Part I Reporting Issuer

1 Issuer’s name
Direxion Daily S&P 500 Bear 3X Shares

2 Issuer’s employer identification number (EIN)
26-2958255

3 Name of contact for additional information
Pat Rudnick

4 Telephone No. of contact
646-572-3631

5 Email address of contact
rudnickp@direxioninvestments.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact
1301 Avenue of the Americas, 28th Floor

7 City, town, or post office, state, and ZIP code of contact
New York, NY 10019

8 Date of action
10/31/20

9 Classification and description
Nontaxable Return of Capital Distribution

10 CUSIP number
25460E885

11 Serial number(s)
N/A

12 Ticker symbol
SPXS

13 Account number(s)
N/A

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action.
During the fiscal year ending 10/31/20, Direxion Daily S&P 500 Bear 3X Shares declared quarterly dividends that included a non-taxable return of capital. Please reference the attached sheet for details relating to the date of action.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.
For each dividend noted above, 98.443% of each such dividend was a return of capital in accordance with IRS section 301(c)(2). Accordingly, the shareholder would reduce each share of their tax cost basis in the SPXS stock by the portion of each distribution determined to be nontaxable return of capital.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.
The cost basis of the shareholders of record for each dividend noted above is lowered by the per share return of capital amount disclosed in the attachment. The rate was determined in accordance with IRC Section 301 and Section 316.
Part II  Organizational Action (continued)

17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► IRC 301, 302, and 316.

18  Can any resulting loss be recognized? ► No loss can be recognized by the shareholders of each dividend noted above for the nontaxable return of capital distribution received.

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The information provided above will be provided on the shareholder's 2020 1099-DIV statement, box 3.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► ____________________________ Date ► ______________

Print your name ► ____________________________ Title ► ____________________________

Paid Preparer Use Only

Print/Type preparer’s name Preparer’s signature Date Check □ if self-employed PTIN

Firm’s name ► ____________________________ Firm’s EIN ► ____________________________

Firm’s address ► ____________________________ Phone no. ____________________________

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
<table>
<thead>
<tr>
<th>Record Date</th>
<th>Ex Date</th>
<th>Payable Date</th>
<th>Total Dividend</th>
<th>Return of Capital</th>
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<td>3/24/2020</td>
<td>3/31/2020</td>
<td>0.0200</td>
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98.443%