

OLD MUTUAL GLOBAL SHARES TRUST

GlobalShares FTSE All-World Fund
GlobalShares FTSE Emerging Markets Fund
Global Shares FTSE All-Cap Asia Pacific ex Japan Fund
GlobalShares FTSE All-World ex US Fund
GlobalShares FTSE Developed Countries ex US Fund

Supplement to the currently effective Prospectus for the above listed Funds:

1. The creation unit size for each Fund is 100,000 shares.
2. All references in the Prospectus to a Fund's standard transaction fee for the creation or redemption of a Creation Unit are amended. The standard transaction fee for the creation or redemption of a Creation Unit for each Fund is as follows:

Global Shares FTSE All-World Fund- \$10,500

Global Shares FTSE Emerging Markets Fund- \$8,500

GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund- \$14,000

GlobalShares FTSE All-World ex US Fund- \$13,500

GlobalShares FTSE Developed Countries ex US Fund- \$10,500

3. The total costs in the last sentence of "What are the Costs of Investing? – Creation Transaction Fees and Redemption Transaction Fees" for each Fund are hereby changed to reflect an assumption of an investment of \$2,000,000 in a Creation Unit, with a 5% return each year and Fund expenses remaining the same, so that the total costs if the Creation Unit is redeemed after one year, and if redeemed after three years is as follows:

| <u>Fund</u> | <u>One Year</u> | <u>Three Years</u> |
|--|-----------------|--------------------|
| GlobalShares FTSE All-World Fund | \$ 28,163 | \$ 48,931 |
| GlobalShares FTSE Emerging Markets Fund | \$ 24,980 | \$ 45,153 |
| GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund | \$ 38,225 | \$ 60,785 |
| GlobalShares FTSE All-World ex US Fund | \$ 34,163 | \$ 53,931 |
| GlobalShares FTSE Developed Countries ex US Fund | \$ 29,953 | \$ 52,194 |

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GlobalShares FTSE Developed Countries ex US Fund**

4. The following language hereby replaces the first two paragraphs under the section titled “Portfolio Managers” on page 33:

Investment decisions for the Funds are made by investment teams at the Adviser. The following individuals are jointly and primarily responsible for the day-to-day management of the Fund’s portfolios:

Craig Chambers

Mr. Chambers, a registered portfolio manager with the South African Financial Services Board, is the Chief Investment Officer of the Adviser. He is a CFA Charter holder and has a BCom degree with a postgraduate qualification in Business Administration. He formerly sat on the South African Futures Examinations. He has been an asset manager for 12 years, formerly with SCMB Assets Managers.

Anver Dollie

Mr. Dollie is the Deputy Chief Investment Officer of the Adviser and a Fund Manager, a position he has held the last two years. Previously Mr. Dollie was employed by Old Mutual Asset Managers and, during his eight year tenure he performed a number of roles. He began as an Investment Project Specialist, was promoted to Cash Management Specialist, Custodian Relationship Specialist and then to the role of 3rd Party Investment Chief Operating Officer. Mr. Dollie holds a Chartered Institute of Secretaries and Administrators Certificate.

Old Mutual Global Shares Trust

10 High Street, Suite 302
Boston, MA 02110

Please retain this Supplement for Future Reference

April 6, 2010

OLD MUTUAL GLOBAL SHARES TRUST

**GlobalShares FTSE All-World Fund
GlobalShares FTSE Emerging Markets Fund
GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund
GlobalShares FTSE All-World ex US Fund
GlobalShares FTSE Developed Countries ex US Fund**

Supplement to the currently effective Statement of Additional Information (the “SAI”) for the above listed Funds:

1. The standard and maximum transaction fees for the creation or redemption of a Creation Unit of each Fund are amended throughout the SAI to be as follows:

GlobalShares FTSE All-World Fund- \$10,500, \$42,000
GlobalShares FTSE Emerging Markets Fund- \$8,500, \$34,000
GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund- \$14,000, \$56,000
GlobalShares FTSE All-World ex US Fund- \$13,500, \$54,000
GlobalShares FTSE Developed Countries ex US Fund- \$10,500, \$42,000

2. All references in the SAI to Loftie Botha are hereby deleted and replaced with Craig Chambers.
3. The Adviser may make payments to broker-dealers for distributing Fund shares.

Old Mutual Global Shares Trust
10 High Street, Suite 302
Boston, MA 02110

Please retain this Supplement for Future Reference

April 6, 2010

Old Mutual Global Shares Trust

GlobalShares FTSE All-World Fund – GSW

GlobalShares FTSE Emerging Markets Fund – GSR

GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund – GSZ

GlobalShares FTSE All-World ex US Fund – GSO

GlobalShares FTSE Developed Countries ex US Fund – GSD

Principal U.S. Listing Exchange For Each Fund: NYSE Arca, Inc.

The U.S. Securities and Exchange Commission has not approved or disapproved these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated November 19, 2009

Old Mutual Global Shares Trust (the “Trust”) is a registered investment company that currently consists of five separate exchange-traded index funds. Additional funds may be offered in the future. This Prospectus relates to the five funds of the Trust identified on the cover page (each a “Fund” and, together, the “Funds”).

The Funds’ shares (the “Shares”) are expected to be approved for listing, subject to notice of issuance, on NYSE Arca, Inc. (“NYSE Arca”). Market prices for Shares may be different from their net asset values (“NAV”). Each Fund will issue and redeem Shares only in large specified blocks (“Creation Units”). Creation Units of each Fund will be issued and redeemed principally in kind for securities included in a specified index.

Except when aggregated in Creation Units, the Shares are not redeemable securities of the Funds.

**NOT FEDERAL DEPOSIT INSURANCE
CORPORATION (“FDIC”) INSURED. MAY LOSE VALUE.
NO BANK GUARANTEE.**

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INTRODUCTION – OLD MUTUAL GLOBAL SHARES TRUST

The Trust is an investment company consisting of five separate exchange-traded “index funds.” The investment objective of each of the Funds of the Trust is to replicate as closely as possible, before fees and expenses, the return and yield of a specified market index. This Prospectus relates to the Funds listed on the cover page. Old Mutual Global Index Trackers (Pty) Limited (the “Adviser”) is the investment adviser for the Funds.

The Funds have applied to list their shares (the “Shares”) on NYSE Arca, Inc. (“NYSE Arca”) or the “Exchange”) and the Shares will trade at market prices that may differ to some degree from the NAV of the Shares. Unlike conventional mutual funds, each Fund will issue and redeem Shares on a continuous basis, at NAV, only in large specified blocks, each called a “Creation Unit.” Creation Units will be issued and redeemed principally in kind for securities included in a specified index. Except when aggregated in Creation Units, the Shares of the Funds are not redeemable securities of the Funds.

WHO SHOULD INVEST IN THE FUNDS

The Funds are designed for investors who seek a relatively low-cost approach for investing in a portfolio of equity securities of companies in a specified index. The Funds may be suitable for long-term investment in the market represented in the relevant index and may also be used as an asset allocation tool or as a speculative trading instrument.

TAX ADVANTAGED PRODUCT STRUCTURE

Unlike interests in conventional mutual funds, which are typically only bought and sold at closing NAVs, the Funds’ Shares are traded throughout the day on a national securities exchange. The Shares have been designed to be tradable in the secondary market on a national securities exchange on an intra-day basis, and to be created and redeemed, principally in kind, in Creation Units at each day’s next calculated NAV. These in-kind arrangements are designed to protect ongoing shareholders from the adverse effects on the portfolio of each Fund that could arise from frequent cash creation and redemption transactions. In a conventional mutual fund, redemptions can have an adverse tax impact on taxable shareholders because of the mutual fund’s need to sell portfolio securities to obtain cash to meet fund redemptions. These sales may generate taxable gains for the shareholders of the mutual fund, whereas the Shares’ in kind redemption mechanism generally is designed to minimize or avoid tax events for a Fund or its ongoing shareholders.

The Funds may recognize gains as a result of rebalancing their securities holdings to reflect changes in the securities included in such Fund’s underlying index. The Funds may be required to distribute any such gains to their shareholders to avoid adverse federal income tax consequences. The Funds may invest in derivatives, the use of which, if successful, will generally result in the realization of short-term capital gains that will be taxable as ordinary income when distributed to investors and/or long-term capital gains. For further discussion of the distribution requirements that apply to the Funds, see “Taxes” in the Funds’ Statement of Additional Information (“SAI”). For information concerning the tax consequences of distributions, see “Dividends, Distributions and Taxes” in this Prospectus.

GLOBALSHARES FTSE ALL-WORLD FUND

Ticker: GSW

CUSIP: 68003W 103

Intraday NAV Ticker: GSW.IV Underlying Index: FTSE All-World Index (Ticker: AW01)

Investment Objective, Strategies and Risks

Investment Objective: The Fund seeks investment results that correspond (before fees and expenses) generally to the performance of the equity index called the FTSE All-World Index (the “Underlying Index”).

Principal Investment Strategies: The Fund will normally invest at least 80% of its total assets in securities that comprise the Underlying Index (which may include depository receipts representing such securities) and investments that have economic characteristics that are substantially identical to the economic characteristics of the component securities in the Underlying Index. The Fund has adopted a policy that requires the Fund to provide shareholders with at least 60 days notice prior to any material change in this policy or the Underlying Index. The Underlying Index is a market capitalization weighted index, adjusted based on the free-float of potential index constituents, and designed to track the performance of large- and medium-capitalization companies located in developed and emerging market countries throughout the world. The Underlying Index is currently comprised of approximately 2,500 stocks, which represent approximately 90-95% of the investable market capitalization in the world. The Fund’s investment objective is non-fundamental and may be changed by the Board of Trustees without shareholder approval.

The Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. Because of the practical difficulties and expense of purchasing all of the securities in the Underlying Index, the Fund does not purchase all of the securities in the Underlying Index. Instead, the Adviser utilizes a “sampling” methodology in seeking to achieve the Fund’s investment objective. Sampling means that the Adviser uses quantitative analysis to select securities from the Underlying Index universe to obtain a representative sample of securities that resemble the Underlying Index in terms of key risk factors, performance attributes and other characteristics. These include industry weightings, market capitalization and other financial characteristics of securities. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund and transaction costs. The Adviser generally expects the Fund to hold less than the total number of securities in the Underlying Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund’s investment objective. The Fund may also invest in other investment companies and utilize derivative instruments, such as swaps, options, warrants, futures contracts and currency forwards (and participation notes, convertible securities and structured notes), to seek performance that corresponds to the Underlying Index.

Index Methodology: The constituents of the Underlying Index are selected by FTSE International Limited (“FTSE” or the “Index Provider”) pursuant to a proprietary methodology. The equities included in the Underlying Index are selected annually and are free-float weighted (i.e., weighted based on the shares of a public company that are not held by corporate insiders that are freely tradable in the public market or markets on which a company’s securities are listed). Equities are also screened to ensure that they meet certain liquidity guidelines to ensure that the Underlying Index is tradable. The number of securities included in the Underlying Index will vary from month to month and may be higher or lower than the historical ranges. The Underlying Index is adjusted quarterly. During each quarter, the number of equity securities may decrease as the common stocks are either delisted or not actively traded for any reason including, but not limited to, mergers, acquisitions and bankruptcies.

Index Construction: The composition of the Underlying Index is determined based on the following criteria:

- (1) The Underlying Index is comprised of companies from countries that must meet the following criteria before they can be included in the Underlying Index:

- (a) Permission for direct equity investment by non-nationals;
 - (b) Availability of accurate and timely data;
 - (c) Non-existence of any significant exchange controls which would prevent the timely repatriation of capital or dividends;
 - (d) The demonstration of significant international investor interest in the local equity market; and
 - (e) Existence of adequate liquidity in the market of the relevant country.
- (2) Once the countries comprising the Underlying Index are established, all companies in a region are ranked by market capitalization and the top 98% of the companies comprising the total market capitalization are selected in order to establish a regional universe.
- (3) Once the regional universe is selected, the index universe is selected to include companies with a value of at least \$100 million. These companies are then screened and tested to ensure they meet the liquidity requirements and that they are fully free float adjusted.

Principal Risks of Investing in the Fund: The following specific risk factors have been identified for the Fund.

Market Trading Risk: Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

Market Risk: The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in stock prices. Overall stock values could decline generally or could underperform other investments.

Foreign Investment Risk: Investments in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. securities, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

Risks of Investing in Emerging Market or Developing Countries: Investments in the securities of issuers in emerging market countries involve risks not associated with investments in the securities of issuers in developed countries. Emerging markets are subject to greater market volatility, lower trading volume, political and economic instability, uncertainty regarding the existence of trading markets and more governmental limitations on foreign investment than more developed markets. In addition, securities in emerging markets may be subject to greater price fluctuations than securities in more developed markets. There may be less information publicly available with regard to emerging market issuers and such issuers

are not subject to the uniform accounting, auditing and financial reporting standards applicable to U.S. issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which U.S. issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in U.S. issuers. Securities law in many emerging market countries is relatively new and unsettled. Therefore, laws regarding foreign investment in emerging market securities, securities regulation, title to securities, and shareholder rights may change quickly and unpredictably. In addition, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent, and subject to sudden change.

Investment in equity securities of issuers operating in certain countries is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in equity securities of issuers operating in certain countries and increase the costs and expenses of the Fund. Certain countries require governmental approval prior to investments by foreign persons, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by domiciliaries of the countries and/or impose additional taxes on foreign investors. Certain countries may also restrict investment opportunities in issuers in industries deemed important to national interests.

Non-Correlation Risk: The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index.

