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

Section 806(e)(1) *
Section 806(e)(2) *

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

Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document
Exhibit 3 Sent As Paper Document

19b-4(f)(6)
19b-4(f)(5)

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

Contact Information

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

First Name * Jurij
Last Name * Trypupenko
Title * Associate General Counsel
E-mail * jurij.trypupenko@nasdaqomx.com
Telephone * (301) 978-8132 Fax (301) 978-8472

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.  

(Date *)

Executive Vice President and General Counsel

(Persona Not Validated - 1383935917270)
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.

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).

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.

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.

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.

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.
Partial Amendment No. 2 to SR-NASDAQ-2014-038

The NASDAQ Stock Market LLC is filing this Partial Amendment No. 2 to SR-NASDAQ-2014-038 to make the following changes to the pending 19b-4 (as previously amended by Amendment No. 1) in order to update two names in the proposal.

1) Replace each “Reality Shares NASDAQ-100 Isolated Dividend Growth Index ETF” in the proposal with “Reality Shares NASDAQ-100 DIVS Index ETF”, as follows: in the 19b-4 on page 3 of 71 (first full paragraph), and page 8 of 71 (title); and in Exhibit 1 on page 36 of 71 (title, and partial paragraph that carries over from page 36 to 37), and page 42 of 71 (title).

2) Replace each “Reality Shares NASDAQ-100 Isolated Dividend Growth Index” in the proposal with “Reality Shares NASDAQ-100 DIVS Index”, as follows: in the 19b-4 on page 5 of 71 (second full paragraph); and in Exhibit 1 on page 38 of 71 (partial paragraph that carries over from page 38 to 39).

The proposal SR-NASDAQ-2014-038, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 6(b)(5). Partial Amendment No. 2 is a technical amendment that clarifies the name of the product and the underlying index.