50,000 Shares.

Creation Units of Shares may be purchased only by or through an “Authorized Participant.” Purchase orders will be processed either through a manual clearing process run at the Depository Trust Company (“DTC”) (the “Manual Clearing Process”) or through an enhanced clearing process (the “Enhanced Clearing Process”) that is available only to those DTC participants that also are participants in the Continuous Net Settlement System of the National Securities Clearing Corporation (“NSCC”).

Purchases and Redemptions through the Manual Clearing Process

Creation Units will be sold through the Manual Clearing Process only for cash (“Cash Purchase Amount”) by the Fund at their NAV, plus a transaction fee. A purchase order must be received in good order by the transfer agent by 11:00 a.m. Eastern Time.

Shares may be redeemed only in Creation Units at their NAV next determined

after receipt of a redemption request in proper form by the Distributor on any business day. A redemption order must be received in good order by the transfer agent by 11:00 a.m. Eastern Time. The redemption proceeds for a Creation Unit of a Fund will consist solely of cash in an amount equal to the NAV of the Shares being redeemed, as next determined after a receipt of a request in proper form, less a redemption transaction fee .

Purchases and Redemptions through the Enhanced Clearing Process

Orders to purchase or redeem Creation Units of the Fund through the Enhanced Clearing Process must be delivered through a DTC Participant that has executed the “Authorized Participant Agreement.” A purchase or redemption order must be received in good order by the transfer agent by 11:00 a.m. Eastern Time in order to receive that day's NAV per Share.

Other Restrictions

The Fund’s investments, including derivatives, will be consistent with the Fund’s investment objective and will not be used to enhance leverage (although certain derivatives and other investments may result in leverage). That is, while the Fund will be permitted to borrow as permitted under the 1940 Act, the Fund’s investments will not be used to seek performance that is the multiple or inverse multiple (e.g., 2X or -3X) of the Fund’s primary broad-based securities benchmark index (as defined in Form N-1A).¹⁸

The Fund’s Use of Derivatives

The Fund proposes to seek certain exposures through transactions in the specific derivative instruments described above. The derivatives to be used are futures, swaps,

¹⁸ The Fund’s broad-based securities benchmark index will be identified in a future amendment to the Registration Statement following the Fund’s first full calendar year of performance.

and call and put options. Derivatives, which are instruments that have a value based on another instrument, may also be used as substitutes for securities in which the Fund can invest. The Fund may use these derivative instruments to achieve the investment objective of the Fund, increase gain, and to effectively gain targeted exposure from its cash positions.

Investments in derivative instruments will be made in accordance with the 1940 Act and consistent with the Fund's investment objective and policies. To limit the potential risk associated with such transactions, the Fund will segregate or " earmark " assets determined to be liquid by the Adviser in accordance with procedures established by the Trust's Board of Trustees (the "Board") and in accordance with the 1940 Act (or, as permitted by applicable regulation, enter into certain offsetting positions) to cover its obligations under derivative instruments. These procedures have been adopted consistent with Section 18 of the 1940 Act and related Commission guidance. In addition, the Fund will include appropriate risk disclosure in its offering documents, including leveraging risk. Leveraging risk is the risk that certain transactions of the Fund, including the Fund's use of derivatives, may give rise to leverage, causing the Fund to be more volatile than if it had not been leveraged.¹⁹ Because the markets for certain assets, or the assets themselves, may be unavailable or cost prohibitive as compared to derivative instruments, suitable derivative transactions may be an efficient alternative for the Fund to obtain the desired asset exposure.

¹⁹ To mitigate leveraging risk, the Adviser will segregate or " earmark " liquid assets or otherwise cover the transactions that may give rise to such risk.

Derivatives Valuation Methodology for Purposes of Determining Intra-day Indicative Value

On each business day, before commencement of trading in Fund Shares on NYSE Arca, the Fund will disclose on its website the identities and quantities of the portfolio instruments and other assets held by the Fund that will form the basis for the Fund's calculation of NAV at the end of the business day.

In order to provide additional information regarding the intra-day value of Shares of the Fund, one or more major market data vendors will disseminate every 15 seconds, during the Exchange's Core Trading Session, an updated IIV for the Fund. A third party market data provider will calculate the IIV for the Fund. The third party market data provider may use market quotes if available or may fair value securities against proxies (such as swap or yield curves).