Due to legal and regulatory rules and limitations imposed by certain countries and stock exchanges on which securities in the Underlying Index trade, including foreign ownership limitations and margin requirements, the Fund may not be able to invest in all securities included in the Underlying Index or may be delayed in purchasing or selling securities included in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as foreign investment and/or trading restrictions, cost or liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. Because the Fund utilizes a sampling approach or if the Fund utilizes futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

Sampling Risk: The Fund's use of a representative sampling approach will result in it holding a smaller number of securities than are in the Underlying Index. As a result, an adverse development respecting an issuer of securities held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Underlying Index. To the extent the assets in the Fund are smaller, these risks will be greater.

Replication Management Risk: Unlike many investment companies, the Fund is not "actively" managed. Therefore, it would not necessarily sell a security because the security's issuer was in financial trouble unless that security is removed from the Underlying Index.

Medium-Capitalization Company Risk: Investing in securities of medium-capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often medium-capitalization companies and the industries in which they are focused are

still evolving and, while this may offer better growth potential than larger, more established companies, it also may make them more sensitive to changing market conditions.

Risk of Investing in Depositary Receipts: The Fund may invest in depositary receipts, including unsponsored depositary receipts. Unsponsored depositary receipts may be established by a depositary without participation by the underlying issuer. Holders of an unsponsored depositary receipt generally bear all the costs associated with establishing the unsponsored depositary receipt. These investments may involve additional risks and considerations including, for example, risks related to adverse political and economic developments unique to a country or region, currency fluctuations or controls and the possibility of expropriation, nationalization or confiscatory taxation. The issuers of the securities underlying unsponsored depositary receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depositary receipts. In addition, the Fund's investments may also include depositary receipts that are not purchased in the public markets and are restricted securities that can be offered and sold only to certain buyers. The Adviser will determine the liquidity of such investments pursuant to guidelines established by The Trust's Board of Trustees. It is possible that depositary receipts purchased by the Fund could have the effect of increasing the level of the Fund's illiquidity.

Licensing, Custody and Settlement Risk: Approval of governmental authorities may be required prior to investing in the securities of companies based in certain countries. Delays in obtaining such an approval would delay investments in the particular country, and, as a consequence, the Fund may not be able to invest in all of the securities included in the Underlying Index while an approval is pending. Rules adopted under the Investment Company Act of 1940, as amended (the "1940 Act"), permit a fund to maintain its foreign securities and cash in the custody of certain eligible non-U.S. banks and securities depositories. Certain banks in foreign countries that are eligible foreign sub-custodians may be recently organized or otherwise lack extensive operating experience. In addition, in certain countries there may be legal restrictions or limitations on the ability of the Fund to recover assets held in custody by a foreign sub-custodian in the event of the bankruptcy of the sub-custodian. Settlement systems in emerging markets may be less well organized than in developed markets. Thus there may be a risk that settlement may be delayed and that cash or securities of the Fund may be in jeopardy because of failures of or defects in the systems. Under the laws of certain countries in which the Fund invests, the Fund may be required to release local shares before receiving cash payment or may be required to make cash payment prior to receiving local shares.

Risk of Investment in Other Investment Companies: Subject to the limitations set forth in the 1940 Act, or as otherwise permitted by the Securities and Exchange Commission (the "SEC"), the Fund may acquire shares in other investment companies, including exchange-traded funds ("ETFs"). The market value of the shares of other investment companies may differ from their NAVs. In addition, the shares of closed-end investment companies frequently trade at a discount to their NAV. As an investor in companies, including investment companies, the Fund would bear its ratable share of that entity's expenses, including its investment advisory and administration fees, while continuing to pay its own advisory and administration fees and other expenses. As a result, shareholders will be absorbing duplicate levels of fees with respect to investments in other investment companies.

The securities of other investment companies in which the Fund may invest may be leveraged. As a result, the Fund may be indirectly exposed to leverage through an investment in such securities. An investment in securities of other investment companies that use leverage may expose the Fund to higher volatility in the market value of such securities and the possibility that the Fund's long-term returns on such securities (and, indirectly, the long-term returns of the Shares) will be diminished.

Risk of Investing in Derivatives: Derivatives are financial instruments, such as swaps, options, warrants, futures contracts and currency forwards, whose values are based on the value of one or more indicators, such as a security, asset, currency, interest rate, or index. The Fund's use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Moreover, although the value of a derivative is based on an underlying

indicator, a derivative does not carry the same rights as would be the case if the Fund invested directly in the underlying securities.

Derivatives are subject to a number of risks, such as potential changes in value in response to market developments or as a result of the counterparty’s credit quality and the risk that a derivative transaction may not have the effect the Adviser anticipated. Derivatives also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate perfectly with the underlying indicator. Derivative transactions can create investment leverage, may be highly volatile, and the Fund could lose more than the amount it invests.

Many derivative transactions are entered into “over the counter” (not on an exchange or contract market); as a result, the value of such a derivative transaction will depend on the ability and the willingness of the Fund’s counterparty to perform its obligations under the transaction. If a counterparty were to default on its obligations, the Fund’s contractual remedies against such counterparty may be subject to bankruptcy and insolvency laws, which could affect the Fund’s rights as a creditor (e.g., the Fund may not receive the net amount of payments that it is contractually to receive). A liquid secondary market may not always exist for the Fund’s derivative positions at any time.

Industry Risk: To the extent that the Fund’s investments are concentrated within any one industry, or group of related industries, any factors detrimental to the performance of such industry will disproportionately impact the Fund’s NAV. These detrimental factors may include additional governmental regulation, including the increased cost of compliance, inflation, an increase in the cost of raw materials, an increase in interest rates and technological advances. Investments focused in a particular industry are subject to greater risk, and are more greatly impacted by market volatility, than more diversified investments.

The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.

How the Fund Has Performed

The Fund has not commenced operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Fund. Investors purchasing and selling Shares in the secondary market may be subject to costs (including customary brokerage commissions) charged by their broker.

| | |
|--|----------------------|
| Shareholder Transaction Expenses (fees paid directly from your investments)..... | None* |
| Annual Fund Operating Expenses ⁽¹⁾⁽²⁾ (expenses that are deducted from the Fund’s assets) | |
| Management Fees | 0.125% |
| Distribution and Service (12b-1) Fees ⁽³⁾ | —% |
| Other Expenses | 0.385% |
| Total Annual Fund Operating Expenses | <u>0.510%</u> |
| Expense Waiver and Reimbursements ⁽⁴⁾ | 0.160% |
| Net Operating Expenses..... | <u><u>0.350%</u></u> |

- (1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending September 30, 2010.
- (2) Expressed as a percentage of average net assets.
- (3) The Fund has adopted a Distribution and Service (12b-1) Plan pursuant to which the Fund may bear a 12b-1 fee not to exceed 0.125% per annum of the Fund’s average daily net assets. However, no such fee is currently paid by the Fund.
- (4) The Adviser has contractually agreed, pursuant to a separate agreement with the Trust (the “Expense Agreement”), to waive Management Fees and reimburse Other Expenses to the extent necessary to prevent Total Annual Fund Operating Expenses (other than Distribution and Service (12b-1) Fees (if any), brokerage or other

transaction related expenses, taxes, interest, litigation expenses and other extraordinary expenses) from exceeding 0.35% of average net assets per year (the “Expense Cap”), at least until January 31, 2012. Pursuant to the Expense Agreement, for a period of five years subsequent to the Fund’s commencement of operations, the Adviser may recover from the Fund fees and expenses waived or reimbursed during the prior three years if the Fund’s expense ratio, including the recovered expenses, falls below the Expense Cap.

* See “Creation Transaction Fees and Redemption Transaction Fees” below.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund’s gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

| 1 Year* | 3 Years* |
|----------------|-----------------|
| \$36 | \$128 |

Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 600,000 Shares (each block of 600,000 Shares called a “Creation Unit”) or multiples thereof. As a practical matter, only broker-dealers or large institutional investors with creation and redemption agreements (called “authorized participants” or “APs”) can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard creation transaction fee (the “Creation Transaction Fee”) of \$21,500 per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$21,500 for each redemption transaction (regardless of the number of Creation Units involved).** APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$20,000,000 and a 5% return each year, and assuming that the Fund’s operating expenses remain the same, the total costs would be \$114,628 if the Creation Unit is redeemed after one year, and \$298,090 if the Creation Unit is redeemed after three years.*

If a Creation Unit is purchased or redeemed outside the usual process through the National Securities Clearing Corporation (“NSCC”), if any, or for cash, a variable fee of up to four times the standard creation or redemption transaction fee will be charged.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund’s expense ratio.

* The costs for the one-year example reflect the Expense Cap that is in effect until January 31, 2012, as set forth in the footnotes to the fee table. The costs for the three year example do not reflect the Expense Cap after such date.

** See “Creations, Redemptions and Transaction Fees” below.

GLOBALSHARES FTSE EMERGING MARKETS FUND

Ticker: GSR

CUSIP: 68003W 202

Intraday NAV Ticker: GSR.IV Underlying Index: FTSE Emerging Markets Index (Ticker: AG01)

Investment Objective, Strategies and Risks

Investment Objective: The Fund seeks investment results that correspond (before fees and expenses) generally to the performance of the equity index called the FTSE Emerging Markets Index (the “Underlying Index”).

Principal Investment Strategies: The Fund will normally invest at least 80% of its total assets in securities that comprise the Underlying Index (which may include depository receipts representing such securities) and investments that have economic characteristics that are substantially identical to the economic characteristics of the component securities in the Underlying Index. The Fund has adopted a policy that requires the Fund to provide shareholders with at least 60 days notice prior to any material change in this policy or the Underlying Index. The Underlying Index is a market capitalization index, adjusted based on the free-float of potential index constituents, and designed to measure the performance of large-, medium- and small-capitalization companies located in emerging market countries throughout the world. Emerging markets generally include all countries in the world except for Australia, Austria, Belgium/Luxembourg, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, United Kingdom and the United States. The Underlying Index is currently comprised of over 900 stocks, which represent approximately 90% of the investable market capitalization in emerging markets. The Fund’s investment objective is non-fundamental and may be changed by the Board of Trustees without shareholder approval.

The Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. Because of the practical difficulties and expense of purchasing all of the securities in the Underlying Index, the Fund does not purchase all of the securities in the Underlying Index. Instead, the Adviser utilizes a “sampling” methodology in seeking to achieve the Fund’s investment objective. Sampling means that the Adviser uses quantitative analysis to select securities from the Underlying Index universe to obtain a representative sample of securities that resemble the Underlying Index in terms of key risk factors, performance attributes and other characteristics. These include industry weightings, market capitalization and other financial characteristics of securities. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund and transaction costs. The Adviser generally expects the Fund to hold less than the total number of securities in the Underlying Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund’s investment objective. The Fund may also invest in other investment companies and utilize derivative instruments, such as swaps, options, warrants, futures contracts and currency forwards (and participation notes, convertible securities and structured notes), to seek performance that corresponds to the Underlying Index.

Index Methodology: The constituents of the Underlying Index are selected by FTSE International Limited (“FTSE” or the “Index Provider”) pursuant to a proprietary methodology. The equities included in the Underlying Index are selected annually and are free-float weighted (i.e., weighted based on the shares of a public company that are not held by corporate insiders that are freely tradable in the public market or markets on which a company’s securities are listed). Equities are also screened to ensure that they meet certain liquidity guidelines to ensure that the Underlying Index is tradable. The number of securities included in the Underlying Index will vary from month to month and may be higher or lower than the historical ranges. The Underlying Index is adjusted twice per year. During each period, the number of equity securities may decrease as the common stocks are either delisted or not actively traded for any reason including, but not limited to, mergers, acquisitions and bankruptcies.

Index Construction: The composition of the Underlying Index is determined based on the following criteria:

- (1) The Underlying Index is comprised of companies from emerging market countries that must meet the following criteria before they can be included in the Underlying Index:
 - (a) Permission for direct equity investment by non-nationals;
 - (b) Availability of accurate and timely data;
 - (c) Non-existence of any significant exchange controls which would prevent the timely repatriation of capital or dividends;
 - (d) The demonstration of significant international investor interest in the local equity market; and
 - (e) Existence of adequate liquidity in the market of the relevant country.
- (2) Once the countries comprising the Underlying Index are established, all companies in a region are ranked by market capitalization and the top 98% of the companies comprising the total market capitalization are selected in order to establish a regional universe.
- (3) Once the regional universe is selected, the index universe is selected to include companies with a value of at least \$100 million. These companies are then screened and tested to ensure they meet the liquidity requirements and that they are fully free float adjusted.

Principal Risks of Investing in the Fund: The following specific risk factors have been identified for the Fund.

Market Trading Risk: Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

Market Risk: The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in stock prices. Overall stock values could decline generally or could underperform other investments.

Foreign Investment Risk: Investments in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. securities, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

Risks of Investing in Emerging Market or Developing Countries: Investments in the securities of issuers in emerging market countries involve risks not associated with investments in the securities of issuers in developed countries. Emerging markets are subject to greater market volatility, lower trading volume, political and economic instability, uncertainty regarding the existence of trading markets and more governmental limitations on foreign investment than more developed markets. In addition, securities in emerging markets may be subject to greater price fluctuations than securities in more developed markets. There may be less information publicly available with regard to emerging market issuers and such issuers are not subject to the uniform accounting, auditing and financial reporting standards applicable to U.S. issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which U.S. issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in U.S. issuers. Securities law in many emerging market countries is relatively new and unsettled. Therefore, laws regarding foreign investment in emerging market securities, securities regulation, title to securities, and shareholder rights may change quickly and unpredictably. In addition, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent, and subject to sudden change.

