

William Slattery, CFA

Vice President

Listing Qualifications

By Electronic Mail

May 2, 2019

Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on April 30, 2019 The Nasdaq Stock Market (the "Exchange") received from Pacer Funds Trust (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Pacer Cash Cows Fund of Funds ETF
Pacer Emerging Markets Cash Cows 100 ETF

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

