



Product Notice 2020-1040

Date: September 18, 2020

Re: Portfolio+ ETFs

MEMX LLC (“MEMX or the “Exchange”) was approved by the Securities and Exchange Commission as a registered national securities exchange on May 4, 2020. MEMX intends to commence trading and other operations in September of 2020. This Product Notice is being issued to advise you that the following securities have been approved for trading pursuant to unlisted trading privileges (“UTP”) on MEMX as UTP Derivative Securities pursuant to MEMX Rule 14.1.

<u>Securities (the “Fund” or the “ETF”)</u>	<u>Symbol</u>
Portfolio+ Developed Markets ETF	PPDM
Portfolio+ Emerging Markets ETF	PPEM
Portfolio+ S&P Mid Cap ETF	PPMC

Issuer/Trust: Direxion Shares ETF Trust

Issuer/Trust Website: www.portfolioplusetfs.com

Primary Listing Exchange: NYSE Arca

Compliance and supervisory personnel should note that, among other things, this Product Notice discusses the need to deliver a prospectus to customers purchasing shares of the exchange-traded fund. Please forward this Product Notice to interested persons within your organization.

The purpose of this Product Notice is to outline various rules and policies that will be applicable to trading in these new products pursuant to the Exchange’s unlisted trading privileges, as well as to provide certain characteristics and features of the securities. For a more complete description of the Issuer, the securities, and the underlying market instruments or indexes, visit the Issuer Website, consult the Prospectus available on the Issuer Website or examine the Issuer Registration Statement, or review the most current information bulletin issued by the Primary Listing Exchange. The Issuer Website, the Prospectus and the Issuer Registration Statement are hereafter collectively referred to as the “Issuer Disclosure Materials.”

Background Information on the Fund

The Direxion Shares ETF Trust (the “Trust”) is a management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”), consisting of several investment portfolios. This circular relates only to the Funds listed above (each, a “Fund” and together, the “Funds”). The shares of the Fund are referred to herein as “Shares.” Direxion Advisors, LLC (“Direxion” or the “Adviser”) is the investment adviser to the Funds.

Portfolio+ Developed Markets ETF

The Portfolio+ Developed Markets ETF ("PPDM") seeks daily investment results, before fees and expenses, of 125% of the daily performance of the FTSE Developed All Cap ex US Index (the "PPDM Index").

PPDM, under normal circumstances, invests at least 80% of its net assets (plus borrowing for investment purposes) in equities in the PPDM Index, exchange-traded funds ("ETFs") that track the PPDM Index and other financial instruments that provide daily leveraged exposure to the PPDM Index or ETFs that track the PPDM Index. The financial instruments in which PPDM normally invests include swap agreements and futures contracts which are intended to produce economically leveraged investment results. On a day-to-day basis, PPDM is expected to hold equities, money market funds, deposit accounts with institutions with high quality credit ratings, and/or short-term debt instruments that have terms-to-maturity of less than 397 days and exhibit high quality credit profiles, including U.S. government securities and repurchase agreements.

The PPDM Index is a market-capitalization weighted index representing the performance of large-, mid- and small-capitalization companies in developed markets, excluding the USA. The PPDM Index is derived from the FTSE Global Equity Index Series ("GEIS"), which covers over 7,400 securities in 47 different countries and captures 98% of the world's investable market capitalization.

As of November 30, 2017, the PPDM Index was comprised of 3,782 securities from 23 countries: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Korea, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom. Companies from Japan and the United Kingdom represented the largest percentages in the PPDM Index.

As of November 30, 2017, the component securities of the PPDM Index had market capitalizations ranging from \$30 million to \$265.8 billion and were concentrated in the financials, consumer goods and industrials sectors.

The components of the PPDM Index and the percentages represented by various sectors in the PPDM Index may change over time. PPDM will concentrate its investment in a particular industry or group of industries (i.e., hold 25% or more of its total assets in the stocks of a particular industry or group of industries) to approximately the same extent as the PPDM Index is so concentrated.

PPDM may invest in the securities of the PPDM Index, a representative sample of the securities in the PPDM Index that has aggregate characteristics similar to those of the PPDM Index, an ETF that tracks the PPDM Index or a substantially similar index, or utilize derivatives such as swaps on the PPDM Index, swaps on an ETF that tracks the same Index or a substantially similar index as PPDM, or futures contracts that provide leveraged exposure to the above. Derivatives are financial instruments that derive value from the underlying reference asset or assets, such as stocks, bonds, or funds (including ETFs), interest rates or indexes. Certain of the derivative instruments in which PPDM may invest may be traded in the over-the-counter market, which generally provides for less transparency than exchange-traded derivative instruments. PPDM seeks to remain fully invested at all times consistent with its stated investment objective.