Investment in equity securities of issuers operating in certain countries is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in equity securities of issuers operating in certain countries and increase the costs and expenses of the Fund. Certain countries require governmental approval prior to investments by foreign persons, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by domiciliaries of the countries and/or impose additional taxes on foreign investors. Certain countries may also restrict investment opportunities in issuers in industries deemed important to national interests.

Non-Correlation Risk: The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index.

Due to legal and regulatory rules and limitations imposed by certain countries and stock exchanges on which securities in the Underlying Index trade, including foreign ownership limitations and margin requirements, the Fund may not be able to invest in all securities included in the Underlying Index or may be delayed in purchasing or selling securities included in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as foreign investment and/or trading restrictions, cost or liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. Because the Fund utilizes a sampling approach or if the Fund utilizes futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

Sampling Risk: The Fund's use of a representative sampling approach will result in it holding a smaller number of securities than are in the Underlying Index. As a result, an adverse development respecting an issuer of securities held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Underlying Index. To the extent the assets in the Fund are smaller, these risks will be greater.

Replication Management Risk: Unlike many investment companies, the Fund is not "actively" managed. Therefore, it would not necessarily sell a security because the security's issuer was in financial trouble unless that security is removed from the Underlying Index.

Small and Medium-Capitalization Company Risk: Investing in securities of small and medium-capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small- and medium-capitalization companies and the industries in which they are focused are still evolving and, while this may offer better growth potential than larger, more established companies, it also may make them more sensitive to changing market conditions.

Risk of Investing in Depositary Receipts: The Fund may invest in depositary receipts, including unsponsored depositary receipts. Unsponsored depositary receipts may be established by a depositary without participation by the underlying issuer. Holders of an unsponsored depositary receipt generally bear all the costs associated with establishing the unsponsored depositary receipt. These investments may involve additional risks and considerations including, for example, risks related to adverse political and economic developments unique to a country or region, currency fluctuations or controls and the possibility of expropriation, nationalization or confiscatory taxation. The issuers of the securities underlying unsponsored depositary receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depositary receipts. In addition, the Fund's investments may also include depositary receipts that are not purchased in the public markets and are restricted securities that can be offered and sold only to certain buyers. The Adviser will determine the liquidity of such investments pursuant to guidelines established by The Trust's Board of Trustees. It is possible that depositary receipts purchased by the Fund could have the effect of increasing the level of the Fund's illiquidity.

Licensing, Custody and Settlement Risk: Approval of governmental authorities may be required prior to investing in the securities of companies based in certain countries. Delays in obtaining such an approval would delay investments in the particular country, and, as a consequence, the Fund may not be able to invest in all of the securities included in the Underlying Index while an approval is pending. Rules adopted under the Investment Company Act of 1940, as amended (the "1940 Act"), permit a fund to maintain its foreign securities and cash in the custody of certain eligible non-U.S. banks and securities depositories. Certain banks in foreign countries that are eligible foreign sub-custodians may be recently organized or otherwise lack extensive operating experience. In addition, in certain countries there may be legal restrictions or limitations on the ability of the Fund to recover assets held in custody by a foreign sub-custodian in the event of the bankruptcy of the sub-custodian. Settlement systems in emerging markets may be less well organized than in developed markets. Thus there may be a risk that settlement may be delayed and that cash or securities of the Fund may be in jeopardy because of failures of or defects in the systems. Under the laws of certain countries in which the Fund invests, the Fund may be required to release local shares before receiving cash payment or may be required to make cash payment prior to receiving local shares.

Risk of Investment in Other Investment Companies: Subject to the limitations set forth in the 1940 Act, or as otherwise permitted by the Securities and Exchange Commission (the "SEC"), the Fund may acquire shares in other investment companies, including exchange-traded funds ("ETFs"). The market value of the shares of other investment companies may differ from their NAVs. In addition, the shares of closed-end investment companies frequently trade at a discount to their NAV. As an investor in companies, including investment companies, the Fund would bear its ratable share of that entity's expenses, including its investment advisory and administration fees, while continuing to pay its own advisory and administration fees and other expenses. As a result, shareholders will be absorbing duplicate levels of fees with respect to investments in other investment companies.

The securities of other investment companies in which the Fund may invest may be leveraged. As a result, the Fund may be indirectly exposed to leverage through an investment in such securities. An investment in securities of other investment companies that use leverage may expose the Fund to higher volatility in the market value of such securities and the possibility that the Fund's long-term returns on such securities (and, indirectly, the long-term returns of the Shares) will be diminished.

Risk of Investing in Derivatives: Derivatives are financial instruments, such as swaps, options, warrants, futures contracts and currency forwards, whose values are based on the value of one or more indicators, such as a security, asset, currency, interest rate, or index. The Fund’s use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Moreover, although the value of a derivative is based on an underlying indicator, a derivative does not carry the same rights as would be the case if the Fund invested directly in the underlying securities.

Derivatives are subject to a number of risks, such as potential changes in value in response to market developments or as a result of the counterparty’s credit quality and the risk that a derivative transaction may not have the effect the Adviser anticipated. Derivatives also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate perfectly with the underlying indicator. Derivative transactions can create investment leverage, may be highly volatile, and the Fund could lose more than the amount it invests.

Many derivative transactions are entered into “over the counter” (not on an exchange or contract market); as a result, the value of such a derivative transaction will depend on the ability and the willingness of the Fund’s counterparty to perform its obligations under the transaction. If a counterparty were to default on its obligations, the Fund’s contractual remedies against such counterparty may be subject to bankruptcy and insolvency laws, which could affect the Fund’s rights as a creditor (e.g., the Fund may not receive the net amount of payments that it is contractually to receive). A liquid secondary market may not always exist for the Fund’s derivative positions at any time.

Industry Risk: To the extent that the Fund’s investments are concentrated within any one industry, or group of related industries, any factors detrimental to the performance of such industry will disproportionately impact the Fund’s NAV. These detrimental factors may include additional governmental regulation, including the increased cost of compliance, inflation, an increase in the cost of raw materials, an increase in interest rates and technological advances. Investments focused in a particular industry are subject to greater risk, and are more greatly impacted by market volatility, than more diversified investments.

The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.

How the Fund Has Performed

The Fund has not commenced operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Fund. Investors purchasing and selling Shares in the secondary market may be subject to costs (including customary brokerage commissions) charged by their broker.

| | |
|--|--------|
| Shareholder Transaction Expenses (fees paid directly from your investments)..... | None* |
| Annual Fund Operating Expenses ⁽¹⁾⁽²⁾ (expenses that are deducted from the Fund’s assets) | 0.125% |
| Management Fees | —% |
| Distribution and Service (12b-1) Fees ⁽³⁾ | 0.435% |
| Other Expenses | 0.560% |
| Total Annual Fund Operating Expenses | 0.170% |
| Expense Waiver and Reimbursements ⁽⁴⁾ | 0.390% |
| Net Operating Expenses..... | 0.390% |

(1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending September 30, 2010.
(2) Expressed as a percentage of average net assets.

- (3) The Fund has adopted a Distribution and Service (12b-1) Plan pursuant to which the Fund may bear a 12b-1 fee not to exceed 0.125% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund.
- (4) The Adviser has contractually agreed, pursuant to a separate agreement with the Trust (the "Expense Agreement"), to waive Management Fees and reimburse Other Expenses to the extent necessary to prevent Total Annual Fund Operating Expenses (other than Distribution and Service (12b-1) Fees (if any), brokerage or other transaction related expenses, taxes, interest, litigation expenses and other extraordinary expenses) from exceeding 0.39% of average net assets per year (the "Expense Cap"), at least until January 31, 2012. Pursuant to the Expense Agreement, for a period of five years subsequent to the Fund's commencement of operations, the Adviser may recover from the Fund fees and expenses waived or reimbursed during the prior three years if the Fund's expense ratio, including the recovered expenses, falls below the Expense Cap.
- * See "Creation Transaction Fees and Redemption Transaction Fees" below.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

| 1 Year* | 3 Years* |
|----------------|-----------------|
| \$40 | \$141 |

Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a "Creation Unit") or multiples thereof. As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$14,500 per transaction (regardless of the number of Creation Units involved).** An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$14,500 for each redemption transaction (regardless of the number of Creation Units involved).* APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$10,000,000 and a 5% return each year, and assuming that the Fund's operating expenses remain the same, the total costs would be \$68,899 if the Creation Unit is redeemed after one year, and \$169,766 if the Creation Unit is redeemed after three years.*

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund's expense ratio.

* The costs for the one-year example reflect the Expense Cap that is in effect until January 31, 2012, as set forth in the footnotes to the fee table. The costs for the three year example do not reflect the Expense Cap after such date.

** See "Creations, Redemptions and Transaction Fees" below.

GLOBALSHARES FTSE ALL-CAP ASIA PACIFIC EX JAPAN FUND

Ticker: GSZ

CUSIP: 68003W 301

Intraday NAV Ticker: GSZ.IV Underlying Index: FTSE All-Cap Asia Pacific ex Japan Index (Ticker: G07)

Investment Objective, Strategies and Risks

Investment Objective: The Fund seeks investment results that correspond (before fees and expenses) generally to the performance of the equity index called the FTSE All Cap Asia Pacific ex Japan Index (the “Underlying Index”).

Principal Investment Strategies: The Fund will normally invest at least 80% of its total assets in securities that comprise the Underlying Index (which may include depository receipts representing such securities) and investments that have economic characteristics that are substantially identical to the economic characteristics of the component securities in the Underlying Index. The Fund has adopted a policy that requires the Fund to provide shareholders with at least 60 days notice prior to any material change in this policy or the Underlying Index. The Underlying Index is comprised of approximately 1,775 stocks, which represent approximately 98% of the investable market capitalization in the Asia Pacific region, excluding Japan. The Fund’s investment objective is non-fundamental and may be changed by the Board of Trustees without shareholder approval.

The Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. Because of the practical difficulties and expense of purchasing all of the securities in the Underlying Index, the Fund does not purchase all of the securities in the Underlying Index. Instead, the Adviser utilizes a “sampling” methodology in seeking to achieve the Fund’s investment objective. Sampling means that the Adviser uses quantitative analysis to select securities from the Underlying Index universe to obtain a representative sample of securities that resemble the Underlying Index in terms of key risk factors, performance attributes and other characteristics. These include industry weightings, market capitalization and other financial characteristics of securities. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund and transaction costs. The Adviser generally expects the Fund to hold less than the total number of securities in the Underlying Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund’s investment objective. The Fund may also invest in other investment companies and utilize derivative instruments, such as swaps, options, warrants, futures contracts and currency forwards (and participation notes, convertible securities and structured notes), to seek performance that corresponds to the Underlying Index.

Index Methodology: The constituents of the Underlying Index are selected by FTSE International Limited (“FTSE” or the “Index Provider”) pursuant to a proprietary methodology. The equities included in the Underlying Index are selected annually and are free-float weighted (i.e., weighted based on the shares of a public company that are not held by corporate insiders that are freely tradable in the public market or markets on which a company’s securities are listed). Equities are also screened to ensure that they meet certain liquidity guidelines to ensure that the Underlying Index is tradable. The number of securities included in the Underlying Index will vary from month to month and may be higher or lower than the historical ranges. The Underlying Index is adjusted annually. During each year, the number of equity securities may decrease as the common stocks are either delisted or not actively traded for any reason including, but not limited to, mergers, acquisitions and bankruptcies.

Index Construction: The composition of the Underlying Index is determined based on the following criteria:

- (1) The Underlying Index is comprised of companies from countries in the Asia Pacific region (excluding Japan) that must meet the following criteria before they can be included in the Underlying Index:
 - (a) Permission for direct equity investment by non-nationals;
 - (b) Availability of accurate and timely data;
 - (c) Non-existence of any significant exchange controls which would prevent the timely repatriation of capital or dividends;
 - (d) The demonstration of significant international investor interest in the local equity market;
and
 - (e) Existence of adequate liquidity in the market of the relevant country.
- (2) Once the countries comprising the Underlying Index are established, all companies in a region are ranked by market capitalization and the top 98% of the companies comprising the total market capitalization are selected in order to establish a regional universe.
- (3) Once the regional universe is selected, the index universe is selected to include companies with a value of at least \$100 million. These companies are then screened and tested to ensure they meet the liquidity requirements and that they are fully free float adjusted.

Principal Risks of Investing in the Fund: The following specific risk factors have been identified for the Fund.

Market Trading Risk: Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

Market Risk: The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in stock prices. Overall stock values could decline generally or could underperform other investments.

Foreign Investment Risk: Investments in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. securities, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

Risks of Investing in Asia Pacific Companies: The level of development of the economies of countries in the Asia Pacific region varies greatly. Furthermore, since the economies of the countries in the region are largely intertwined, if an economic recession is experienced by any of these countries, it will likely

adversely impact the economic performance of other countries in the region. Certain economies in the region may be adversely affected by increased competition, high inflation rates, undeveloped financial services sectors, currency fluctuations or restrictions, political and social instability and increased economic volatility. In addition, certain countries in the Asia Pacific region in which the Fund may invest are large debtors to commercial banks and foreign governments. The current economic crisis has reduced the willingness of certain lenders to extend credit to these Asia Pacific countries and have made it more difficult for such borrowers to obtain financing on attractive terms or at all. These developments may also have a negative effect on the broader economy of such Asia Pacific countries, including issuers in which the Fund may invest. Due to heavy reliance on international trade, a decrease in demand, due to recession or otherwise, in the United States, Europe or Asia would adversely affect economic performance in the region.