With respect to specific derivatives:

- Futures may be valued intraday using the relevant futures exchange data, or another proxy as determined to be appropriate by the third party market data provider.
- Swaps on Bitcoin Futures Contracts and bitcoin may be valued intraday using the underlying asset price, or another proxy as determined to be appropriate by the third party market data provider.
- Options may be valued intraday using the relevant exchange data, or another proxy as determined to be appropriate by the third party market data provider.

Disclosed Portfolio

The Fund's disclosure of derivative positions in the applicable Disclosed Portfolio

will include information that market participants can use to value these positions intraday. On a daily basis, the Fund will disclose the information regarding the Disclosed Portfolio required under NYSE Arca Rule 8.600-E (c)(2) to the extent applicable. The Fund's website information will be publicly available at no charge.

Impact on Arbitrage Mechanism

The Adviser believes there will be minimal impact to the arbitrage mechanism as a result of the use of derivatives. Market makers and participants should be able to value derivatives as long as the positions are disclosed with relevant information. The Adviser believes that the price at which Shares trade will continue to be disciplined by arbitrage opportunities created by the ability to purchase or redeem creation Shares at their NAV, which should ensure that Shares will not trade at a material discount or premium in relation to their NAV.

The Adviser does not believe there will be any significant impacts to the settlement or operational aspects of the Fund's arbitrage mechanism due to the use of derivatives. As noted above, Creation Units will be sold and redeemed only for cash.

Application of Generic Listing Requirements

The Exchange is submitting this proposed rule change because the portfolio for the Fund will not meet all of the "generic" listing requirements of Commentary .01 to NYSE Arca Rule 8.600-E applicable to the listing of Managed Fund Shares. The Fund's portfolio would meet all such requirements except for those set forth in Commentary .01(d)²⁰ and Commentary .01(e) to NYSE Arca Rule 8.600-E.

²⁰ Commentary .01(d) to NYSE Arca Rule 8.600-E relating to Listed Derivatives provides that the portfolio may hold listed derivatives, including futures, options and swaps on commodities, currencies and financial instruments (e.g., stocks,

With respect to Commentary .01(d)(2) to NYSE Arca Rule 8.600-E, the Fund will hold primarily Bitcoin Futures Contracts traded on CME and CFE in fulfilling the Fund's investment objective. Therefore, it is likely that listed derivatives—that is, Bitcoin Futures Contracts-- will exceed 30% of the weight of the portfolio (including gross notional exposures).

The Adviser represents that it is essential that the Fund be permitted to exceed the 30% limitation in Commentary .01(d)(2) in order to permit the und to satisfy its investment objective. The availability of U.S. exchange traded futures contracts based on bitcoin and options thereon currently would be limited to the contracts traded on CME and CFE. The Fund would likely be unable to meet its investment objective if it or its Subsidiary is unable to invest more than 30% of the weight of the Fund's portfolio (including gross notional exposures) in Bitcoin Futures Contracts and Options. The

fixed income, interest rates, and volatility) or a basket or index of any of the foregoing. There shall be no limitation to the percentage of the portfolio invested in such holdings, subject to the following requirements:

- (1) in the aggregate, at least 90% of the weight of such holdings invested in futures, exchange-traded options, and listed swaps shall, on both an initial and continuing basis, consist of futures, options, and swaps for which the Exchange may obtain information via the Intermarket Surveillance Group ("ISG") from other members or affiliates of the ISG or for which the principal market is a market with which the Exchange has a comprehensive surveillance sharing agreement. (For purposes of calculating this limitation, a portfolio's investment in listed derivatives will be calculated as the aggregate gross notional value of the listed derivatives.); and
- (2) the aggregate gross notional value of listed derivatives based on any five or fewer underlying reference assets shall not exceed 65% of the weight of the portfolio (including gross notional exposures), and the aggregate gross notional value of listed derivatives based on any single underlying reference asset shall not exceed 30% of the weight of the portfolio (including gross notional exposures).