At the close of the markets each trading day, Direxion positions PPDM's portfolio so that its exposure to the PPDM Index is consistent with PPDM's investment objective. The impact of the PPDM Index's movements during the day will affect whether PPDM's portfolio needs to be re-positioned. For example, if the PPDM Index has risen on a given day, net assets of PPDM should rise, meaning that PPDM's exposure will need to be increased. Conversely, if the PPDM Index has fallen on a given day, net assets of PPDM should fall, meaning PPDM's exposure will need to be reduced. This re-positioning strategy typically results in high portfolio turnover. The terms "daily," "day," and "trading day," refer to the period from the close of the markets on one trading day to the close of the markets on the next trading day.

Portfolio+ Emerging Markets ETF

The Portfolio+ Emerging Markets ETF ("PPEM") seeks daily investment results, before fees and expenses, of 125% of the daily performance of the FTSE Emerging Index (the "PPEM Index").

PPEM, under normal circumstances, invests at least 80% of its net assets (plus borrowing for investment purposes) in equities in the PPEM Index, exchange-traded funds ("ETFs") that track the PPEM Index and other financial instruments that provide daily leveraged exposure to the PPEM Index or ETFs that track the PPEM Index. The financial instruments in which PPEM normally invests include swap agreements and futures contracts which are intended to produce economically leveraged investment results. On a day-to-day basis, PPEM is expected to hold equities, money market funds, deposit accounts with institutions with high quality credit ratings, and/or short-term debt instruments that have terms-to-maturity of less than 397 days and exhibit high quality credit profiles, including U.S. government securities and repurchase agreements.

The term "emerging market," as it is defined by the PPEM Index provider, refers to an economy that is in the initial stages of industrialization and has been historically marked by low per capita income and lack of capital market transparency, but appears to be implementing political and/or market reforms resulting in greater capital market transparency, increased access for foreign investors and generally improved economic conditions. Emerging markets have the potential for significantly higher or lower rates of return and carry greater risks than more developed economies.

The PPEM Index is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global emerging markets. As of November 30, 2017, the PPEM Index consisted of the following 23 emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates. As of November 30, 2017, the component securities of the PPEM Index had capitalizations ranging from \$11 million to \$271.7 billion and were concentrated in the financials and technology and telecommunications sectors.

The components of the PPEM Index and the percentages represented by various sectors in the PPEM Index may change over time. PPEM will concentrate its investment in a particular industry or group of industries (i.e., hold 25% or more of its total assets in the stocks of a particular industry or group of industries) to approximately the same extent as the PPEM Index is so concentrated.

PPEM may invest in the securities of the PPEM Index, a representative sample of the securities in the PPEM Index that has aggregate characteristics similar to those of the PPEM Index, an ETF that tracks the

PPEM Index or a substantially similar index, or utilize derivatives such as swaps on the PPEM Index, swaps on an ETF that tracks the same Index or a substantially similar index as PPEM, or futures contracts that provide leveraged exposure to the above. Derivatives are financial instruments that derive value from the underlying reference asset or assets, such as stocks, bonds, or funds (including ETFs), interest rates or indexes. Certain of the derivative instruments in which PPEM may invest may be traded in the over-the-counter market, which generally provides for less transparency than exchange-traded derivative instruments. PPEM seeks to remain fully invested at all times consistent with its stated investment objective.

At the close of the markets each trading day, Direxion positions PPEM's portfolio so that its exposure to the PPEM Index is consistent with PPEM's investment objective. The impact of the PPEM Index's movements during the day will affect whether PPEM's portfolio needs to be re-positioned. For example, if the PPEM Index has risen on a given day, net assets of PPEM should rise, meaning that PPEM's exposure will need to be increased. Conversely, if the PPEM Index has fallen on a given day, net assets of PPEM should fall, meaning PPEM's exposure will need to be reduced. This re-positioning strategy typically results in high portfolio turnover. The terms "daily," "day," and "trading day," refer to the period from the close of the markets on one trading day to the close of the markets on the next trading day.

Portfolio+ S&P Mid Cap ETF

The Portfolio+ S&P Mid Cap ETF ("PPMC") seeks daily investment results, before fees and expenses, of 125% of the daily performance of the S&P Mid Cap 400 Index (the "PPMC Index").