Investment in equity securities of issuers operating in certain countries is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in equity securities of issuers operating in certain countries and increase the costs and expenses of the Fund. Certain countries require governmental approval prior to investments by foreign persons, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by domiciliaries of the countries and/or impose additional taxes on foreign investors. Certain countries may also restrict investment opportunities in issuers in industries deemed important to national interests.

Non-Correlation Risk: The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index.

Due to legal and regulatory rules and limitations imposed by certain countries and stock exchanges on which securities in the Underlying Index trade, including foreign ownership limitations and margin requirements, the Fund may not be able to invest in all securities included in the Underlying Index or may be delayed in purchasing or selling securities included in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as foreign investment and/or trading restrictions, cost or liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. Because the Fund utilizes a sampling approach or if the Fund utilizes futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

Sampling Risk: The Fund's use of a representative sampling approach will result in it holding a smaller number of securities than are in the Underlying Index. As a result, an adverse development respecting an issuer of securities held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Underlying Index. To the extent the assets in the Fund are smaller, these risks will be greater.

Replication Management Risk: Unlike many investment companies, the Fund is not "actively" managed. Therefore, it would not necessarily sell a security because the security's issuer was in financial trouble unless that security is removed from the Underlying Index.

Small- and Medium-Capitalization Company Risk: Investing in securities of small- and medium-capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small- and medium-capitalization companies and the industries in

which they are focused are still evolving and, while this may offer better growth potential than larger, more established companies, it also may make them more sensitive to changing market conditions.

Risk of Investing in Depositary Receipts: The Fund may invest in depositary receipts, including unsponsored depositary receipts. Unsponsored depositary receipts may be established by a depositary without participation by the underlying issuer. Holders of an unsponsored depositary receipt generally bear all the costs associated with establishing the unsponsored depositary receipt. These investments may involve additional risks and considerations including, for example, risks related to adverse political and economic developments unique to a country or region, currency fluctuations or controls and the possibility of expropriation, nationalization or confiscatory taxation. The issuers of the securities underlying unsponsored depositary receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depositary receipts. In addition, the Fund's investments may also include depositary receipts that are not purchased in the public markets and are restricted securities that can be offered and sold only to certain buyers. The Adviser will determine the liquidity of such investments pursuant to guidelines established by The Trust's Board of Trustees. It is possible that depositary receipts purchased by the Fund could have the effect of increasing the level of the Fund's illiquidity.

Licensing, Custody and Settlement Risk: Approval of governmental authorities may be required prior to investing in the securities of companies based in certain countries. Delays in obtaining such an approval would delay investments in the particular country, and, as a consequence, the Fund may not be able to invest in all of the securities included in the Underlying Index while an approval is pending. Rules adopted under the Investment Company Act of 1940, as amended (the "1940 Act"), permit a fund to maintain its foreign securities and cash in the custody of certain eligible non-U.S. banks and securities depositories. Certain banks in foreign countries that are eligible foreign sub-custodians may be recently organized or otherwise lack extensive operating experience. In addition, in certain countries there may be legal restrictions or limitations on the ability of the Fund to recover assets held in custody by a foreign sub-custodian in the event of the bankruptcy of the sub-custodian. Settlement systems in emerging markets may be less well organized than in developed markets. Thus there may be a risk that settlement may be delayed and that cash or securities of the Fund may be in jeopardy because of failures of or defects in the systems. Under the laws of certain countries in which the Fund invests, the Fund may be required to release local shares before receiving cash payment or may be required to make cash payment prior to receiving local shares.

Risk of Investment in Other Investment Companies: Subject to the limitations set forth in the 1940 Act, or as otherwise permitted by the Securities and Exchange Commission (the "SEC"), the Fund may acquire shares in other investment companies, including exchange-traded funds ("ETFs"). The market value of the shares of other investment companies may differ from their NAVs. In addition, the shares of closed-end investment companies frequently trade at a discount to their NAV. As an investor in companies, including investment companies, the Fund would bear its ratable share of that entity's expenses, including its investment advisory and administration fees, while continuing to pay its own advisory and administration fees and other expenses. As a result, shareholders will be absorbing duplicate levels of fees with respect to investments in other investment companies.

The securities of other investment companies in which the Fund may invest may be leveraged. As a result, the Fund may be indirectly exposed to leverage through an investment in such securities. An investment in securities of other investment companies that use leverage may expose the Fund to higher volatility in the market value of such securities and the possibility that the Fund's long-term returns on such securities (and, indirectly, the long-term returns of the Shares) will be diminished.

Risk of Investing in Derivatives: Derivatives are financial instruments, such as swaps, options, warrants, futures contracts and currency forwards, whose values are based on the value of one or more indicators, such as a security, asset, currency, interest rate, or index. The Fund's use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Moreover, although the value of a derivative is based on an underlying

indicator, a derivative does not carry the same rights as would be the case if the Fund invested directly in the underlying securities.

Derivatives are subject to a number of risks, such as potential changes in value in response to market developments or as a result of the counterparty’s credit quality and the risk that a derivative transaction may not have the effect the Adviser anticipated. Derivatives also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate perfectly with the underlying indicator. Derivative transactions can create investment leverage, may be highly volatile, and the Fund could lose more than the amount it invests.

Many derivative transactions are entered into “over the counter” (not on an exchange or contract market); as a result, the value of such a derivative transaction will depend on the ability and the willingness of the Fund’s counterparty to perform its obligations under the transaction. If a counterparty were to default on its obligations, the Fund’s contractual remedies against such counterparty may be subject to bankruptcy and insolvency laws, which could affect the Fund’s rights as a creditor (e.g., the Fund may not receive the net amount of payments that it is contractually to receive). A liquid secondary market may not always exist for the Fund’s derivative positions at any time.

Industry Risk: To the extent that the Fund’s investments are concentrated within any one industry, or group of related industries, any factors detrimental to the performance of such industry will disproportionately impact the Fund’s NAV. These detrimental factors may include additional governmental regulation, including the increased cost of compliance, inflation, an increase in the cost of raw materials, an increase in interest rates and technological advances. Investments focused in a particular industry are subject to greater risk, and are more greatly impacted by market volatility, than more diversified investments.

The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.

How the Fund Has Performed

The Fund had not commenced operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Fund. Investors purchasing and selling Shares in the secondary market may be subject to costs (including customary brokerage commissions) charged by their broker.

| | |
|--|---------------|
| Shareholder Transaction Expenses (fees paid directly from your investments)..... | None* |
| Annual Fund Operating Expenses ⁽¹⁾⁽²⁾ (expenses that are deducted from the Fund’s assets) | |
| Management Fees | 0.125% |
| Distribution and Service (12b-1) Fees ⁽³⁾ | —% |
| Other Expenses | 0.405% |
| Total Annual Fund Operating Expenses | <u>0.530%</u> |
| Expense Waiver and Reimbursements ⁽⁴⁾ | 0.030% |
| Net Operating Expenses..... | <u>0.500%</u> |

- (1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending September 30, 2010.
- (2) Expressed as a percentage of average net assets.
- (3) The Fund has adopted a Distribution and Service (12b-1) Plan pursuant to which the Fund may bear a 12b-1 fee not to exceed 0.125% per annum of the Fund’s average daily net assets. However, no such fee is currently paid by the Fund.
- (4) The Adviser has contractually agreed, pursuant to a separate agreement with the Trust (the “Expense Agreement”), to waive Management Fees and reimburse Other Expenses to the extent necessary to prevent Total Annual Fund Operating Expenses (other than Distribution and Service (12b-1) Fees (if any), brokerage or other

transaction related expenses, taxes, interest, litigation expenses and other extraordinary expenses) from exceeding 0.50% of average net assets per year (the “Expense Cap”), at least until January 31, 2012. Pursuant to the Expense Agreement, for a period of five years subsequent to the Fund’s commencement of operations, the Adviser may recover from the Fund fees and expenses waived or reimbursed during the prior three years if the Fund’s expense ratio, including the recovered expenses, falls below the Expense Cap.

* See “Creation Transaction Fees and Redemption Transaction Fees” below.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund’s gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

| 1 Year* | 3 Years* |
|----------------|-----------------|
| \$51 | \$163 |

Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 600,000 Shares (each block of 600,000 Shares called a “Creation Unit”) or multiples thereof. As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$30,500 per transaction (regardless of the number of Creation Units involved).** An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$30,500 for each redemption transaction (regardless of the number of Creation Units involved).* APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$20,000,000 and a 5% return each year, and assuming that the Fund’s operating expenses remain the same, the total costs would be \$163,250 if the Creation Unit is redeemed after one year, and \$386,861 if the Creation Unit is redeemed after three years.*

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund’s expense ratio.

* The costs for the one-year example reflect the Expense Cap that is in effect until January 31, 2012, as set forth in the footnotes to the fee table. The costs for the three year example do not reflect the Expense Cap after such date.

** See “Creations, Redemptions and Transaction Fees” below.

GLOBALSHARES FTSE ALL-WORLD EX US FUND

Ticker: GSO

CUSIP: 68003W 400

Intraday NAV Ticker: GSO.IV Underlying Index: FTSE All-World ex US Index (Ticker: AW02)

Investment Objective, Strategies and Risks

Investment Objective: The Fund seeks investment results that correspond (before fees and expenses) generally to the performance of the equity index called the FTSE All-World ex US Index (the “Underlying Index”).

Principal Investment Strategies: The Fund will normally invest at least 80% of its total assets in securities that comprise the Underlying Index (which may include depository receipts representing such securities) and investments that have economic characteristics that are substantially identical to the economic characteristics of the component securities in the Underlying Index. The Fund has adopted a policy that requires the Fund to provide shareholders with at least 60 days notice prior to any material change in this policy or the Underlying Index. The Underlying Index is a market capitalization weighted index, adjusted based on the free-float of potential index constituents, and designed to track the performance of large- and medium-capitalization companies located in developed and emerging market countries throughout the world, excluding the United States. The Underlying Index is currently comprised of approximately 2,200 stocks, which represent approximately 98% of the investable market capitalization in the world, excluding the United States. The Fund’s investment objective is non-fundamental and may be changed by the Board of Trustees without shareholder approval.

The Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. Because of the practical difficulties and expense of purchasing all of the securities in the Underlying Index, the Fund does not purchase all of the securities in the Underlying Index. Instead, the Adviser utilizes a “sampling” methodology in seeking to achieve the Fund’s investment objective. Sampling means that the Adviser uses quantitative analysis to select securities from the Underlying Index universe to obtain a representative sample of securities that resemble the Underlying Index in terms of key risk factors, performance attributes and other characteristics. These include industry weightings, market capitalization and other financial characteristics of securities. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund and transaction costs. The Adviser generally expects the Fund to hold less than the total number of securities in the Underlying Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund’s investment objective. The Fund may also invest in other investment companies and utilize derivative instruments, such as swaps, options, warrants, futures contracts and currency forwards (and participation notes, convertible securities and structured notes), to seek performance that corresponds to the Underlying Index.

Index Methodology: The constituents of the Underlying Index are selected by FTSE International Limited (“FTSE” or the “Index Provider”) pursuant to a proprietary methodology. The equities included in the Underlying Index are selected annually and are free-float weighted (i.e., weighted based on the shares of a public company that are not held by corporate insiders that are freely tradable in the public market or markets on which a company’s securities are listed). Equities are also screened to ensure that they meet certain liquidity guidelines to ensure that the Underlying Index is tradable. The number of securities included in the Underlying Index will vary from month to month and may be higher or lower than the historical ranges. The Underlying Index is adjusted quarterly. During each quarter, the number of equity securities may decrease as the common stocks are either delisted or not actively traded for any reason including, but not limited to, mergers, acquisitions and bankruptcies.

Index Construction: The composition of the Underlying Index is determined based on the following criteria:

- (1) The Underlying Index is comprised of companies from countries (excluding the United States) that must meet the following criteria before they can be included in the Underlying Index:
 - (a) Permission for direct equity investment by non-nationals;
 - (b) Availability of accurate and timely data;
 - (c) Non-existence of any significant exchange controls which would prevent the timely repatriation of capital or dividends;
 - (d) The demonstration of significant international investor interest in the local equity market;
and
 - (e) Existence of adequate liquidity in the market of the relevant country.
- (2) Once the countries comprising the Underlying Index are established, all companies in a region are ranked by market capitalization and the top 98% of the companies comprising the total market capitalization are selected in order to establish a regional universe.
- (3) Once the regional universe is selected, the index universe is selected to include companies with a value of at least \$100 million. These companies are then screened and tested to ensure they meet the liquidity requirements and that they are fully free float adjusted.

Principal Risks of Investing in the Fund: The following specific risk factors have been identified for the Fund.

Market Trading Risk: Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

Market Risk: The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in stock prices. Overall stock values could decline generally or could underperform other investments.

Foreign Investment Risk: Investments in the securities of non U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. securities, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

Risks of Investing in Emerging Market or Developing Countries: Investments in the securities of issuers in emerging market countries involve risks not associated with investments in the securities of issuers in developed countries. Emerging markets are subject to greater market volatility, lower trading volume, political and economic instability, uncertainty regarding the existence of trading markets and more

governmental limitations on foreign investment than more developed markets. In addition, securities in emerging markets may be subject to greater price fluctuations than securities in more developed markets. There may be less information publicly available with regard to emerging market issuers and such issuers are not subject to the uniform accounting, auditing and financial reporting standards applicable to U.S. issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which U.S. issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in U.S. issuers. Securities law in many emerging market countries is relatively new and unsettled. Therefore, laws regarding foreign investment in emerging market securities, securities regulation, title to securities, and shareholder rights may change quickly and unpredictably. In addition, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent, and subject to sudden change.

