



## INFORMATION CIRCULAR: OPPENHEIMER ETF TRUST

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**TO:** Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

**FROM:** NASDAQ / BX / PHLX Listing Qualifications Department

**DATE:** August 9, 2018

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### EXCHANGE-TRADED FUND

	SYMBOL	CUSIP #
Oppenheimer International Ultra Dividend Revenue ETF	RIDV	68386C732
Oppenheimer Emerging Markets Ultra Dividend Revenue ETF	REDV	68386C740

### BACKGROUND INFORMATION ON THE FUNDS

The Oppenheimer 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.” OFI Advisors, LLC (the “Adviser”) is the investment adviser to the Funds.

#### Oppenheimer International Ultra Dividend Revenue ETF

Oppenheimer International Ultra Dividend Revenue ETF (“RIDV”) seeks to provide investment results that correspond generally, before fees and expenses, to the performance of the FTSE Custom Developed ex US Ultra Dividend Revenue Index (the “RIDV Index”).

RIDV seeks results that correspond generally, before fees and expenses, to the performance of the RIDV Index. Under normal circumstances, RIDV will invest at least 80% of its net assets, plus borrowings for investment purposes, in securities of companies included in the RIDV Index, and generally expects to have at least 95% of its net assets invested in these securities. RIDV may invest up to 20% of its assets in certain index futures, options, options on index futures, swap contracts or other derivatives, as related to its RIDV Index and its component securities, other securities not included in the RIDV Index and cash and cash equivalents, including shares of money market funds advised by the investment adviser or its affiliates, to the extent the investment adviser believes such investments will help RIDV track the RIDV Index.

The RIDV Index is constructed using a rules-based methodology that starts with the FTSE Developed ex US Index (the “Parent Index”) and (1) excludes the top 5% of securities within each country by yield, (2) excludes the top 5% of securities within each sector by dividend payout ratio, (3) selects the

top 200 securities according to the highest average of the 1-year trailing dividend yields over the past two years and (4) re-weights those securities according to the revenue earned by those companies, subject to a maximum 5% per company weighting and a maximum 10% variation on the RIDV Index's allocation to a single country versus the Parent Index. The RIDV Index is rebalanced and reconstituted quarterly. The RIDV Index thus contains a subset of the securities included in the Parent Index, in different proportions. As of June 28, 2018, the RIDV Index consisted of 200 securities.

The RIDV Index will primarily consist of securities of developed market companies, excluding the United States. RIDV considers a "developed market company" to be one that is included in the Parent Index. It may include depositary receipts, securities of foreign companies, including European companies, and companies of any market capitalization, including medium capitalization companies. With respect to securities of foreign companies, RIDV may achieve its exposure either directly or through depositary receipts.

RIDV's intention is to replicate the constituent securities of the RIDV Index as closely as possible, and the investment adviser uses a "passive" or indexing approach to try to achieve RIDV's investment objective. When a replication strategy could have adverse consequences to Fund shareholders, however, RIDV may utilize a "representative sampling" strategy whereby RIDV would hold a significant number of the component securities of the RIDV Index, but may not track that index with the same degree of accuracy as would an investment vehicle replicating the entire index.

RIDV does not try to outperform the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

RIDV will typically concentrate its investments in a particular industry or group of industries, such as the financials industry, to approximately the same extent that its RIDV Index is concentrated, meaning that it will invest more than 25% of its net assets in that industry or group of industries. Financials companies include companies involved in activities such as: banking; mortgage finance; consumer finance; specialized finance; investment banking and brokerage; asset management and custody; corporate lending; insurance; financial investment; and real estate, including real estate investment trusts.

The RIDV Index is sponsored by FTSE Russell (the "Index Provider"), which is unaffiliated with RIDV and the investment adviser. The Index Provider determines the composition and relative weightings of the securities in the RIDV Index and publishes information regarding the market value of the RIDV Index.

### **Oppenheimer Emerging Markets Ultra Dividend Revenue ETF**

Oppenheimer Emerging Markets Ultra Dividend Revenue ETF (the "REDV") seeks to provide investment results that correspond generally, before fees and expenses, to the performance of the FTSE Custom Emerging Ultra Dividend Revenue Index (the "REDV Index").