Exchange notes that Bitcoin Futures Contracts are subject to position limits, which limit the total number of Bitcoin Futures Contracts that may be held by an entity, including the Fund. Bitcoin Futures Contracts also are subject to daily price fluctuation limits on any given business day (i.e., any date that the CME and CFE is open for trading). Moreover, the Exchange notes that the CFTC has stated that the U.S. futures exchanges that will trade bitcoin futures have agreed to significant enhancements to protect customers and maintain orderly markets, and announced its expectation that futures exchanges that list and trade bitcoin futures contracts will, through information sharing agreements, monitor the trading activity on the relevant cash platforms for potential impacts on the price discovery process for bitcoin futures contracts, including potential market manipulation and market dislocations due to flash rallies and crashes and trading outages.²¹

With respect to Commentary .01(e), the aggregate gross notional value of the Fund's investments in OTC derivatives may exceed 20% of Fund assets, calculated based on the aggregate gross notional value of such OTC derivatives. The Adviser represents that, because Bitcoin Futures Contracts are subject to position limits and daily price fluctuation limits, the Fund, depending on market conditions, may be required to allocate more than 20% of Fund assets, calculated based on the aggregate gross notional value, in OTC swaps in order to permit the Fund to meet its investment objective and to provide the Fund with additional flexibility to manage risk associated with its investments. In addition, use of OTC swaps on Bitcoin Futures Contracts or bitcoin may be an important means to reduce risk in the Fund's or the Subsidiary's holdings in Bitcoin Futures Contracts, or, depending on market conditions, to enhance returns of such investments.

²¹ See CFTC Release, supra, note 8.

The Exchange notes that, other than Commentary .01(d) and Commentary .01(e) to Rule 8.600-E, the Fund will meet all other requirements of Rule 8.600-E.

Availability of Information

The Fund's website (www.direxioninvestments.com), which will be publicly available prior to the public offering of Shares, will include a form of the prospectus for the Fund that may be downloaded. The Fund's website will include additional quantitative information updated on a daily basis, including, for the Fund, (1) daily trading volume, the prior business day's reported closing price, NAV and mid-point of the bid/ask spread at the time of calculation of such NAV (the "Bid/Ask Price"),²² and a calculation of the premium and discount of the Bid/Ask Price against the NAV, and (2) data in chart format displaying the frequency distribution of discounts and premiums of the daily Bid/Ask Price against the NAV, within appropriate ranges, for each of the four previous calendar quarters. On each business day, before commencement of trading in Shares in the Core Trading Session on the Exchange, the Adviser will disclose on the Fund's website the Disclosed Portfolio for the Fund as defined in NYSE Arca Rule 8.600-E(c)(2) that will form the basis for the Fund's calculation of NAV at the end of the business day.²³

Investors can also obtain the Trust's Statement of Additional Information

²² The Bid/Ask Price of the Fund's Shares will be determined using the mid-point of the highest bid and the lowest offer on the Exchange as of the time of calculation of the Fund's NAV. The records relating to Bid/Ask Prices will be retained by the Fund and its service providers.

²³ Under accounting procedures to be followed by the Fund, trades made on the prior business day ("T") will be booked and reflected in NAV on the current business day ("T+1"). Accordingly, the Fund will be able to disclose at the beginning of the business day the portfolio that will form the basis for the NAV calculation at the end of the business day.

(“SAI”), the Fund’s Shareholder Reports, and its Form N-CSR and Form N-SAR, filed twice a year. The Trust’s SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the Form N-CSR and Form N-SAR may be viewed on-screen or downloaded from the Commission’s website at www.sec.gov.

Quotation and last sale information for the Shares and exchange-traded ADRs will be available via the CTA high speed line. Quotation and last sale information for Bitcoin Futures Contracts and Options will be available from the exchange on which they are listed. Information regarding market price and trading volume for the Shares will be continually available on a real-time basis throughout the day on brokers’ computer screens and other electronic services. The spot price of bitcoin also is available on a 24-hour basis from major market data vendors. Information regarding the previous day’s closing price and trading volume information for the Shares will be published daily in the financial section of newspapers.

Quotation information for non-exchange-traded ADRs, cash equivalents, swaps, money market funds, non-exchange-listed investment company securities (other than money market funds), U.S. Government obligations, U.S. Government agency obligations, and repurchase and reverse repurchase agreements may be obtained from brokers and dealers who make markets in such securities or through nationally recognized pricing services through subscription agreements.