Investment in equity securities of issuers operating in certain countries is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in equity securities of issuers operating in certain countries and increase the costs and expenses of the Fund. Certain countries require governmental approval prior to investments by foreign persons, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by domiciliaries of the countries and/or impose additional taxes on foreign investors. Certain countries may also restrict investment opportunities in issuers in industries deemed important to national interests.

Non-Correlation Risk: The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index.

Due to legal and regulatory rules and limitations imposed by certain countries and stock exchanges on which securities in the Underlying Index trade, including foreign ownership limitations and margin requirements, the Fund may not be able to invest in all securities included in the Underlying Index or may be delayed in purchasing or selling securities included in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as foreign investment and/or trading restrictions, cost or liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. Because the Fund utilizes a sampling approach or if the Fund utilizes futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

Sampling Risk: The Fund's use of a representative sampling approach will result in it holding a smaller number of securities than are in the Underlying Index. As a result, an adverse development respecting an issuer of securities held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Underlying Index. To the extent the assets in the Fund are smaller, these risks will be greater.

Replication Management Risk: Unlike many investment companies, the Fund is not "actively" managed. Therefore, it would not necessarily sell a security because the security's issuer was in financial trouble unless that security is removed from the Underlying Index.

Medium-Capitalization Company Risk: Investing in securities of medium-capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established

companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often medium-capitalization companies and the industries in which they are focused are still evolving and, while this may offer better growth potential than larger, more established companies, it also may make them more sensitive to changing market conditions.

Risk of Investing in Depositary Receipts: The Fund may invest in depositary receipts, including unsponsored depositary receipts. Unsponsored depositary receipts may be established by a depositary without participation by the underlying issuer. Holders of an unsponsored depositary receipt generally bear all the costs associated with establishing the unsponsored depositary receipt. These investments may involve additional risks and considerations including, for example, risks related to adverse political and economic developments unique to a country or region, currency fluctuations or controls and the possibility of expropriation, nationalization or confiscatory taxation. The issuers of the securities underlying unsponsored depositary receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depositary receipts. In addition, the Fund's investments may also include depositary receipts that are not purchased in the public markets and are restricted securities that can be offered and sold only to certain buyers. The Adviser will determine the liquidity of such investments pursuant to guidelines established by The Trust's Board of Trustees. It is possible that depositary receipts purchased by the Fund could have the effect of increasing the level of the Fund's illiquidity.

Licensing, Custody and Settlement Risk: Approval of governmental authorities may be required prior to investing in the securities of companies based in certain countries. Delays in obtaining such an approval would delay investments in the particular country, and, as a consequence, the Fund may not be able to invest in all of the securities included in the Underlying Index while an approval is pending. Rules adopted under the Investment Company Act of 1940, as amended (the "1940 Act"), permit a fund to maintain its foreign securities and cash in the custody of certain eligible non-U.S. banks and securities depositories. Certain banks in foreign countries that are eligible foreign sub-custodians may be recently organized or otherwise lack extensive operating experience. In addition, in certain countries there may be legal restrictions or limitations on the ability of the Fund to recover assets held in custody by a foreign sub-custodian in the event of the bankruptcy of the sub-custodian. Settlement systems in emerging markets may be less well organized than in developed markets. Thus there may be a risk that settlement may be delayed and that cash or securities of the Fund may be in jeopardy because of failures of or defects in the systems. Under the laws of certain countries in which the Fund invests, the Fund may be required to release local shares before receiving cash payment or may be required to make cash payment prior to receiving local shares.

Risk of Investment in Other Investment Companies: Subject to the limitations set forth in the 1940 Act, or as otherwise permitted by the Securities and Exchange Commission (the "SEC"), the Fund may acquire shares in other investment companies, including exchange-traded funds ("ETFs"). The market value of the shares of other investment companies may differ from their NAVs. In addition, the shares of closed-end investment companies frequently trade at a discount to their NAV. As an investor in companies, including investment companies, the Fund would bear its ratable share of that entity's expenses, including its investment advisory and administration fees, while continuing to pay its own advisory and administration fees and other expenses. As a result, shareholders will be absorbing duplicate levels of fees with respect to investments in other investment companies.

The securities of other investment companies in which the Fund may invest may be leveraged. As a result, the Fund may be indirectly exposed to leverage through an investment in such securities. An investment in securities of other investment companies that use leverage may expose the Fund to higher volatility in the market value of such securities and the possibility that the Fund's long-term returns on such securities (and, indirectly, the long-term returns of the Shares) will be diminished.

Risk of Investing in Derivatives: Derivatives are financial instruments, such as swaps, options, warrants, futures contracts and currency forwards, whose values are based on the value of one or more indicators, such as a security, asset, currency, interest rate, or index. The Fund's use of derivatives involves risks

different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Moreover, although the value of a derivative is based on an underlying indicator, a derivative does not carry the same rights as would be the case if the Fund invested directly in the underlying securities.

Derivatives are subject to a number of risks, such as potential changes in value in response to market developments or as a result of the counterparty's credit quality and the risk that a derivative transaction may not have the effect the Adviser anticipated. Derivatives also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate perfectly with the underlying indicator. Derivative transactions can create investment leverage, may be highly volatile, and the Fund could lose more than the amount it invests.

Many derivative transactions are entered into "over the counter" (not on an exchange or contract market); as a result, the value of such a derivative transaction will depend on the ability and the willingness of the Fund's counterparty to perform its obligations under the transaction. If a counterparty were to default on its obligations, the Fund's contractual remedies against such counterparty may be subject to bankruptcy and insolvency laws, which could affect the Fund's rights as a creditor (e.g., the Fund may not receive the net amount of payments that it is contractually to receive). A liquid secondary market may not always exist for the Fund's derivative positions at any time.

Industry Risk: To the extent that the Fund's investments are concentrated within any one industry, or group of related industries, any factors detrimental to the performance of such industry will disproportionately impact the Fund's NAV. These detrimental factors may include additional governmental regulation, including the increased cost of compliance, inflation, an increase in the cost of raw materials, an increase in interest rates and technological advances. Investments focused in a particular industry are subject to greater risk, and are more greatly impacted by market volatility, than more diversified investments.

The Fund's Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.

How the Fund Has Performed

The Fund had not commenced operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Fund. Investors purchasing and selling Shares in the secondary market may be subject to costs (including customary brokerage commissions) charged by their broker.

| | |
|--|---------------|
| Shareholder Transaction Expenses (fees paid directly from your investments)..... | None* |
| Annual Fund Operating Expenses ⁽¹⁾⁽²⁾ (expenses that are deducted from the Fund's assets) | |
| Management Fees | 0.125% |
| Distribution and Service (12b-1) Fees ⁽³⁾ | —% |
| Other Expenses | 0.395% |
| Total Annual Fund Operating Expenses | <u>0.520%</u> |
| Expense Waiver and Reimbursements ⁽⁴⁾ | 0.170% |
| Net Operating Expenses..... | <u>0.350%</u> |

(1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending September 30, 2010.

(2) Expressed as a percentage of average net assets.

(3) The Fund has adopted a Distribution and Service (12b-1) Plan pursuant to which the Fund may bear a 12b-1 fee not to exceed 0.125% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund.

- (4) The Adviser has contractually agreed, pursuant to a separate agreement with the Trust (the “Expense Agreement”), to waive Management Fees and reimburse Other Expenses to the extent necessary to prevent Total Annual Fund Operating Expenses (other than Distribution and Service (12b-1) Fees (if any), brokerage or other transaction related expenses, taxes, interest, litigation expenses and other extraordinary expenses) from exceeding 0.35% of average net assets per year (the “Expense Cap”), at least until January 31, 2012. Pursuant to the Expense Agreement, for a period of five years subsequent to the Fund’s commencement of operations, the Adviser may recover from the Fund fees and expenses waived or reimbursed during the prior three years if the Fund’s expense ratio, including the recovered expenses, falls below the Expense Cap.
- * See “Creation Transaction Fees and Redemption Transaction Fees” below.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund’s gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

| 1 Year* | 3 Years* |
|----------------|-----------------|
| \$36 | \$128 |

Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 600,000 Shares (each block of 600,000 Shares called a “Creation Unit”) or multiples thereof. As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$28,000 per transaction (regardless of the number of Creation Units involved).** An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$28,000 for each redemption transaction (regardless of the number of Creation Units involved).* APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$20,000,000 and a 5% return each year, and assuming that the Fund’s operating expenses remain the same, the total costs would be \$127,628 if the Creation Unit is redeemed after one year, and \$312,639 if the Creation Unit is redeemed after three years.*

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund’s expense ratio.

* The costs for the one-year example reflect the Expense Cap that is in effect until January 31, 2012, as set forth in the footnotes to the fee table. The costs for the three year example do not reflect the Expense Cap after such date.

** See “Creations, Redemptions and Transaction Fees” below.

GLOBALSHARES FTSE DEVELOPED COUNTRIES EX US FUND

Ticker: GSD

CUSIP: 68003W 509

Intraday NAV Ticker: GSD.IV Underlying Index: FTSE Developed ex US Index (Ticker: AD02)

Investment Objective, Strategies and Risks

Investment Objective: The Fund seeks investment results that correspond (before fees and expenses) generally to the performance of the equity index called the FTSE Developed ex US Index (the “Underlying Index”).

Principal Investment Strategies: The Fund will normally invest at least 80% of its total assets in securities that comprise the Underlying Index (which may include depository receipts representing such securities) and investments that have economic characteristics that are substantially identical to the economic characteristics of the component securities in the Underlying Index. The Fund has adopted a policy that requires the Fund to provide shareholders with at least 60 days notice prior to any material change in this policy or the Underlying Index. The Underlying Index is designed to track the performance of large- and medium-capitalization companies providing coverage of developed markets, excluding the United States. The following countries are classified by the Index Provider (defined below) as developed countries: Australia, Austria, Belgium/Luxembourg, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, United Kingdom and the United States. The Underlying Index is currently comprised of approximately 1,400 stocks, which represent approximately 90% of the investable market capitalization in developed countries, excluding the United States. The Fund’s investment objective is non-fundamental and may be changed by the Board of Trustees without shareholder approval.

The Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. Because of the practical difficulties and expense of purchasing all of the securities in the Underlying Index, the Fund does not purchase all of the securities in the Underlying Index. Instead, the Adviser utilizes a “sampling” methodology in seeking to achieve the Fund’s investment objective. Sampling means that the Adviser uses quantitative analysis to select securities from the Underlying Index universe to obtain a representative sample of securities that resemble the Underlying Index in terms of key risk factors, performance attributes and other characteristics. These include industry weightings, market capitalization and other financial characteristics of securities. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund and transaction costs. The Adviser generally expects the Fund to hold less than the total number of securities in the Underlying Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund’s investment objective. The Fund may also invest in other investment companies and utilize derivative instruments, such as swaps, options, warrants, futures contracts and currency forwards (and convertible securities and structured notes), to seek performance that corresponds to the Underlying Index.

Index Methodology: The constituents of the Underlying Index are selected by FTSE International Limited (“FTSE” or the “Index Provider”) pursuant to a proprietary methodology. The equities included in the Underlying Index are selected annually and are free-float weighted (i.e., weighted based on the shares of a public company that are not held by corporate insiders that are freely tradable in the public market or markets on which a company’s securities are listed). Equities are also screened to ensure that they meet certain liquidity guidelines to ensure that the Underlying Index is tradable. The number of securities included in the Underlying Index will vary from month to month and may be higher or lower than the historical ranges. The Underlying Index is adjusted quarterly. During each quarter, the number of equity securities may decrease as the common stocks are either delisted or not actively traded for any reason including, but not limited to, mergers, acquisitions and bankruptcies.

Index Construction: The composition of the Underlying Index is determined based on the following criteria:

- (1) The Underlying Index is comprised of companies from developed countries (excluding the United States) that must meet the following criteria before they can be included in the Underlying Index:
 - (a) Permission for direct equity investment by non-nationals;
 - (b) Availability of accurate and timely data;
 - (c) Non-existence of any significant exchange controls which would prevent the timely repatriation of capital or dividends;
 - (d) The demonstration of significant international investor interest in the local equity market; and
 - (e) Existence of adequate liquidity in the market of the relevant country.
- (2) Once the countries comprising the Underlying Index are established, all companies in a region are ranked by market capitalization and the top 98% of the companies comprising the total market capitalization are selected in order to establish a regional universe.
- (3) Once the regional universe is selected, the index universe is selected to include companies with a value of at least \$100 million. These companies are then screened and tested to ensure they meet the liquidity requirements and that they are fully free float adjusted.

Principal Risks of Investing in the Fund: The following specific risk factors have been identified for the Fund.

Market Trading Risk: Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

Market Risk: The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in stock prices. Overall stock values could decline generally or could underperform other investments.

Foreign Investment Risk: Investments in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. securities, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

Non-Correlation Risk: The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. Because the Fund utilizes a sampling approach or if the Fund utilizes futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

Sampling Risk: The Fund's use of a representative sampling approach will result in it holding a smaller number of securities than are in the Underlying Index. As a result, an adverse development respecting an issuer of securities held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Underlying Index. To the extent the assets in the Fund are smaller, these risks will be greater.

Replication Management Risk: Unlike many investment companies, the Fund is not "actively" managed. Therefore, it would not necessarily sell a security because the security's issuer was in financial trouble unless that security is removed from the Underlying Index.

Medium-Capitalization Company Risk: Investing in securities of medium-capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often medium-capitalization companies and the industries in which they are focused are still evolving and, while this may offer better growth potential than larger, more established companies, it also may make them more sensitive to changing market conditions.