REDV seeks results that correspond generally, before fees and expenses, to the performance of the REDV Index. Under normal circumstances, REDV will invest at least 80% of its net assets, plus borrowings for investment purposes, in securities of companies included in the REDV Index, and generally expects to have at least 95% of its net assets invested in these securities. REDV may invest

up to 20% of its assets in certain index futures, options, options on index futures, swap contracts or other derivatives, as related to its REDV Index and its component securities, other securities not included in the REDV Index and cash and cash equivalents, including shares of money market funds advised by the investment adviser or its affiliates, to the extent the investment adviser believes such investments will help REDV track the REDV Index.

The REDV Index is constructed using a rules-based methodology that selects the top 100 of the constituent securities of the FTSE Emerging Index (the "Parent Index") according to the highest average of the 1-year trailing dividend yields over the past two years, and then re-weights those securities according to the revenue earned by those companies, subject to a maximum 5% per company weighting and a maximum 10% variation on the REDV Index's allocation to a single country versus the Parent Index. The REDV Index is rebalanced and reconstituted quarterly. The REDV Index thus contains a subset of the securities included in the Parent Index, in different proportions. As of June 28, 2018, the REDV Index consisted of 100 securities.

Under normal market conditions, REDV will invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of issuers that are economically tied to an emerging market country. For purposes of the 80% investment policy, REDV considers an "emerging market country" to be one that is included in the Parent Index.

The REDV Index will primarily consist of securities of emerging market companies. It may include depositary receipts, securities of foreign companies, including European companies, and companies of any market capitalization, including small and medium capitalization companies. With respect to securities of foreign companies, REDV may achieve its exposure either directly or through depositary receipts.

REDV's intention is to replicate the constituent securities of the REDV Index as closely as possible, and the investment adviser uses a "passive" or indexing approach to try to achieve REDV's investment objective. When a replication strategy could have adverse consequences to REDV shareholders, however, REDV may utilize a "representative sampling" strategy whereby REDV would hold a significant number of the component securities of the REDV Index, but may not track that index with the same degree of accuracy as would an investment vehicle replicating the entire index.

REDV does not try to outperform the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

REDV will typically concentrate its investments in a particular industry or group of industries, such as the financials industry, to approximately the same extent that its REDV Index is concentrated, meaning that it will invest more than 25% of its net assets in that industry or group of industries. Financials companies include companies involved in activities such as: banking; mortgage finance; consumer finance; specialized finance; investment banking and brokerage; asset management and custody; corporate lending; insurance; financial investment; and real estate, including real estate investment trusts.

The REDV Index is sponsored by FTSE Russell (the "Index Provider"), which is unaffiliated with REDV and the investment adviser. The Index Provider determines the composition and relative weightings of the securities in the REDV Index and publishes information regarding the market value of the REDV Index.

REDV may lend securities representing up to one-third of the value of REDV's total assets (including the value of any collateral received).

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.openheimerfunds.com](http://www.openheimerfunds.com)

## **PURCHASES AND REDEMPTIONS IN CREATION UNIT SIZE**

NASDAQ members, BX members and PHLX members and member organizations are hereby informed that procedures for purchases and redemptions of Shares in Creation Unit Size are described in the Trust's prospectus and Statement of Additional Information and that Shares are not individually redeemable but are redeemable only in Creation Unit Size aggregations or multiples thereof.

## **PRINCIPAL RISKS**

Interested persons are referred to the discussion in the prospectus for the Funds of the principal risks of an investment in the Funds. These include tracking error risk (factors causing a Fund's performance to not match the performance of its underlying index), market trading risk (for example, trading halts, trading above or below net asset value), dividend-paying stock risk, concentration risk, depositary receipt risk, emerging markets risk, Eurozone investment risk, foreign currency risk, foreign market risk, foreign securities risk, geographic focus risk, medium capitalization stock risk, stock market risk, authorized participant concentration risk, increased volatility risk, investment approach risk, market trading risk, financials sector risk, energy sector risk, materials sector risk,

Telecommunications sector risk, non-correlations risk, calculation methodology risk, index provider risk, large shareholder risk, passive investment risk, operational risk, and securities lending risk.

### EXCHANGE RULES APPLICABLE TO TRADING IN THE SHARES

Trading in the Shares on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading rules. Trading of the Shares on BX is on a UTP basis and is subject to BX equity trading rules. Trading of the Shares on PHLX's PSX system is on a UTP basis and is subject to PHLX rules.