In addition, the IIV, as defined in NYSE Arca Rule 8.600-E(c)(3), will be widely disseminated by one or more major market data vendors at least every 15 seconds during

the Core Trading Session.²⁴ The dissemination of the IIV, together with the Disclosed Portfolio, will allow investors to determine the approximate value of the underlying portfolio of the Fund on a daily basis and will provide a close estimate of that value throughout the trading day.

Trading Halts

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares of the Fund.²⁵ Trading in Shares of the Fund will be halted if the circuit breaker parameters in NYSE Arca Rule 7.12-E have been reached. Trading also may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares of the Fund inadvisable.

Trading in the Shares will be subject to NYSE Arca Rule 8.600-E(d)(2)(D), which sets forth circumstances under which Shares of the Fund may be halted.

Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. Shares will trade on the NYSE Arca Marketplace from 4:00 a.m. to 8:00 p.m. E.T. in accordance with NYSE Arca Rule 7.34-E (Early, Core, and Late Trading Sessions). The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions. As provided in NYSE Arca Rule 7.6-E, the minimum price

²⁴ Currently, it is the Exchange's understanding that several major market data vendors display and/or make widely available IIVs taken from the CTA or other data feeds.

²⁵ See NYSE Arca Rule 7.12-E.

variation ("MPV") for quoting and entry of orders in equity securities traded on the NYSE Arca Marketplace is \$0.01, with the exception of securities that are priced less than \$1.00 for which the MPV for order entry is \$0.0001.

The Shares of the Fund will conform to the initial and continued listing criteria under NYSE Arca Rule 8.600-E. The Exchange represents that, for initial and/or continued listing, the Fund will be in compliance with Rule 10A-3²⁶ under the Act, as provided by NYSE Arca Rule 5.3-E. A minimum of 100,000 Shares of the Fund will be outstanding at the commencement of trading on the Exchange. The Exchange will obtain a representation from the issuer of the Shares of the Fund that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time.

Surveillance

The Exchange represents that trading in the Shares will be subject to the existing trading surveillances administered by the Exchange, as well as cross-market surveillances administered by the Financial Industry Regulatory Authority ("FINRA") on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.²⁷ The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws.

The surveillances referred to above generally focus on detecting securities trading outside their normal patterns, which could be indicative of manipulative or other violative

²⁶ 17 CFR 240 10A-3.

²⁷ FINRA conducts cross-market surveillances on behalf of the Exchange pursuant to a regulatory services agreement. The Exchange is responsible for FINRA's performance under this regulatory services agreement.

activity. When such situations are detected, surveillance analysis follows and investigations are opened, where appropriate, to review the behavior of all relevant parties for all relevant trading violations.

The Exchange or FINRA, on behalf of the Exchange, or both, will communicate as needed regarding trading in the Shares, Bitcoin Futures Contracts, and Options with other markets and other entities that are members of the Intermarket Surveillance Group (“ISG”), and the Exchange or FINRA, on behalf of the Exchange, or both, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in such securities and financial instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.²⁸ The Exchange is also able to obtain information regarding trading in the Shares, the commodity underlying futures or options on futures through ETP Holders, in connection with such ETP Holders’ proprietary or customer trades which they effect through ETP Holders on any relevant market. The Exchange can obtain market surveillance information, including customer identity information, with respect to transactions occurring on CME and CFE.

In addition, the Exchange also has a general policy prohibiting the distribution of material, non-public information by its employees.

All statements and representations made in this filing regarding (a) the description of the portfolio, (b) limitations on portfolio holdings or reference assets, or (c) the

²⁸ For a list of the current members of ISG, see www.isgportal.org. The Exchange notes that not all components of the Disclosed Portfolio for the Fund may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

applicability of Exchange listing rules specified in this rule filing 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. If the Fund is not in compliance with the applicable listing requirements, the Exchange will commence delisting procedures under NYSE Arca Rule 5.5-E (m).

Information Bulletin

Prior to the commencement of trading, the Exchange will inform its Equity Trading Permit (“ETP”) Holders in an Information Bulletin (“Bulletin”) of the special characteristics and risks associated with trading the Shares of the Fund. Specifically, the Bulletin will discuss the following: (1) the procedures for purchases and redemptions of Shares in Creation Units (and that Shares are not individually redeemable); (2) NYSE Arca 9.2-E(a), which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (3) the risks involved in trading the Shares during the Early and Late Trading Sessions when an updated IIV will not be calculated or publicly disseminated; (4) how information regarding the IIV and the Disclosed Portfolio is disseminated; (5) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information.

