



## Investors Exchange Product Information Circular 2016 - 0060

**Date:** August 31, 2016

**Re:** Market Vectors ETF

Investors Exchange LLC commenced operating as a national securities exchange on August 19, 2016 followed by a two-week security-by-security phase-in period. This Information Circular is being issued to advise you that the following security has been approved for trading pursuant to unlisted trading privileges (“UTP”) on the Exchange as UTP Derivative Securities pursuant to IEX Rule 16.160, and will begin trading on IEX during the phase-in period. See [the Exchange's Website](#) for the phase-in schedule.

<b>Security</b>	<b>Symbol</b>
Market Vectors—Lehman Brothers AMT-Free Intermediate	ITM
Municipal Index ETF (the “Shares” or “Securities”)	

### **Background Information on the Fund**

As more fully explained in the Registration Statement (Nos. 811-10325 and 333-123257) for the Trust, the Trust is an open-end management investment company registered under the Investment Company Act of 1940, as amended (“1940 Act”), and currently consists of thirteen investment portfolios, including the Fund. The Fund is a registered investment company and an exchange-traded “index fund.”

The Fund’s investment objective is to replicate as closely as possible, before fees and expenses, the price and yield performance of the Lehman Brothers AMT-Free Intermediate Continuous Municipal Index (the “Intermediate Index” or the “Index”). To be included in the Intermediate Index, bonds must be rated Baa3/BBB- or higher by at least two of the following ratings agencies: Moody’s Investors Service, Inc., Standard & Poor’s and Fitch Inc. If only two of the three agencies rate the security, the lower rating is used to determine index eligibility. If only one of the three agencies rates a security, the rating must be at least Baa3/BBB-. Potential Intermediate Index constituents must have an outstanding par value of at least \$7 million and be issued as part of a transaction of at least \$75 million. The bonds must be fixed rate, have a dated-date within the last five years and have a nominal maturity of 6-17 years. The following types of bonds are excluded from the Index: bonds subject to the alternative minimum tax, remarketed issues, taxable municipal bonds, floating rate bonds, and derivatives. The Intermediate Index has four main sectors: state and local general obligation bonds, revenue bonds, insured bonds, and pre-refunded bonds. The Intermediate Index is calculated using a market value weighting methodology.

The Fund expects to use a sampling approach in seeking to achieve its objective. Sampling means that the Adviser uses quantitative analysis to select municipal bonds and other securities that represent a sample of securities in the Index in terms of key risk factors, performance attributes and other characteristics. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. The Adviser generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund’s investment objective. Van Eck Associates Corporation serves as investment adviser and administrator to the Fund (“Administrator”). Van Eck Securities Corporation is the distributor for the Fund (“Distributor”). The Bank of New York is the custodian and fund accounting and transfer agent for the Fund (“Custodian”).



As described more fully in the Trust's prospectus ("Prospectus") and Statement of Additional Information ("SAI"), the Trust will issue and redeem shares ("Shares") on a continuous basis, at their net asset value ("NAV"), only in large blocks of 50,000 Shares (each, a "Creation Unit"). Creation Units will be issued and redeemed principally in-kind for securities included in the index. Except when aggregated in Creation Units, the Shares are not redeemable securities of the Fund.

### **Other Information about the Fund**

The Fund pays out dividends from net investment income, if any, to shareholders monthly. Distributions of net capital gains, if any, are declared and paid to shareholders annually, but the Trust may make distributions more frequently under certain circumstances.

The Depository Trust Company ("DTC") serves as securities depository for the Shares, which may be held only in book-entry form; stock certificates will not be issued. DTC, or its nominee, is the record or registered owner of all outstanding Shares.

The NAV per Share of the Fund will be determined as of the close of trading (normally, 4:00 p.m. Eastern Standard Time ("ET")) on each day that the Exchange is open for business (a "Business Day"). NAV is calculated by dividing the value of the net assets of a Fund (i.e., the total value of its assets less all liabilities) by the total number of Shares of the Fund outstanding. NAV will be available from the Distributor and is also available to National Securities Clearing Corporation ("NSCC") participants through data made available from NSCC. The value of the Shares will be disseminated to data vendors every 15 seconds.