Risk of Investing in Depositary Receipts: The Fund may invest in depositary receipts, including unsponsored depositary receipts. Unsponsored depositary receipts may be established by a depositary without participation by the underlying issuer. Holders of an unsponsored depositary receipt generally bear all the costs associated with establishing the unsponsored depositary receipt. These investments may involve additional risks and considerations including, for example, risks related to adverse political and economic developments unique to a country or region, currency fluctuations or controls and the possibility of expropriation, nationalization or confiscatory taxation. The issuers of the securities underlying unsponsored depositary receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depositary receipts. In addition, the Fund's investments may also include depositary receipts that are not purchased in the public markets and are restricted securities that can be offered and sold only to certain buyers. The Adviser will determine the liquidity of such investments pursuant to guidelines established by The Trust's Board of Trustees. It is possible that depositary receipts purchased by the Fund could have the effect of increasing the level of the Fund's illiquidity.

Risk of Investment in Other Investment Companies: Subject to the limitations set forth in the 1940 Act, or as otherwise permitted by the Securities and Exchange Commission (the "SEC"), the Fund may acquire shares in other investment companies, including exchange-traded funds ("ETFs"). The market value of the shares of other investment companies may differ from their NAVs. In addition, the shares of closed-end investment companies frequently trade at a discount to their NAV. As an investor in companies, including investment companies, the Fund would bear its ratable share of that entity's expenses, including its investment advisory and administration fees, while continuing to pay its own advisory and administration fees and other expenses. As a result, shareholders will be absorbing duplicate levels of fees with respect to investments in other investment companies.

The securities of other investment companies in which the Fund may invest may be leveraged. As a result, the Fund may be indirectly exposed to leverage through an investment in such securities. An investment in securities of other investment companies that use leverage may expose the Fund to higher volatility in the market value of such securities and the possibility that the Fund's long-term returns on such securities (and, indirectly, the long-term returns of the Shares) will be diminished.

Risk of Investing in Derivatives: Derivatives are financial instruments, such as swaps, options, warrants, futures contracts and currency forwards, whose values are based on the value of one or more indicators, such as a security, asset, currency, interest rate, or index. The Fund's use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Moreover, although the value of a derivative is based on an underlying indicator, a derivative does not carry the same rights as would be the case if the Fund invested directly in the underlying securities.

Derivatives are subject to a number of risks, such as potential changes in value in response to market developments or as a result of the counterparty's credit quality and the risk that a derivative transaction may not have the effect the Adviser anticipated. Derivatives also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate perfectly with the underlying indicator. Derivative transactions can create investment leverage, may be highly volatile, and the Fund could lose more than the amount it invests.

Many derivative transactions are entered into "over the counter" (not on an exchange or contract market); as a result, the value of such a derivative transaction will depend on the ability and the willingness of the Fund's counterparty to perform its obligations under the transaction. If a counterparty were to default on its obligations, the Fund's contractual remedies against such counterparty may be subject to bankruptcy and insolvency laws, which could affect the Fund's rights as a creditor (e.g., the Fund may not receive the net amount of payments that it is contractually to receive). A liquid secondary market may not always exist for the Fund's derivative positions at any time.

Industry Risk: To the extent that the Fund's investments are concentrated within any one industry, or group of related industries, any factors detrimental to the performance of such industry will disproportionately impact the Fund's NAV. These detrimental factors may include additional governmental regulation, including the increased cost of compliance, inflation, an increase in the cost of raw materials, an increase in interest rates and technological advances. Investments focused in a particular industry are subject to greater risk, and are more greatly impacted by market volatility, than more diversified investments.

The Fund's Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.

How the Fund Has Performed

The Fund had not commenced operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Shares of the Fund. Investors purchasing and selling Shares in the secondary market may be subject to costs (including customary brokerage commissions) charged by their broker.

| | |
|--|---------------|
| Shareholder Transaction Expenses (fees paid directly from your investments)..... | None* |
| Annual Fund Operating Expenses ⁽¹⁾⁽²⁾ (expenses that are deducted from the Fund's assets) | |
| Management Fees | 0.125% |
| Distribution and Service (12b-1) Fees ⁽³⁾ | —% |
| Other Expenses | 0.355% |
| Total Annual Fund Operating Expenses | <u>0.480%</u> |
| Expense Waiver and Reimbursements ⁽⁴⁾ | 0.130% |

Net Operating Expenses..... 0.350%

- (1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending September 30, 2010.
 - (2) Expressed as a percentage of average net assets.
 - (3) The Fund has adopted a Distribution and Service (12b-1) Plan pursuant to which the Fund may bear a 12b-1 fee not to exceed 0.125% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund.
 - (4) The Adviser has contractually agreed, pursuant to a separate agreement with the Trust (the "Expense Agreement"), to waive Management Fees and reimburse Other Expenses to the extent necessary to prevent Total Annual Fund Operating Expenses (other than Distribution and Service (12b-1) Fees (if any), brokerage or other transaction related expenses, taxes, interest, litigation expenses and other extraordinary expenses) from exceeding 0.35% of average net assets per year (the "Expense Cap"), at least until January 31, 2012. Pursuant to the Expense Agreement, for a period of five years subsequent to the Fund's commencement of operations, the Adviser may recover from the Fund fees and expenses waived or reimbursed during the prior three years if the Fund's expense ratio, including the recovered expenses, falls below the Expense Cap.
- * See "Creation Transaction Fees and Redemption Transaction Fees" below.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

| 1 Year* | 3 Years* |
|----------------|-----------------|
| \$36 | \$125 |

Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 600,000 Shares (each block of 600,000 Shares called a "Creation Unit") or multiples thereof. As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$16,500 per transaction (regardless of the number of Creation Units involved).** An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$16,500 for each redemption transaction (regardless of the number of Creation Units involved).* APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$15,000,000 and a 5% return each year, and assuming that the Fund's operating expenses remain the same, the total costs would be \$86,721 if the Creation Unit is redeemed after one year, and \$220,163 if the Creation Unit is redeemed after three years.*

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

* The costs for the one-year example reflect the Expense Cap that is in effect until January 31, 2012, as set forth in the footnotes to the fee table. The costs for the three year example do not reflect the Expense Cap after such date.

** See "Creations, Redemptions and Transaction Fees" below.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund's expense ratio.

ADDITIONAL INVESTMENT STRATEGIES

Each Fund may invest its remaining assets in money market instruments, including repurchase agreements or other funds which invest exclusively in money market instruments (subject to applicable limitations under the 1940 Act, or exemptions therefrom), other investment companies, participation notes, convertible securities, structured notes (notes on which the amount of principal repayment and interest payments are based on the movement of one or more specified factors, such as the movement of a particular security or securities index), swaps and in options and futures contracts. Participation notes, swaps, options and futures contracts (and convertible securities and structured notes) may be used by a Fund in seeking performance that corresponds to its respective Underlying Index and in managing cash flows. The Funds will not invest in forward currency contracts and money market instruments as part of a temporary defensive strategy to protect against potential stock market declines.

Each of the policies described herein, including the investment objective of each Fund, constitutes a non-fundamental policy that may be changed by the Board of Trustees without shareholder approval. Certain fundamental policies of the Funds are set forth in the SAI under “Investment Restrictions.”

Borrowing Money

Each Fund may borrow money from a bank up to a limit of 10% of the value of its assets, but only for temporary or emergency purposes. A Fund may borrow money in the form of temporary (e.g., for periods of one to three days) overdrafts from its account with its custodian in certain limited circumstances, such as (a) where a Fund needs to purchase portfolio securities in certain local markets before it receives cash proceeds from the purchase of a Creation Unit (where the Creation Unit is purchased in whole or in part for cash) or (b) to rebalance a Fund’s portfolio more efficiently between securities holdings in various local markets in order to more effectively track its Underlying Index.

Securities Lending

Each Fund may lend its portfolio securities. In connection with such loans, each Fund receives liquid collateral equal to at least 102% of the value of the portfolio securities being lent. This collateral is marked to market on a daily basis.

ADDITIONAL RISKS

Trading Issues

Trading in Shares on NYSE Arca may be halted due to market conditions or for reasons that, in the view of NYSE Arca, make trading in Shares inadvisable. In addition, trading in Shares on NYSE Arca is subject to trading halts caused by extraordinary market volatility pursuant to NYSE Arca “circuit breaker” rules. There can be no assurance that the requirements of NYSE Arca necessary to maintain the listing of a Fund will continue to be met or will remain unchanged. Foreign exchanges may be open on days when Shares are not priced, and therefore, the value of the securities in a Fund’s portfolio may change on days when shareholders will not be able to purchase or sell Shares.

Fluctuation of NAV

The NAV of a Fund’s Shares will generally fluctuate with changes in the market value of the Fund’s holdings. The market prices of the Shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of and demand for the Shares on NYSE Arca. The Adviser cannot predict whether the Shares will trade below, at or above their NAV. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for the Shares will be closely related to, but not identical to, the same forces influencing the prices of the securities of a Fund’s Underlying Index trading individually or in the aggregate at any point in time. However, given that the Shares can be purchased and redeemed in Creation Units (unlike shares of closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAV), the Adviser believes that large discounts or premiums to the NAV of the Shares should not be sustained.

Securities Lending

Each Fund may engage in lending its portfolio securities to certain borrowers. Although each Fund will receive collateral in connection with all loans of its securities holdings, a Fund would be exposed to a risk of loss should a borrower default on its obligation to return the borrowed securities (e.g., the loaned securities may have appreciated beyond the value of the collateral held by the Fund). Furthermore, because of the risks in delay of recovery, a Fund may lose the opportunity to sell the securities at a desirable price, and the Fund will generally not have the right to vote securities while they are being loaned. In addition, a Fund will bear the risk of loss of any cash collateral that it invests.

Leverage

To the extent that each Fund borrows money, it may be leveraged. Leveraging generally exaggerates the effect on NAV of any increase or decrease in the market value of a Fund's portfolio securities.

PORTFOLIO HOLDINGS

A description of the Trust's policies and procedures with respect to the disclosure of the Funds' portfolio holdings is available in the Funds' SAI under "Additional Information Concerning the Trust".

MANAGEMENT OF THE FUNDS

Investment Adviser

The Adviser is a registered investment adviser with its offices at Grayston Ridge Office Park First Floor, Block A Sandton, South Africa 2196. The Adviser, a boutique firm within Old Mutual Investment Group (South Africa) (Proprietary) Limited with combined assets under management of approximately US\$5.2 billion as of August 31, 2009, serves as the investment adviser to the Trust. The Adviser is newly registered as an investment adviser in the United States, but has a seven year record of managing index-based products to track South African equity markets using the FTSE benchmarks.

The Adviser has overall responsibility as the Funds' investment adviser for the selection and ongoing monitoring of the Funds' investments, managing the Funds' business affairs and providing certain clerical, bookkeeping and other administrative services.

Pursuant to an investment advisory agreement (the "Advisory Agreement"), each Fund pays the Adviser an advisory fee for the services and facilities it provides payable on a monthly basis at the annual rate of 0.125% of each Fund's average daily net assets.

In addition to advisory fees, each Fund pays all other costs and expenses of its operations, including but not limited to index licensing fees, administration and custodian fees, costs related to independent trustees, legal and independent registered public accounting firm fees, the costs of reports and proxies to shareholders.

The Adviser has contractually agreed, pursuant to a separate agreement (the "Expense Agreement"), to waive advisory fees and reimburse other Fund expenses to the extent necessary to prevent the expenses of each Fund (other than distribution and service (12b-1) fees (if any), brokerage or other transaction related expenses, taxes, interest, litigation expenses and other extraordinary expenses) from exceeding the percentage of average net assets per year of each Fund, as set forth in the table below (the "Expense Cap"), at least until January 31, 2012.

| Fund | Expense Cap |
|--|--------------------|
| GlobalShares FTSE All-World Fund | 0.35% |
| GlobalShares FTSE Emerging Markets Fund | 0.39% |
| GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund | 0.50% |
| GlobalShares FTSE All-World ex US Fund | 0.35% |
| GlobalShares FTSE Developed Countries ex US Fund | 0.35% |

Pursuant to the Expense Agreement, for a period of five years subsequent to each Fund’s commencement of operations, the Adviser may recover from each Fund fees and expenses waived or reimbursed during the prior three years if the Fund’s expense ratio, including the recovered expenses, falls below the Expense Cap.

Approval of Investment Advisory Agreement

A discussion regarding the Board of Trustees’ basis for approving the Investment Advisory Agreement will be available in the semi-annual report to shareholders for the period ending March 31, 2010.

Portfolio Managers

Investment decisions for the Funds are made by investment management teams at the Adviser. The following individuals are jointly and primarily responsible for the day-to-day management of the Funds’ portfolios:

Loftie Botha

Mr. Botha, a registered portfolio manager with the South African Financial Services Board, joined the Adviser in May 2006. As Chief Investment Officer, he is responsible for the Adviser’s portfolio management activities and has a keen interest in enhanced indexation and absolute return funds. Mr. Botha started his career as an engineer, moving into the asset management industry in 1994 as an industrial analyst with the Mines Pension Fund. He joined ABSA Asset Management in 1998 where he managed the ABSA General Equity Fund. Prior to joining the Adviser, he was a senior portfolio manager at Huysamer Capital Investments.

