

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497J

Certification of no change in definitive materials under paragraph (j) of Securities Act Rule  
497

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#### FT 3941

CIK: [1560761](#) | IRS No.: **000000000**

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#### Mailing Address

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#### Business Address

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January 11 , 2013

Securities and Exchange Commission  
100 F Street NE  
Washington D.C. 20549

Attn: Filing Desk, Stop 1-4

Re: FT 3941  
(File No. 333-185363) (CIK No. 0001560761)

Gentlemen:

In accordance with the provisions of Rule 497(j) of Regulation C under the Securities Act of 1933 (the "Securities Act") this letter serves to certify that the most recent amendment to the registration statement on Form S-6 for the above captioned Trust does not differ from that which would have been filed pursuant to Rule 497(b) of the Securities Act. Amendment No. 2, which was the most recent Amendment to the Registration Statement, was filed electronically with the Commission on January 9, 2013.

Very truly yours,  
FT 3941, Registrant

By: FIRST TRUST PORTFOLIOS L.P., Depositor