### **Continuous Offering**

The method by which Creation Units are created and traded may raise certain issues under applicable securities laws. Because new Creation Units may be issued and sold by the Trust on an ongoing basis, at any point a distribution may occur. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner which could render them statutory underwriters and subject them to the prospectus-delivery requirement and liability provisions of the Securities Act of 1933, as amended ("Securities Act").

For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it purchases Creation Units, breaks them down into constituent Shares, and sells such Shares directly to customers, or if it chooses to couple the creation of a supply of new Shares with an active selling effort involving solicitation of secondary market demand for Shares. A determination of whether one is an underwriter for purposes of the Securities Act must take into account all the facts and circumstances pertaining to the activities of the broker-dealer or its client in the particular case, and the examples mentioned above should not be considered a complete description of all the activities that could lead to a characterization as an underwriter.

Dealers who are not "underwriters," but who are participating in a distribution (as opposed to engaging in ordinary secondary-market transactions), and thus dealing with Shares that are part of an "unsold allotment" within the meaning of Section 4(3)(C) of the Securities Act, will be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act.

### **Creation and Redemption of Creation Units**

Shares will be issued and sold only in Creation Units through the Distributor, without a sales load, at their



NAV next determined after receipt, on any Business Day, of a purchase order in proper form. In order to purchase Creation Units of a Fund, an investor must generally deposit a designated portfolio of fixed income securities constituting a replication of the securities included in the Fund's index ("Deposit Securities") and make a small cash payment ("Cash Component" and, together with the Deposit Securities, the "Fund Deposit"). A list of securities held (based on information at the end of the previous Business Day) will be made available by the Administrator, through NSCC, prior to the opening of business on the primary listing exchange (currently 9:30 a.m. ET) on each Business Day. The Cash Component represents the difference between the NAV of a Creation Unit and the market value of the Deposit Securities and may include an additional payment as described in the SAI.

Orders must be placed in proper form by or through either (i) a "Participating Party", i.e., a broker-dealer or other participant in the clearing process of the Continuous Net Settlement System of the NSCC; or (ii) a participant of the DTC, that, in either case, has entered into an agreement with the Trust and the Distributor, with respect to creations and redemptions of Creation Units. All orders must be placed for one or more whole Creation Units and must be received by the Distributor in proper form no later than the close of the regular trading session on the primary listing exchange (ordinarily 4:00 p.m. ET) on the date the order is placed in order to receive that day's closing NAV per Share.

The 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 and only on a Business Day. The Administrator, through NSCC, will make available prior to the opening of business on the primary listing exchange (currently 9:30 a.m. ET) on each Business Day, a list of securities held that will be applicable that day to redemption requests received in proper form ("Fund Securities"). Fund Securities received on redemption may not be identical to Deposit Securities. Unless cash redemptions are available or specified for a Fund, the redemption proceeds will generally consist of Fund Securities, plus or minus cash in an amount equal to the difference between the NAV of the Shares being redeemed, as next determined after receipt of a redemption request in proper form, and the value of the Fund Securities.

Orders to redeem Creation Units may only be effected by or through an Authorized Participant. All orders must be placed for one or more whole Creation Units and must be received by the Distributor in proper form no later than the close of regular trading on the primary listing exchange (ordinarily 4:00 p.m. ET) in order to receive that day's closing NAV per Share.

The Prospectus and SAI describe additional procedures and requirements that apply to the creation and redemption of Shares. Fund transaction fees will apply to creations and redemptions and are set forth in the Prospectus.

### **Investment Risks**

Members and member organizations are referred to the Prospectus for a description of risks associated with an investment in the Shares. These risks include the risk that a Fund's return may not match the return of its index for a number of reasons including the incursion by a Fund of operating expenses and costs not applicable to its index. In addition, as noted in the Prospectus, 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 Funds' holdings. The market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares on the exchanges that trade the Shares.

### **Exchange Rules Applicable to Trading in the Shares**

Trading in the Shares on IEX is subject to IEX 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 IEX between 8:00 a.m. and 5:00 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, 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.

### **Suitability**

Trading in the securities on the Exchange will be subject to the provisions of IEX Rule 3.170 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 Fund in accordance with the Exchange Rules. The grounds for a halt under the Exchange Rules include a halt by the primary market because the intraday indicative value of the Fund and/or the value of its underlying index are not being disseminated as required, or a halt for other regulatory reasons. In addition, the Exchange will stop trading the Shares of a Fund if the primary market de-lists the Fund.