Anver Dollie

Mr. Dollie, a registered portfolio manager with the South African Financial Services Board, is a Fund Manager for the Adviser, a position that he has held for the last two years. Previously Mr. Dollie was employed by Old Mutual Asset Managers and, during his eight year tenure; he performed a number of roles. He began as an Investment Project Specialist, was promoted to Cash Management Specialist, Custodian Relationship Specialist and then to the role of 3rd Party Investment Chief Operating Officer. Mr. Dollie holds a Chartered Institute of Secretaries and Administrators Certificate.

The SAI provides additional information about the Portfolio Managers’ compensation, other accounts managed by the Portfolio Managers, and the Portfolio Managers’ ownership of shares in the Funds for which they are Portfolio Managers.

HOW TO BUY AND SELL SHARES

The Shares will be issued or redeemed by each Fund at NAV per Share only in Creation Units. See “Creations, Redemptions and Transaction Fees.”

Most investors will buy and sell Shares of each Fund in secondary market transactions through brokers. Shares of each Fund will be listed for trading on the secondary market on NYSE Arca. Shares can be bought and sold throughout the trading day like other publicly traded shares. There is no minimum investment. Although Shares are generally purchased and sold in “round lots” of 100 Shares, brokerage firms typically permit investors to purchase or sell Shares in smaller “oddlots” at no per share price differential. When buying or selling Shares through a broker, you will incur customary brokerage commissions and charges, and you may pay some or all of the spread between the bid and the offered price in the secondary market on each leg of a round trip (purchase and sale) transaction. The Funds’ Shares have been approved for listing, subject to notice of issuance, on NYSE Arca under the following symbols:

| Fund | Trading Symbol |
|---|-----------------------|
| GlobalShares FTSE All-World Fund | GSW |
| GlobalShares FTSE Emerging Markets Fund | GSR |

| | |
|--|-----|
| GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund | GSZ |
| GlobalShares FTSE All-World ex US Fund | GSO |
| GlobalShares FTSE Developed Countries ex US Fund | GSD |

Share prices are reported in dollars and cents per Share.

Investors may acquire Shares directly from each Fund, and shareholders may tender their Shares for redemption directly to each Fund, only in Creation Units of 600,000 Shares (100,000 Shares for the GlobalShares FTSE Emerging Markets Fund) and only if they have entered into an authorized participant agreement with the principal underwriter and the transfer agent, as discussed in the “Creations, Redemptions and Transaction Fees” section below.

Book Entry

Shares are held in book-entry form, which means that no stock certificates are issued. The Depository Trust Company (“DTC”) 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.

Investors owning Shares are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all Shares. Participants in DTC include securities brokers and dealers, banks, trust companies, clearing corporations and other institutions that directly or indirectly maintain a custodial relationship with DTC. As a beneficial owner of Shares, you are not entitled to receive physical delivery of stock certificates or to have Shares registered in your name, and you are not considered a registered owner of Shares. Therefore, to exercise any right as an owner of Shares, you must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any other stocks that you hold in book entry or “street name” form.

Fund Share Trading Prices

The trading prices of Shares of each Fund on NYSE Arca may differ from the Fund’s daily NAV and can be affected by market forces of supply and demand, economic conditions and other factors.

The approximate value of Shares of each Fund will be disseminated every 15 seconds. This approximate value should not be viewed as a “real-time” update of the NAV per Share of the Fund because the approximate value may not be calculated in the same manner as the NAV, which is computed once a day, generally at the end of the business day. The Funds are not involved in, or responsible for, the calculation or dissemination of the approximate value and the Funds do not make any warranty as to its accuracy.

FREQUENT PURCHASES AND REDEMPTIONS OF FUND SHARES

The Board of Trustees (the “Board”) has evaluated the risks of market timing activities by the Trust’s shareholders. The Board noted that each Fund’s Shares can only be purchased and redeemed directly from each Fund in Creation Units by APs and that the vast majority of trading in each Fund’s Shares occurs on the secondary market. Because the secondary market trades do not involve the Fund directly, it is unlikely that secondary market trading would cause many of the harmful effects of market timing, including dilution, disruption of portfolio management, increases in each Fund’s trading costs and the realization of capital gains. Each Fund also employs fair valuation pricing to minimize potential dilution from market timing. In addition, each Fund imposes fixed transaction fees on purchases and redemptions of Creation Units to cover the custodial and other costs incurred by each Fund in effecting trades. Given this structure, the Board determined that it is not necessary to adopt policies and procedures to detect and deter market timing of each Fund’s Shares.

CREATIONS, REDEMPTIONS AND TRANSACTION FEES

Creation Units

Investors such as market makers, large investors and institutions who wish to deal in Creation Units directly with a Fund must have entered into an authorized participant agreement with the principal underwriter and the transfer agent, or purchase through a dealer that has entered into such an agreement. Set forth below is a brief description of the procedures applicable to the purchase and redemption of

Creation Units. For more detailed information, see “Creation and Redemption of Creation Unit Aggregations” in the SAI.

Purchase

In order to purchase Creation Units of a Fund, an investor must generally deposit a designated portfolio of equity securities constituting a substantial replication, or a representation, of the securities included in the relevant Fund’s Underlying Index (the “Deposit Securities”) and generally make a small cash payment referred to as the “Cash Component.” The list of the names and the numbers of shares of the Deposit Securities is made available by the Fund’s custodian through the facilities of the NSCC immediately prior to the opening of business each day of NYSE Arca. The Cash Component represents the difference between the NAV of a Creation Unit and the market value of the Deposit Securities.

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 (the “Clearing Process”) or (ii) a participant of The Depository Trust Company (“DTC Participant”) that has entered into an agreement with the principal underwriter and the transfer agent, with respect to purchases and redemptions of Creation Units. All orders must be placed for one or more whole Creation Units of Shares of a Fund and must be received by the Distributor in proper form no later than the close of regular trading on the New York Stock Exchange (“NYSE”) (ordinarily 4:00 p.m., Eastern time) (“Closing Time”) in order to receive that day’s closing NAV per Share. In the case of custom orders, as further described in the SAI, the order must be received by the Distributor no later than 3:00 p.m. New York time. A custom order may be placed by an AP in the event that the Trust permits or requires the substitution of an amount of cash to be added to the Cash Component to replace any Deposit Security which may not be available in sufficient quantity for delivery or which may not be eligible for trading by such AP or the investor for which it is acting or any other relevant reason. See “Creation and Redemption of Creation Unit Aggregations” in the SAI.

A fixed Creation Transaction Fee is applicable to each transaction regardless of the number of Creation Units purchased in the transaction. The following are the applicable Creation Transaction Fees:

| Fund | Creation Transaction Fee |
|--|--------------------------|
| GlobalShares FTSE All-World Fund | \$21,500 |
| GlobalShares FTSE Emerging Markets Fund | \$14,500 |
| GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund | \$30,500 |
| GlobalShares FTSE All-World ex US Fund | \$28,000 |
| GlobalShares FTSE Developed Countries ex US Fund | \$16,500 |

An additional charge of up to four times the Creation Transaction Fee may be imposed with respect to transactions effected outside of the Clearing Process (through a DTC Participant) or to the extent that cash is used in lieu of securities to purchase Creation Units. See “Creation and Redemption of Creation Unit Aggregations” in the SAI. The price for each Creation Unit will equal the daily NAV per Share times the number of Shares in a Creation Unit plus the fees described above and, if applicable, any transfer taxes.

Shares of a Fund may be issued in advance of receipt of all Deposit Securities subject to various conditions, including a requirement to maintain on deposit with the Fund cash at least equal to 115% of the market value of the missing Deposit Securities. See “Creation and Redemption of Creation Unit Aggregations” in the SAI.

Legal Restrictions on Transactions in Certain Securities

An investor subject to a legal restriction with respect to a particular security required to be deposited in connection with the purchase of a Creation Unit may, at a Fund’s discretion, be permitted to deposit an equivalent amount of cash in substitution for any security which would otherwise be included in the Deposit Securities applicable to the purchase of a Creation Unit. For more details, see “Creation and Redemption of Creation Unit Aggregations” in the SAI.

Redemption

Each Fund’s custodian makes available immediately prior to the opening of business each day of NYSE Arca, through the facilities of the NSCC, the list of the names and the numbers of shares of the Fund’s portfolio securities that will be applicable that day to redemption requests in proper form (“Fund Securities”). Fund Securities received on redemption may not be identical to Deposit Securities which are applicable to purchases of Creation Units. Unless cash redemptions are available or specified for a Fund, the redemption proceeds consist of the Fund Securities, plus cash in an amount equal to the difference between the NAV of the Shares being redeemed, as next determined after receipt by the Distributor of a redemption request in proper form, and the value of the Fund Securities (the “Cash Redemption Amount”), less the applicable redemption fee and, if applicable, any transfer taxes. Should the Fund Securities have a value greater than the NAV of Shares being redeemed, a compensating cash payment to the Trust equal to the differential, plus the applicable redemption fee and, if applicable, any transfer taxes will be required to be arranged for by or on behalf of the redeeming shareholder. For more details, see “Creation and Redemption of Creation Unit Aggregations” in the SAI.

An order to redeem Creation Units of a Fund may only be effected by or through an AP. An order to redeem 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 NYSE (ordinarily 4:00 p.m. New York time) in order to receive that day’s closing NAV per Share. In the case of custom orders, as further described in the SAI, the order must be received by the Distributor no later than 3:00 p.m. New York time.

A fixed Redemption Transaction Fee is applicable to each redemption transaction regardless of the number of Creation Units redeemed in the transaction. The following are the applicable Redemption Transaction Fees:

| Fund | Redemption Transaction Fee |
|--|-----------------------------------|
| GlobalShares FTSE All-World Fund | \$21,500 |
| GlobalShares FTSE Emerging Markets Fund | \$14,500 |
| GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund | \$30,500 |
| GlobalShares FTSE All-World ex US Fund | \$28,000 |
| GlobalShares FTSE Developed Countries ex US Fund | \$16,500 |

An additional charge of up to four times the Redemption Transaction Fee may be charged to approximate additional expenses incurred by the Trust with respect to redemptions effected outside of the Clearing Process or to the extent that redemptions are for cash. Each Fund reserves the right to effect redemptions in cash. A shareholder may request a cash redemption in lieu of securities, however, each Fund may, in its discretion, reject any such request. See “Creation and Redemption of Creation Unit Aggregations” in the SAI.

DIVIDENDS, DISTRIBUTIONS AND TAXES

Dividends and Distributions

Dividends from net investment income, if any, are declared and paid quarterly. Each Fund distributes its net realized capital gains, if any, to shareholders annually.

Distributions in cash may be reinvested automatically in additional whole Shares, only if the broker through whom you purchased Shares makes such option available.

Distribution Plan and Service Plan

The Board of Trustees of the Trust has adopted a distribution and services plan (the “Plan”) pursuant to Rule 12b-1 under the 1940 Act. Under the Plan, each Fund is authorized to pay distribution fees in connection with the sale and distribution of its shares and pay service fees in connection with the provision of ongoing services to shareholders of each class and the maintenance of shareholder accounts in an amount up to 0.125% of its average daily net assets each year.

No 12b-1 fees are currently paid by the Funds, and there are no current plans to impose these fees. However, in the event 12b-1 fees are charged in the future, because these fees are paid out of a Fund's assets on an ongoing basis, these fees will increase the cost of your investment in the Fund. By purchasing Shares subject to distribution fees and service fees, you may pay more over time than you would by purchasing shares with other types of sales charge arrangements. Long-term shareholders may pay more than the economic equivalent of the maximum front-end sales charge permitted by the rules of FINRA. The net income attributable to the Shares will be reduced by the amount of distribution fees and service fees and other expenses of the Funds.

Taxes

As with any investment, you should consider how your investment in Shares will be taxed. The tax information in this Prospectus is provided as general information. You should consult your own tax professional about the tax consequences of an investment in Shares.

Unless your investment in Shares is made through a tax-exempt entity or tax-deferred retirement account, such as an IRA plan, you need to be aware of the possible tax consequences when:

- Your Fund makes distributions,
- You sell your Shares listed on NYSE Arca, and
- You purchase or redeem Creation Units.

Taxes on Distributions

Dividends from net investment income, if any, are declared and paid quarterly. Each Fund may also pay a special distribution at the end of the calendar year to comply with federal tax requirements. In general, your distributions are subject to federal income tax when they are paid, whether you take them in cash or reinvest them in a Fund. Dividends paid out of a Fund's income and net short-term gains, if any, are taxable as ordinary income. Distributions of net long-term capital gains, if any, in excess of net short-term capital losses are taxable as long-term capital gains, regardless of how long you have held the Shares.

Long-term capital gains of non corporate taxpayers are generally taxed at a maximum rate of 15% for taxable years beginning before January 1, 2011. In addition, for these taxable years, some ordinary dividends declared and paid by a Fund to non corporate shareholders may qualify for taxation at the lower reduced tax rates applicable to long-term capital gains, provided that holding period and other requirements are met by the Fund and the shareholder. Without future congressional action, the maximum rate of long-term capital gains will return to 20% in 2011, and all dividends will be taxed at ordinary income rates.

Distributions in excess of a Fund's current and accumulated earnings and profits are treated as a tax-free return of capital to the extent of your basis in the Shares, and as capital gain thereafter. A distribution will reduce a Fund's NAV per Share and may be taxable to you as ordinary income or capital gain even though, from an investment standpoint, the distribution may constitute a return of capital.

By law, each Fund must withhold a percentage of your distributions and proceeds if you have not provided a taxpayer identification number or social security number.

Taxes on Exchange-Listed Share Sales

Currently, any capital gain or loss realized upon a sale of Shares is generally treated as long-term capital gain or loss if the Shares have been held for more than one year and as short-term capital gain or loss if the Shares have been held for one year or less. The ability to deduct capital losses may be limited.