### TRADING HOURS

The values of each index underlying the Shares are disseminated to data vendors every 15 seconds. The Shares will trade on NASDAQ between 7:00 a.m. and 8:00 p.m. ET. The Shares will trade on BX between 8:00 a.m. and 7:00 p.m. ET. The Shares will trade on PSX between 9:00 a.m. and 5:00 p.m. ET. For trading during each market's pre-market and post-market sessions, market participants should note that additional risks may exist with respect to trading the Funds during these sessions, when the underlying index's values, intraday indicative value, or similar value may not be disseminated or calculated.

### DISSEMINATION OF FUND DATA

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

Fund Name	Listing Market	Trading Symbol	IOPV Symbol	NAV Symbol
Oppenheimer International Ultra Dividend Revenue ETF	NYSE Arca	RIDV	RIDV.IV	RIDV.NV
Oppenheimer Emerging Markets Ultra Dividend Revenue ETF	NYSE Arca	REDV	REDV.IV	REDV.NV

### SUITABILITY

Trading in the Shares on NASDAQ will be subject to the provisions of NASDAQ Rule 2310. Trading in the Shares on BX will be subject to the provisions of BX Equity Rule 2310. Shares trading on PSX will be subject to the provisions of PHLX Rule 763. Members and member organizations recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in both the NASDAQ Conduct Rules and the BX Conduct Rules.

NASDAQ members, BX members and PHLX members and member organizations should also review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

## TRADING HALTS

NASDAQ will halt trading in the Shares of a Fund in accordance with NASDAQ Rule 4120. BX will halt trading in the Shares of a Fund in accordance with BX Equity Rule 4120. PHLX will halt trading in the Shares of a Fund in accordance with PHLX Rule 3100. The grounds for a halt under these rules include a halt by the primary market because the intraday indicative value of the Fund, the value of its underlying index, or a similar value are not being disseminated as required, or a halt for other regulatory reasons. In addition, NASDAQ, BX and PHLX will also stop trading the Shares of a Fund if the primary market delists the Fund.

## DELIVERY OF A PROSPECTUS

NASDAQ members, BX members and PHLX members and member organizations 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 Funds' website. The prospectus for the Funds 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 Securities and Exchange Commission ("SEC"). For further information about the Funds, please refer to the 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 1940 Act and in the future make available a written product description, NASDAQ Rules 5705 and 5740, BX Equity Rules 4420 and 4421, and PHLX Rule 803 require that members and member organizations, respectively, 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 Funds, no later than the time a confirmation of the first transaction in the Shares is delivered to such purchaser. In addition, members and member organizations 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 members or member organizations 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 Shares of the Fund has been prepared by the Trust and is available from your broker. It is recommended that you obtain and review such circular before purchasing Shares of the Fund. In addition, upon request you may obtain from your broker a prospectus for Shares of the Fund."

Any NASDAQ, BX or PHLX member or member organization 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 NASDAQ members, BX members and PHLX members or member organizations under this rule.

Upon request of a customer, NASDAQ members, BX members and PHLX members or member organizations shall provide a copy of the prospectus.

### **EXEMPTIVE, INTERPRETIVE AND NO-ACTION RELIEF UNDER FEDERAL SECURITIES REGULATIONS**

The SEC has issued exemptive, interpretive or no-action relief from certain provisions of rules under the Securities Exchange Act of 1934 (the “Act”) regarding trading in the above mentioned exchange-traded Funds.

### **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 Funds 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 Funds (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 Funds 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.

### **CUSTOMER CONFIRMATIONS FOR CREATION OR REDEMPTION OF FUND SHARES (SEC RULE 10B-10)**

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 a 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 redemptions 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);
- 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).

### **SEC 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 a 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 a 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 purchased; 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.

### **Section 11(d)(1); SEC 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 the 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.

#### **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 Information Circular is not a statutory prospectus. NASDAQ members, BX members and PHLX members and member organizations should consult the Funds' prospectus and/or the Funds' website for relevant information.**

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Inquiries regarding this Information Circular should be directed to:

- Ben Haskell, Listing Qualifications, at 301.978.8092
- NASDAQ / BX / PSX Market Sales, at 800.846.0477