

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

Filing Date: **2013-05-16**
SEC Accession No. [0000894189-13-002861](#)

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FILER

Direxion Shares ETF Trust

CIK: [1424958](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1031**
Type: **497** | Act: **33** | File No.: [333-150525](#) | Film No.: **13851130**

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DIREXION SHARES ETF TRUST

Direxion Daily Brazil Bull 3X Shares (BRZU)	Direxion Daily Brazil Bear 3X Shares (BRZS)
Direxion Daily Canada Bull 3X Shares (CANU)	Direxion Daily Canada Bear 3X Shares (CAND)
Direxion Daily China Bull 3X Shares (YINN)	Direxion Daily China Bear 3X Shares (YANG)
Direxion Daily Developed Markets Bull 3X Shares (DZK)	Direxion Daily Developed Markets Bear 3X Shares (DPK)
Direxion Daily Emerging Markets Bull 3X Shares (EDC)	Direxion Daily Emerging Market Bear 3X Shares (EDZ)
Direxion Daily European Bull 3X Shares	Direxion Daily European Bear 3X Shares
Direxion Daily India Bull 3X Shares (INDL)	Direxion Daily Latin America Bull 3X Shares (LBJ)
Direxion Daily Indonesia Bull 3X Shares	Direxion Daily Indonesia Bear 3X Shares
Direxion Daily Malaysia Bull 3X Shares	Direxion Daily Malaysia Bear 3X Shares
Direxion Daily Russia Bull 3X Shares (RUSL)	Direxion Daily Russia Bear 3X Shares (RUSS)
Direxion Daily South Korea Bull 3X Shares (KORU)	Direxion Daily South Korea Bear 3X Shares (KORZ)
Direxion Daily Taiwan Bull 3X Shares	Direxion Daily Taiwan Bear 3X Shares
Direxion Daily Thailand Bull 3X Shares	Direxion Daily Thailand Bear 3X Shares
Direxion Daily Turkey Bull 3X Shares	Direxion Daily Turkey Bear 3X Shares

**Supplement dated May 16, 2013 to the
Prospectus and Statement of Additional Information (“SAI”)
dated February 28, 2013, as supplemented March 1, 2013, March 15, 2013, April 5, 2013 and April 26, 2013**

Effective May 24, 2013, the table under the heading “Creations, Redemptions and Transaction Fees - Transaction Fees on Creation and Redemption Transactions” beginning on page 686 of the statutory Prospectus is replaced with the following:

Direxion Shares ETF Trust	Fixed Transaction Fee			Maximum Additional Charge for Purchases and Redemptions*
	In-Kind		Cash	
	NSCC	Outside NSCC	Outside NSCC	
Direxion Daily Basic Materials Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Brazil Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Brazil Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Canada Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Canada Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily China Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily China Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%



Direxion Shares ETF Trust	Fixed Transaction Fee			Maximum Additional Charge for Purchases and Redemptions*
	In-Kind		Cash	
	NSCC	Outside NSCC	Outside NSCC	
Direxion Daily Clean Energy Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Clean Energy Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Commodity Related Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Commodity Related Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Corporate Bond Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Corporate Bond Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Developed Markets Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Developed Markets Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Dow 30 Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Dow 30 Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Emerging Markets Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Emerging Market Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Energy Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Energy Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily European Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily European Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Financial Bull 3X Shares	\$625	Up to 300% of NSCC Amount	\$625	Up to 0.15%
Direxion Daily Financial Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Gold Miners Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Gold Miners Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Healthcare Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%



Direxion Shares ETF Trust	Fixed Transaction Fee			Maximum Additional Charge for Purchases and Redemptions*
	In-Kind		Cash	
	NSCC	Outside NSCC	Outside NSCC	
Direxion Daily High Yield Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily High Yield Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily India Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Indonesia Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Indonesia Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Industrial Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Industrial Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Junior Gold Miners Index Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Junior Gold Miners Index Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Latin America Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Malaysia Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Malaysia Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Mid Cap Bull 3X Shares	\$1,250	Up to 300% of NSCC Amount	\$1,250	Up to 0.15%
Direxion Daily Mid Cap Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Municipal Bond Taxable Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Natural Gas Related Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Natural Gas Related Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Real Estate Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Real Estate Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Regional Banks Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Regional Banks Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%



Direxion Shares ETF Trust	Fixed Transaction Fee			Maximum Additional Charge for Purchases and Redemptions*
	In-Kind		Cash	
	NSCC	Outside NSCC	Outside NSCC	
Direxion Daily Retail Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Russia Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Russia Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily S&P 500® Bull 3X Shares	\$1,250	Up to 300% of NSCC Amount	\$1,250	Up to 0.15%
Direxion Daily S&P 500® Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Semiconductor Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Semiconductor Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Silver Miners Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Silver Miners Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Small Cap® Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Small Cap® Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily South Korea Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily South Korea Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Taiwan Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Taiwan Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Technology Bull 3X Shares	\$500	Up to 300% of NSCC Amount	\$500	Up to 0.15%
Direxion Daily Technology Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Thailand Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Thailand Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily TIPS Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily TIPS Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%



Direxion Shares ETF Trust	Fixed Transaction Fee			Maximum Additional Charge for Purchases and Redemptions*
	In-Kind		Cash	
	NSCC	Outside NSCC	Outside NSCC	
Direxion Daily Total Bond Market Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Total Market Bull 3X Shares	\$1,750	Up to 300% of NSCC Amount	\$1,750	Up to 0.15%
Direxion Daily Total Market Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily Turkey Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.50%
Direxion Daily Turkey Bear 3X Shares	N/A	N/A	\$250	Up to 0.50%
Direxion Daily Utilities Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily Utilities Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily 7-10 Year Treasury Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily 7-10 Year Treasury Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%
Direxion Daily 20+ Year Treasury Bull 3X Shares	\$250	Up to 300% of NSCC Amount	\$250	Up to 0.15%
Direxion Daily 20+ Year Treasury Bear 3X Shares	N/A	N/A	\$250	Up to 0.15%

For more information, please contact the Funds at (866) 476-7523.

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Please retain a copy of this Supplement with your Prospectus and SAI.