Taxes on Purchase and Redemption of Creation Units

An AP who exchanges equity securities for Creation Units generally will recognize a gain or a loss. The gain or loss will be equal to the difference between the market value of the Creation Units at the time and

the exchanger's aggregate basis in the securities surrendered and the Cash Component paid. A person who exchanges Creation Units for equity securities will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the aggregate market value of the securities received and the Cash Redemption Amount. The Internal Revenue Service, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted currently under the rules governing "wash sales," or on the basis that there has been no significant change in economic position. Persons exchanging securities should consult their own tax advisor with respect to whether wash sale rules apply and when a loss might be deductible.

Under current federal tax laws, any capital gain or loss realized upon redemption of Creation Units is generally treated as long-term capital gain or loss if the Shares have been held for more than one year and as a short-term capital gain or loss if the Shares have been held for one year or less.

If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many Shares you purchased or sold and at what price.

Foreign Income Taxes

Each Fund may elect to pass its credits for foreign income taxes through to its shareholders for a taxable year if more than 50% of its assets at the close of the year, by value, consists of stock and securities of foreign corporations. If the Fund makes this election, each shareholder will be treated as having paid a proportionate share of the Fund's foreign income taxes, but the shareholder must include an equal amount in gross income. See the SAI section "Taxes."

The foregoing discussion summarizes some of the possible consequences under current federal tax law of an investment in a Fund. It is not a substitute for personal tax advice. You may also be subject to state and local tax on Fund distributions and sales of Fund Shares. Consult your personal tax advisor about the potential tax consequences of an investment in Fund Shares under all applicable tax laws. For more information, please see the SAI section "Taxes."

NET ASSET VALUE

The Bank of New York Mellon ("BNYM") calculates each Fund's NAV at the close of regular trading (normally 4:00 p.m., Eastern time) every day NYSE is open. NAV is calculated by deducting all of the Fund's liabilities from the total value of its assets and dividing the result by the number of Shares outstanding, rounding to the nearest cent. All valuations are subject to review by the Trust's Board or its delegate.

In determining NAV, expenses are accrued and applied daily and securities and other assets for which market quotations are available are valued at market value. Stocks and other equity securities are valued at the last sales price that day based on the official closing price of the exchange where the security is primarily traded. The NAV for each Fund will be calculated and disseminated daily. The approximate value of Shares of the applicable Fund, an amount representing on a per share basis the sum of the current value of the Deposit Securities based on their then current market price and the estimated Cash Component will be disseminated every 15 seconds throughout the trading day through the facilities of the Consolidated Tape Association. As the respective international local markets close, the market value of the Deposit Securities will continue to be updated for foreign exchange rates for the remainder of the U.S. trading day at the prescribed 15 second interval. The value of each Underlying Index will not be calculated and disseminated intra day. The value and return of each Underlying Index is calculated once each trading day by the Index Provider based on prices received from the respective international local markets.

The value of each Fund's portfolio securities is based on the securities' closing price on local markets when available. If a security's market price is not readily available or does not otherwise accurately reflect the fair value of the security, the security will be valued by another method that the Adviser believes will better reflect fair value in accordance with the Trust's valuation policies and procedures approved by the Board. Money market securities maturing in 60 days or less will be valued at amortized cost. Each Fund may use fair value pricing in a variety of circumstances, including but not limited to, situations when the value of a security in a Fund's portfolio has been materially affected by events occurring after the close of the market

on which the security is principally traded (such as a corporate action or other news that may materially affect the price of a security) or trading in a security has been suspended or halted. Fair value pricing involves subjective judgments and it is possible that a fair value determination for a security is materially different than the value that could be realized upon the sale of the security. In addition, fair value pricing could result in a difference between the prices used to calculate a Fund’s NAV and the prices used by the Fund’s Underlying Index. This may adversely affect a Fund’s ability to track its Underlying Index. With respect to securities that are primarily listed on foreign exchanges, the value of a Fund’s portfolio securities may change on days when you will not be able to purchase or sell your Shares.

FUND SERVICE PROVIDERS

Foreside Fund Services, LLC (the “Distributor”) is the principal underwriter and distributor of each Fund’s Shares. The Distributor will not distribute Shares in less than whole Creation Units, and it does not maintain a secondary market in the Shares. The Distributor is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”).

Foreside Compliance Services, LLC (“FCS”), an affiliate of the Distributor, provides an Anti-Money Laundering Officer and Chief Compliance Officer as well as certain additional compliance support functions to the Funds.

Foreside Management Services, LLC (“FMS”), an affiliate of the Distributor, provides a Principal Financial Officer to the Funds.

The Distributor, FCS and FMS are not affiliated with the Adviser or with BNYM or its affiliates. The Distributor, FCS, FMS and their officers have no role in determining the investment policies or which securities are to be purchased or sold by the Funds.

BNYM is the administrator of the Funds.

BNYM is also custodian and fund accounting and transfer agent for the Funds.

Dechert LLP, 1095 Avenue of the Americas, New York, NY 10036, serves as legal counsel to the Funds.

KPMG LLP, 99 High Street, Boston, MA 02110, serves as the Funds’ independent registered public accounting firm. The independent registered public accounting firm is responsible for auditing the annual financial statements of the Funds.

INDEX PROVIDER

The FTSE Group is the Index Provider for the GlobalShares FTSE All-World Fund, GlobalShares FTSE Emerging Markets Fund, GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund, GlobalShares FTSE All-World ex US Fund and GlobalShares FTSE Developed Countries ex US Fund and the Underlying Indexes are trademarks of FTSE and have been licensed for use for certain purposes by the Adviser.

“FTSE®” is a trademark of the Exchange and the FT RAFI Fundamentals Weighted and “Fundamental Index” are trademarks of Research Affiliates and all such trademarks are used by FTSE under license.

Set forth below is a list of each Fund and the Underlying Index upon which it is based:

| Fund | Underlying Index |
|--|--|
| GlobalShares FTSE All-World Fund | FTSE All-World Index |
| GlobalShares FTSE Emerging Markets Fund | FTSE Emerging Markets Index |
| GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund | FTSE All-Cap Asia Pacific ex Japan Index |
| GlobalShares FTSE All-World ex US Fund | FTSE All-World ex US Index |
| GlobalShares FTSE Developed Countries ex US Fund | FTSE Developed ex US Index |

DISCLAIMERS

The GlobalShares FTSE All-World Fund, GlobalShares FTSE Emerging Markets Fund, GlobalShares FTSE All-Cap Asia Pacific ex Japan Fund, GlobalShares FTSE All-World ex US Fund and GlobalShares FTSE Developed Countries ex US Fund are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited (“FTSE”), by the London Stock Exchange Plc (the “Exchange”), The Financial Times Limited (“FT”) or by Research Affiliated LLC (“RA”) (collectively the “Licensor Parties”) and none of the Licensor Parties make any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE All-World Index, FTSE Emerging Index, FTSE Global All Cap Asia Pacific ex Japan Index, FTSE All-World ex US Index and FTSE Developed ex US Index (the “Underlying Indexes”) and/or the figure at which the said Underlying Indexes stand at any particular time on any particular day or otherwise. The Underlying Indexes are compiled and calculated by FTSE in conjunction with RA. None of the Licensor Parties shall be under any obligation to advise any person of any error therein.

None of the Funds are sponsored, endorsed, sold or promoted by FTSE, and FTSE does not make any representation regarding the advisability of investing in Shares of these Funds.

FTSE makes no representation or warranty, express or implied, to the owners of Fund Shares or any member of the public regarding the advisability of investing in securities generally or in Shares particularly. As the Index Provider, FTSE’s only relationship to the Distributor, the Adviser or the Trust is the licensing of certain trademarks and trade names of the FTSE and the Underlying Indexes.

The Shares of the Funds are not in any way sponsored, endorsed, sold or promoted by FTSE or by the London Stock Exchange Plc (the “Exchange”) or by The Financial Times Limited (“FT”) and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the Underlying Indexes and/or the figure at which the said Underlying Indexes stand at any particular time on any particular day or otherwise. The Underlying Indexes are compiled and calculated by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Underlying Indexes and neither FTSE nor the Exchange nor FT shall be under any obligation to advise any person of any error therein.

“FTSE®” is a trademark of the Exchange and FT and is used by the Adviser under license. The Underlying Indexes are selected and calculated without regard to the Distributor, the Adviser, the Trust or any holders of Shares. FTSE has no obligation to take the needs of the Distributor, the Adviser, the Trust or the owners of Shares into consideration in determining, composing or calculating the Underlying Indexes. FTSE is not responsible for and has not participated in the determination of the prices and amount of Shares or the timing of the issuance or sale of Shares or in the determination of any financial calculations relating thereto. FTSE has no obligation or liability in connection with the administration of the Trust, or marketing of the Shares. FTSE does not guarantee the accuracy and/or the completeness of the Underlying Indexes or any data included therein, and FTSE shall have no liability for any errors, omissions, or interruptions therein. FTSE makes no warranty, express or implied, as to results to be obtained by the Distributor, the Adviser, the Trust or owners of Shares, or any other person or entity, from the use of the Underlying Indexes, trading based on the Underlying Indexes, any data included therein in connection with the Funds or for any other use. FTSE expressly disclaims all warranties and conditions of merchantability, title or fitness for a particular purpose or use with respect to the Underlying Indexes or any data included therein, the Funds, the Trust or the Shares except as set forth in the respective license agreements with the Adviser. Without limiting any of the foregoing, in no event shall FTSE have any liability for any special, punitive, indirect, or consequential damages (including lost profits) resulting from the use of the Underlying Indexes or any data included therein, the Funds, the Trust or the Shares, even if notified of the possibility of such damages.

The Adviser does not guarantee the accuracy and/or the completeness of the Underlying Indexes or any data included therein, and the Adviser shall have no liability for any errors, omissions, or interruptions therein. The Adviser makes no warranty, express or implied, as to results to be obtained by the Funds, owners of the Shares of the Funds or any other person or entity from the use of the Underlying Indexes or

any data included therein. The Adviser makes no express or implied warranties, and expressly disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to the Underlying Indexes or any data included therein. Without limiting any of the foregoing, in no event shall the Adviser have any liability for any special, punitive, direct, indirect or consequential damages (including lost profits) arising out of matters relating to the use of the Underlying Indexes even if notified of the possibility of such damages.

Section 12(d)(1) of the 1940 Act restricts investments by investment companies in the securities of other investment companies, including shares of the Funds. Registered investment companies are permitted to invest in the Funds beyond the limits set forth in Section 12(d)(1) subject to certain terms and conditions set forth in an SEC exemptive order issued to the Trust, including that such investment companies enter into an agreement with the Funds.

OTHER INFORMATION

Continuous Offering

The method by which Creation Unit Aggregations of Fund Shares are created and traded may raise certain issues under applicable securities laws. Because new Creation Unit Aggregations of Shares are issued and sold by the Funds on an ongoing basis, a “distribution,” as such term is used in the Securities Act of 1933, as amended (the “Securities Act”), may occur at any point. 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.

For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it takes Creation Unit Aggregations after placing an order with the Distributor, 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.

Broker-dealer firms should also note that dealers who are not “underwriters” but are effecting transactions in Shares, whether or not participating in the distribution of Shares, are generally required to deliver a prospectus. This is because the prospectus delivery exemption in Section 4(3) of the Securities Act is not available in respect of such transactions as a result of Section 24(d) of the 1940 Act. As a result, broker-dealer firms should note that dealers who are not underwriters but are participating in a distribution (as contrasted with ordinary secondary market transactions) and thus dealing with the Shares that are part of an overallotment within the meaning of Section 4(3)(a) of the Securities Act would be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act. Firms that incur a prospectus delivery obligation with respect to Shares are reminded that, under the Securities Act Rule 153, a prospectus delivery obligation under Section 5(b)(2) of the Securities Act owed to an exchange member in connection with a sale on NYSE Arca is satisfied by the fact that the prospectus is available at NYSE Arca upon request. The prospectus delivery mechanism provided in Rule 153 is only available with respect to transactions on an exchange.

For More Information

For more detailed information on the Trust, Funds and Shares, you may request a copy of the Funds' SAI. The SAI provides detailed information about the Funds, and is incorporated by reference into this Prospectus. This means that the SAI, for legal purposes, is a part of this Prospectus. Additional information about each Fund's investments will be available in the Fund's annual and semi-annual reports, to shareholders, when available. In each Fund's annual report, when available, you will find a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during its last fiscal year. If you have questions about the Funds or Shares or you wish to obtain the SAI free of charge, please:

Write: Old Mutual Global Shares Trust
10 High Street, Suite 302
Boston, MA 02110

Call: 1-888-OMG-XTUS (1-888-664-9887)

Visit: www.GlobalSharesETF.com

Information about the Funds (including the SAI) can be reviewed and copied at the SEC's Public Reference Room, 100 F Street NE, Washington, D.C. 20549, and information on the operation of the Public Reference Room may be obtained by calling the SEC at 1 202 551 8090. Reports and other information about the Funds are available on the EDGAR Database on the SEC's Internet site at www.sec.gov, and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address:

publicinfo@sec.gov

or by writing the SEC's Public Reference Section, Washington, D.C. 20549. The Trust's registration number under the 1940 Act is 811-22304.

No person is authorized to give any information or to make any representations about the Funds and their Shares not contained in this Prospectus and you should not rely on any other information. Read and keep the Prospectus for future reference.

Distributor

Foreside Fund Services, LLC

<http://www.foreside.com>

Investment Company Act File No. 811-22304