PPMC, under normal circumstances, invests at least 80% of its net assets (plus borrowing for investment purposes) in equities in the PPMC Index, exchange-traded funds ("ETFs") that track the PPMC Index and other financial instruments that provide daily leveraged exposure to the PPMC Index or ETFs that track the PPMC Index. The financial instruments in which PPMC normally invests include swap agreements and futures contracts which are intended to produce economically leveraged investment results. On a day-to-day basis, PPMC is expected to hold equities, money market funds, deposit accounts with institutions with high quality credit ratings, and/or short-term debt instruments that have terms-to-maturity of less than 397 days and exhibit high quality credit profiles, including U.S. government securities and repurchase agreements.

The PPMC Index measures the performance of 400 mid-sized companies in the United States. The PPMC Index is a float-adjusted market capitalization weighted index composed of liquid common stocks. As of December 29, 2017 the PPMC Index constituents had a median total market capitalization of \$4.1 billion, total market capitalizations ranging from \$626 million to \$13 billion and were concentrated in the information technology, financials and industrials sectors.

The components of the PPMC Index and the percentages represented by various sectors in the PPMC Index may change over time. PPMC will concentrate its investment in a particular industry or group of industries (i.e., hold 25% or more of its total assets in the stocks of a particular industry or group of industries) to approximately the same extent as the PPMC Index is so concentrated.

PPMC may invest in the securities of the PPMC Index, a representative sample of the securities in the PPMC Index that has aggregate characteristics similar to those of the PPMC Index, an ETF that tracks the

PPMC Index or a substantially similar index, or utilize derivatives such as swaps on the PPMC Index, swaps on an ETF that tracks the same Index or a substantially similar index as PPMC, or futures contracts that provide leveraged exposure to the above. Derivatives are financial instruments that derive value from the underlying reference asset or assets, such as stocks, bonds, or funds (including ETFs), interest rates or indexes. Certain of the derivative instruments in which PPMC may invest may be traded in the over-the-counter market, which generally provides for less transparency than exchange-traded derivative instruments. PPMC seeks to remain fully invested at all times consistent with its stated investment objective.

At the close of the markets each trading day, Direxion positions PPMC's portfolio so that its exposure to the PPMC Index is consistent with PPMC's investment objective. The impact of the PPMC Index's movements during the day will affect whether PPMC's portfolio needs to be re-positioned. For example, if the PPMC Index has risen on a given day, net assets of PPMC should rise, meaning that PPMC's exposure will need to be increased. Conversely, if the PPMC Index has fallen on a given day, net assets of PPMC should fall, meaning PPMC's exposure will need to be reduced. This re-positioning strategy typically results in high portfolio turnover. The terms "daily," "day," and "trading day," refer to the period from the close of the markets on one trading day to the close of the markets on the next trading day.

For more information regarding each Fund's investment strategy, please read the prospectus for the Funds.

As described more fully in the Trust's prospectus and Statement of Additional Information ("SAI"), the Funds issue and redeem Shares at net asset value ("NAV") only in large blocks of 50,000 Shares (each block of Shares called a "Creation Unit"). As a practical matter, only broker-dealers or large institutional investors with creation and redemption agreements (called Authorized Participants) can purchase or redeem these Creation Units. Except when aggregated in Creation Units, the Shares may not be redeemed with the Funds.

Shares are held in book-entry form, which means that no Share certificates are issued. The Depository Trust Company or its nominee is the record owner of all outstanding Shares of the Funds and is recognized as the owner of all Shares for all purposes.

The NAV per Share for each Fund is computed by dividing the value of the net assets of the Fund (i.e., the value of its total assets less total liabilities) by the total number of Shares outstanding. Expenses and fees are accrued daily and taken into account for purposes of determining NAV. The NAV of each Fund is determined each business day after the close of trading (ordinarily 4:00 p.m., Eastern Time or "ET") of the New York Stock Exchange. Any assets or liabilities denominated in currencies other than the U.S. dollar are converted into U.S. dollars at the current market rates on the date of valuation as quoted by one or more sources.

The registration statement for the Funds describes the various fees and expenses for the Funds' Shares. For a more complete description of the Funds and the underlying indexes, visit the Funds' website at www.portfolioplusetfs.com.

Purchases and Redemptions in Creation Unit Size

MEMX Members are hereby informed that procedures for purchases and redemptions of Shares in Creation Units are described in the Trust’s Prospectus and SAI and that Shares are not individually redeemable but are redeemable only in Creation Unit aggregations or multiples thereof.