In addition, the Bulletin will reference that the Fund is subject to various fees and expenses described in the Registration Statement. The Bulletin will discuss any

exemptive, no-action, and interpretive relief granted by the Commission from any rules under the Act. The Bulletin will also disclose that the NAV for the Shares of the Fund will be calculated after 4:00 p.m. E.T. each trading day. The will also reference that the CFTC has regulatory jurisdiction over the trading of Bitcoin Futures Contracts traded on U.S. markets.

2. Statutory Basis

The basis under the Act for this proposed rule change is the requirement under Section 6(b)(5)²⁹ that an exchange have rules that are designed 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.

The Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Rule 8.600-E. The Adviser is not registered as a broker-dealer but is affiliated with a broker-dealer and has implemented and will maintain a fire wall with respect to such broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio. The Exchange represents that trading in the Shares will be subject to the existing trading surveillances administered by the Exchange, as well as cross-market surveillances administered by FINRA on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws. The Exchange represents that these procedures are adequate to properly monitor

²⁹ 15 U.S.C. 78f(b)(5).

Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws. The Exchange or FINRA, on behalf of the Exchange, or both, will communicate as needed regarding trading in the Shares, Bitcoin Futures Contracts, and Options with other markets and other entities that are members of the ISG, and the Exchange or FINRA, on behalf of the Exchange, or both, may obtain trading information regarding trading such securities and financial instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in such securities and financial instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. The Exchange is also able to obtain information regarding trading in the Shares, the commodity underlying futures or options on futures through ETP Holders, in connection with such ETP Holders' proprietary or customer trades which they effect through ETP Holders on any relevant market. The Exchange can obtain market surveillance information, including customer identity information, with respect to transactions occurring on CME and CFE. The IIV, as defined in NYSE Arca Rule 8.600-E (c)(3), will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.

The Shares of the Fund will conform to the initial and continued listing criteria under NYSE Arca Rule 8.600-E. The Exchange represents that, for initial and/or continued listing, the Fund will be in compliance with Rule 10A-3 under the Act, as provided by NYSE Arca Rule 5.3-E. A minimum of 100,000 Shares of the Fund will be outstanding at the commencement of trading on the Exchange. The Exchange will obtain a representation from the issuer of the Shares of the Fund that the NAV per Share will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to

all market participants at the same time. In addition, a large amount of information is publicly available regarding the Fund and the Shares, thereby promoting market transparency. The Fund's portfolio holdings will be disclosed on its website daily after the close of trading on the Exchange and prior to the opening of trading on the Exchange the following day. On a daily basis, the Fund will disclose the information regarding the Disclosed Portfolio required under NYSE Arca Rule 8.600-E (c)(2) to the extent applicable. The Fund's website information will be publicly available at no charge.

Investors can also obtain the Trust's SAI, the Fund's Shareholder Reports, and its Form N-CSR and Form N-SAR, filed twice a year. The Trust's SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the Form N-CSR and Form N-SAR may be viewed on-screen or downloaded from the Commission's website at www.sec.gov.

Quotation and last sale information for the Shares and exchange-traded ADRs will be available via the CTA high speed line. Quotation and last sale information for Bitcoin Futures Contracts and Options will be available from the exchange on which they are listed. Information regarding market price and trading volume for the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. The spot price of bitcoin also is available on a 24-hour basis from major market data vendors. Information regarding the previous day's closing price and trading volume information for the Shares will be published daily in the financial section of newspapers.

Quotation information for non-exchange-traded ADRs, cash equivalents, swaps, money market funds, non-exchange-listed investment company securities (other than

money market funds), U.S. Government obligations, U.S. Government agency obligations, and repurchase and reverse repurchase agreements may be obtained from brokers and dealers who make markets in such securities or through nationally recognized pricing services through subscription agreements.