### **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 Funds. Prospectuses may be obtained through the Fund's website. The prospectus for a Fund does not contain all of the information set forth in the Fund's registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). For further information about a Fund, please refer to its registration statement.

In the event that the Funds rely upon an order by the SEC exempting the Shares from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and in the future make available a written product description, Exchange Rules requires 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 Trust for 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 an Exchange 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 Exchange member under this rule.

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

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

The Securities and Exchange Commission (“SEC” or the “Commission”) has issued letters dated November 21, 2005 and April 9, 2007 (“No-Action Letters”) granting exemptive or no-action relief from certain rules under the Securities Exchange Act of 1934 for all exchange-traded funds trading on any registered national securities exchange and meeting certain criteria. The Fund qualifies for the relief granted in the No-Action Letters, a description of which follows.

#### **Rules 101 and 102 of Regulation M**

Under the No-Action Letters, the Fund is excepted from Rule 101 pursuant to paragraph (c)(4) of Rule 101, permitting persons who may be deemed to be participating in a distribution of the Shares to bid for or purchase Shares during their participation in such distribution. The Fund is excepted under Rule 102(d)(4), permitting the Fund to redeem Shares during the continuous offering of Shares. In addition, under the No-Action Letters, a redemption of Creation Units and the receipt of Fund Securities by a participant in a distribution of Shares would not constitute an “attempt to induce any person to bid for or purchase a covered security, during the applicable restricted period” within the meaning of Regulation M, and therefore would not violate Regulation M.

#### **Rule 10b-10 (Customer Confirmations)**

The SEC has granted an exemption from Rule 10b-10 that will permit broker-dealers who create or redeem Shares on behalf of their customers to confirm such creation or redemption transactions without providing a statement of the identity, price and number of shares of each individual component security tendered to or delivered by the Fund pursuant to the creation or redemption transaction. This exemption, which does not apply to secondary market trading, is subject to conditions specified in the No-Action Letters, including that any confirmation statement of a creation or redemption transaction that omits any of the information specified in Rule 10b-10(a) will contain a statement that such omitted information will be provided to the customer upon request; that all such requests will be fulfilled in a timely manner; and that confirmation statements of creations and redemptions will contain all information specified in Rule 10b-10(a) other than identity, price, and number of shares of each component security tendered or received by the customer in the transaction.

#### **Rule 10b-17 (Untimely Announcement of Record Dates)**

The SEC has granted an exemption from the requirements of Rule 10b-17 that will cover transactions in the Shares.



#### **Section 11(d)(1); Rule 11d1-2 (Customer Margin)**

The SEC has taken a no-action position under Section 11(d)(1) that will permit brokerdealers that do not create Shares but engage in both proprietary and customer transactions in such Shares exclusively in the secondary market to extend or maintain or arrange for the extension or maintenance of credit on the Shares, in connection with such secondary market transactions. For broker-dealers that engage in the creation of Shares, the SEC has also taken a no-action position under Rule 11d1-2 that will cover the extension or maintenance or the arrangement for the extension or maintenance of credit on the Shares that have been owned by the persons to whom credit is provided for more than 30 days.

#### **Rule 14e-5 (Prohibited Purchases During Tender Offer)**

The SEC has granted an exemption from Rule 14e-5 that will permit any person acting as dealer- manager of a tender offer for a component security to redeem Creation Units for Fund Securities that may include a security subject to the tender offer, and to purchase Shares during such offer.

#### **Rule 15c1-5 and 15c1-6 (Disclosure of Control and Interest in Distributions)**

The SEC has taken a no-action position under Rule 15c1-5 that will permit a brokerdealer to execute transactions in Shares without disclosing any control relationship with an issuer of a component security. In addition, the SEC has taken a no-action position under Rule 15c1-6 that will permit a broker-dealer to execute transactions in the Shares without disclosing its participation or interest in a primary or secondary distribution of a component security.

**AS THE ABOVE IS ONLY A SUMMARY OF THE RELIEF OUTLINED IN VARIOUS NOACTION LETTERS, INTERESTED PARTIES ARE ADVISED 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 FOR MORE INFORMATION.**

**This Information Circular is not a statutory prospectus. Members should consult the prospectus for a Fund and the Funds' website for relevant information.**

Please contact IEX Regulation at 646-343-2000 with any inquiries regarding this Information Circular.