Principal Risks

Interested persons are referred to the Fund’s Prospectus for a description of risks associated with an investment in the Fund. These risks include, but are not limited to, sovereign and quasi-sovereign bond risk, credit risk, interest rate risk, high yield securities risk, risk of investing in emerging market issuers, risk of investing in foreign securities, restricted securities risk, market risk, sampling risk, index tracking risk, risk of cash transactions, authorized participant concentration risk, ETF shares trading and premium/discount risk, non-diversified risk, and concentration risk. In addition, the market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares. As a result, the Shares may trade at market prices that may differ from their NAV. The NAV of the Shares will fluctuate with changes in the market value of the Fund’s holdings.

Exchange Rules Applicable to Trading in the Shares

Trading in the Shares on MEMX is subject to MEMX trading rules.

Trading Hours

The value of the Index underlying the Shares will be disseminated to data vendors every 15 seconds during the Regular Trading Session.

The Shares will trade on MEMX between 7:00 a.m. and 8:00 p.m. Please note that trading in the Shares during the Exchange’s Pre-Market and Post-Market Sessions (“Extended Market Sessions”) may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the Extended Market Sessions, (2) lower liquidity in the Extended Market Sessions may impact pricing, (3) higher volatility in the Extended Market Sessions may impact pricing, (4) wider spreads may occur in the Extended Markets Sessions, and (5) because the indicative value is not calculated or widely disseminated during the Extended Market Sessions, an investor who is unable to calculate an implied value for the Shares in those sessions may be at a disadvantage to market professionals.

Dissemination of Data

The Consolidated Tape Association will disseminate real time trade and quote information for the Funds to Tape B.

Name	Trading Symbol	IOPV Symbol	NAV Symbol
Portfolio+ Developed Markets ETF	PPDM	PPDM.IV	PPDM.NV
Portfolio+ Emerging Markets ETF	PPEM	PPEM.IV	PPEM.NV
Portfolio+ S&P Mid Cap ETF	PPMC	PPMC.IV	PPMC.NV

Delivery of a Prospectus

Exchange Members should be mindful of applicable prospectus delivery requirements under the federal securities laws with respect to transactions in the Fund. Prospectuses may be obtained through the Fund's website. The Prospectus for the Fund does not contain all of the information set forth in the Funds Registration Statement (including the exhibits to the Registration Statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to its Registration Statement.

In the event that the Fund relies upon an order by the SEC exempting the Shares from certain prospectus delivery requirements under Section 24(d) of the 1940 Act and in the future make available a written product description, Exchange Rules require that Exchange Members provide to all purchasers of Shares a written description of the terms and characteristics of such securities, in a form prepared by the Issuer of the Fund, no later than the time a confirmation of the first transaction in the Shares is delivered to such purchaser. In addition, Exchange Members shall include such a written description with any sales material relating to the Shares that is provided to customers or the public. Any other written materials provided by a MEMX member to customers or the public making specific reference to the Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of [the UTP Derivative Securities] has been prepared by the [open-ended management investment company name] and is available from your broker. It is recommended that you obtain and review such circular before purchasing [the UTP Derivative Securities]."

An Exchange member carrying an omnibus account for a non-member broker-dealer is required to inform such non-member that execution of an order to purchase Shares for such omnibus account will be deemed to constitute agreement by the non-member to make such written description available to its customers on the same terms as are directly applicable to such Exchange member under this rule.

Upon request of a customer, Exchange Members also shall provide a copy of the Prospectus.

Suitability

Trading in the securities on the Exchange will be subject to the provisions of MEMX Rule 3.7 and other applicable suitability rules. Members recommending transactions in the securities to customers should make a determination that the recommendation is suitable for the customer.

Trading Halts

The Exchange will halt trading in the Shares of a security in accordance with the Exchange's Rules. The grounds for a halt include a halt because the intraday indicative value of the security and/or the value of its underlying index are not being disseminated as required, a halt for other regulatory reasons or due to other conditions or circumstances deemed to be detrimental to the maintenance of a free and orderly market.

Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations

The Securities and Exchange Commission (the "SEC") has issued letters granting exemptive, interpretive and no-action relief from certain provisions of rules under the Securities Exchange Act of 1934 for exchange-traded securities listed and traded on a registered national securities exchange that meet certain criteria.

AS WHAT FOLLOWS IS ONLY A SUMMARY OF THE RELIEF OUTLINED IN THE NO-ACTION LETTERS REFERENCED ABOVE, THE EXCHANGE ADVISES INTERESTED PARTIES TO CONSULT THE NO-ACTION LETTERS FOR MORE COMPLETE INFORMATION REGARDING THE MATTERS COVERED THEREIN AND THE APPLICABILITY OF THE RELIEF GRANTED IN RESPECT OF TRADING IN SECURITIES. INTERESTED PARTIES SHOULD ALSO CONSULT THEIR PROFESSIONAL ADVISORS.