The Exchange believes that it is appropriate and in the public interest to allow the Fund to exceed the 30% limitation in Commentary .01(d) to Rule 8.600-E in order to permit the und to satisfy its investment objective. The availability of U.S. exchange traded futures contracts based on bitcoin and options thereon currently would be limited to the contracts traded on CME and CFE. The Fund would likely be unable to meet its investment objective if it or its Subsidiary is unable to invest more than 30% of the weight of the Fund's portfolio (including gross notional exposures) in Bitcoin Futures Contracts. The Exchange also believes that it is appropriate and in the public interest to allow the Fund to exceed the 20% limit in Commentary .01(e) to Rule 8.600-E of portfolio assets that may be invested in OTC derivatives. The Adviser represents that, because Bitcoin Futures Contracts are subject to position limits and daily price fluctuation limits, the Fund, depending on market conditions, may be required to allocate more than 20% of Fund assets, calculated based on the aggregate gross notional value, in OTC swaps in order to permit the Fund to meet its investment objective and to provide the Fund with additional flexibility to manage risk associated with its investments. In addition, use of OTC swaps on Bitcoin Futures Contracts or bitcoin may be an important means to reduce risk in the Fund's or the Subsidiary's holdings in Bitcoin Futures Contracts, or, depending on market conditions, to enhance returns of such investments.

As noted above, the Fund's investments in derivative instruments will be made in

accordance with the 1940 Act and consistent with the Fund's investment objective and policies. To limit the potential risk associated with such transactions, the Fund will segregate or " earmark " assets determined to be liquid by the Adviser in accordance with procedures established by the Trust's Board and in accordance with the 1940 Act (or, as permitted by applicable regulation, enter into certain offsetting positions) to cover its obligations under derivative instruments. These procedures have been adopted consistent with Section 18 of the 1940 Act and related Commission guidance. In addition, the Fund will include appropriate risk disclosure in its offering documents, including leveraging risk. To mitigate leveraging risk, the Adviser will segregate or " earmark " liquid assets or otherwise cover the transactions that may give rise to such risk. Because the markets for certain assets, or the assets themselves, may be unavailable or cost prohibitive as compared to derivative instruments, suitable derivative transactions may be an efficient alternative for the Fund to obtain the desired asset exposure. In addition, OTC derivatives may be tailored more specifically to the assets held by the Fund than available listed derivatives. The Exchange notes that, other than Commentary .01(d) and Commentary .01(e) to Rule 8.600-E, the Fund will meet all other requirements of Rule 8.600-E.

The website for the Fund will include a form of the prospectus for the Fund and additional data relating to NAV and other applicable quantitative information. Moreover, prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares of the Fund. Trading in Shares of the Fund will be halted if the circuit breaker parameters in NYSE Arca Rule 7.12-E have been reached or because of market

conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable, and trading in the Shares will be subject to NYSE Arca Rule 8.600-E(d)(2)(D), which sets forth circumstances under which Shares of the Fund may be halted. In addition, as noted above, investors will have ready access to information regarding the Fund's holdings, the IIV, the Disclosed Portfolio, and quotation and last sale information for the Shares. The Fund's investments, including derivatives, will be consistent with the Fund's investment objective and will not be used to enhance leverage (although certain derivatives and other investments may result in leverage). That is, while the Fund will be permitted to borrow as permitted under the 1940 Act, the Fund's investments will not be used to seek performance that is the multiple or inverse multiple (e.g., 2X or -3X) of the Fund's primary broad-based securities benchmark index (as defined in Form N-1A).

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of an additional type of actively-managed exchange-traded product that that holds fixed income securities, equity securities and derivatives and that will enhance competition among market participants, to the benefit of investors and the marketplace. As noted above, the Exchange has in place surveillance procedures relating to trading in the Shares of the Fund and may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement. In addition, as noted above, investors will have ready access to information regarding the Fund's holdings, the IIV, the Disclosed Portfolio for the Fund, and quotation and last sale information for the Shares of

the Fund.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Act. The Exchange notes that the proposed rule change will facilitate the listing and trading of an additional type of actively-managed exchange-traded product that holds derivatives and that will enhance competition among market participants, to the benefit of investors and the marketplace.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEARCA-2017-149 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEARCA-2017-149. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only

information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEARCA-2017-149 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³⁰

Robert W. Errett
Deputy Secretary

³⁰ 17 CFR 200.30-3(a)(12).