Regulation M Exemptions

Generally, Rules 101 and 102 of Regulation M prohibit any "distribution participant" and its "affiliated purchasers" from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities.

The SEC has granted an exemption from Rule 101 under Regulation M to permit persons participating in a distribution of Shares of the above-mentioned Fund to engage in secondary market transactions in such Shares during their participation in such a distribution. In addition, the SEC has granted relief under Regulation M to permit persons who may be deemed to be participating in the distribution of Shares of the above-mentioned Fund (i) to purchase securities for the purpose of purchasing Creation Unit Aggregations of Fund Shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the SEC has clarified that the tender of Fund Shares to the Fund for redemption does not constitute a bid for or purchase of any of the Funds' securities during the restricted period of Rule 101. The SEC has also granted an exemption pursuant to paragraph (e) of Rule 102 under Regulation M to allow the redemption of Fund Shares in Creation Unit Aggregations during the continuous offering of Shares.

Rule 10b-10 (Customer Confirmations for Creation or Redemption of Fund Shares)

Broker-dealers who handle purchases or redemptions of Fund Shares in Creation Unit size for customers will be permitted to provide such customers with a statement of the number of Creation Unit Aggregations created or redeemed without providing a statement of the identity, number and price of Shares of the individual securities tendered to the Fund for purposes of purchasing Creation Unit Aggregations ("Deposit Securities") or the identity, number and price of Shares to be delivered by the Trust for the Fund to the redeeming holder ("Redemption Securities"). The composition of the securities required to be tendered to the Fund for creation purposes and of the securities to be delivered on redemption will be disseminated each business day and will be applicable to requests for creations or redemption, as the case may be, on that day. This exemptive relief under Rule 10b-10 with respect to creations and redemption is subject to the following conditions:

- 1) Confirmations to customers engaging in creations or redemptions must state that all information required by Rule 10b-10 will be provided upon request;
- 2) Any such request by a customer for information required by Rule 10b-10 will be filed in a timely manner, in accordance with Rule 10b-10(c); and
- 3) Except for the identity, number, and price of Shares of the component securities of the Deposit Securities and Redemption Securities, as described above, confirmations to customers must disclose all other information required by Rule 10b-10(a).

Section 11(d)(1); Rules 11d1-1 and 11d1-2

Section 11(d)(1) of the Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he participated as a member of a selling syndicate or group within thirty days prior to such transaction. The SEC has clarified that Section 11(d)(1) does not apply to broker-dealers that are not Authorized Participants (and, therefore, do not create Creation Unit Aggregations) that engage in both proprietary and customer transactions in Shares of a Fund in the secondary market, and for broker-dealer Authorized Participants that engage in creations of Creation Unit Aggregations. This relief is subject to specific conditions, including the condition that such broker-dealer (whether or not an Authorized Participant) does not, directly or indirectly, receive from the Fund complex any payment, compensation or other economic incentive to promote or sell the Shares of a Fund to persons outside the fund complex, other than non-cash compensation permitted under NASD Rule 2830(l)(5)(A), (B) or (C). (See letter from Catherine McGuire, Chief Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.) The SEC also has taken a no-action position under Section 11(d)(1) of the Act that broker-dealers may treat Shares of a Fund, for purposes of Rule 11d1-2, as "securities issued by a registered open-end investment company as defined in the Investment Company Act" and thereby extend credit or maintain or arrange for the extension or maintenance of credit on Shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

Rule 14e-5

An exemption from Rule 14e-5 has been granted to permit any person acting as a dealer-manager of a tender offer for a component security of the Fund (1) to redeem Fund Shares in Creation Unit Aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase Fund Shares during such tender offer. In addition, a no-action position has been taken under Rule 14e-5 if a broker-dealer acting as a dealer-manager of a tender offer for a security of the Fund purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more Creation Unit Aggregations of Shares, if made in conformance with the following:

- 1) such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a distribution, or any reference security, does not comprise more than 5% of the value of the basket purchase; or
- 2) purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
- 3) such bids or purchases are not effected for the purpose of facilitating such tender offer.

SEC Rule 15c1-5 and 15c1-6

The SEC has taken a no-action position with respect to Rule 15c1-5 and Rule 15c1-6 as to the required disclosure of control by a broker or dealer with respect to creations and redemptions of Fund Shares and secondary market transactions therein. (See letter from Catherine McGuire, Chief Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.)

This Product Notice is not a statutory prospectus. Members should consult the Prospectus for a security and the security's website for relevant information.

Please contact MEMX Regulation at regulation@memx.com with any inquiries regarding this Product Notice.