

PowerShares DB Multi-Sector Commodity Trust
Form S-3ASR
January 03, 2013
Table of Contents

As filed with the Securities and Exchange Commission on January 3, 2013

Registration No. 333-[-]

333-[-]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

(Registrant)

POWERSHARES DB AGRICULTURE FUND

(Co-Registrant)

(Exact name of registrant as specified in its charter)

Delaware

6799

87-0778053 (Trust)

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(State of Organization)

(Primary Standard Industrial

(I.R.S. Employer

Classification Code Number)

Identification Number)

Martin Kremenstein

c/o DB Commodity Services LLC

c/o DB Commodity Services LLC

60 Wall Street

60 Wall Street

New York, New York 10005

New York, New York 10005

(212) 250-5883

(Address, including zip code, and telephone number including

(212) 250-8779

(Name, address, including zip code, and telephone number,

area code, of registrant's principal executive offices)

including area code, of agent for service)

Copies to:

Michael J. Schmidtberger, Esq.

James C. Munsell, Esq.

Sidley Austin LLP

787 Seventh Avenue

New York, New York 10019

Approximate date of commencement of proposed sale to the public:

As promptly as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer x

Accelerated filer "

Non-accelerated filer (Do not check if a smaller reporting company) "

Smaller reporting company "

Pursuant to the provisions of Rule 415(a)(6) under the Securities Act of 1933, as amended, the issuer is including on this new registration statement both the unsold securities and the filing fees paid in connection with such unsold securities that was covered by the earlier registration statement as provided in the following table. The filing fees in the below table will continue to be applied to such unsold securities.

Title of Securities being included in this registration statement	Earlier Registration Statement Number	Unsold Number of Shares from Earlier Registration Statement	Filing fee paid for Unsold Shares
PowerShares DB Agriculture Fund Common Units of Beneficial Interest	333-163453-09	168,172,875	\$245,392.81

Table of Contents

EXPLANATORY NOTE

PowerShares DB Multi-Sector Commodity Trust, or the Trust, is organized in seven separate series as a Delaware statutory trust, each such series a Fund. DB Commodity Services LLC, the Managing Owner of the Trust and the Funds, had previously offered the common units of beneficial interest, or Shares, of all seven Funds pursuant to a single Registration Statement and a shared Prospectus. Upon effectiveness of this Registration Statement, the Managing Owner will offer the Shares of PowerShares DB Agriculture Fund through the standalone Prospectus that is a part of this Registration Statement. Upon effectiveness of a separate Registration Statement, the Managing Owner will offer the Shares of the following six Funds through a shared Prospectus: PowerShares DB Energy Fund, PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund, PowerShares DB Silver Fund and PowerShares DB Base Metals Fund.

Table of Contents

POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

PowerShares DB Agriculture Fund	168,172,875	Common Units of Beneficial Interest
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PowerShares DB Multi-Sector Commodity Trust, or the Trust, is organized in seven separate series as a Delaware statutory trust, one of which is offered pursuant to this Prospectus. PowerShares DB Agriculture Fund, or the Fund, is a series of the Trust. The Fund issues common units of beneficial interest, or Shares, which represent units of fractional undivided beneficial interest in and ownership of the Fund.

Authorized Participants may sell the Shares they purchase from the Fund in blocks of 200,000 Shares, called Baskets, to other investors at prices that are expected to reflect, among other factors, the trading price of the Fund's Shares on the NYSE Arca, Inc., or the NYSE Arca, and the supply of and demand for Shares of the Fund at the time of sale and are expected to fall between net asset value and the trading price of the Shares of the Fund on the NYSE Arca at the time of sale.

The Shares trade on the NYSE Arca under the symbol DBA.

The Fund trades exchange-traded futures contracts on the commodities comprising the DBIQ Diversified Agriculture Index Excess Return, or the Index, with a view to tracking the Index

over time. The Fund also earns interest income from United States Treasury and other high credit quality short-term fixed income securities.

The Index, which is comprised of one or more underlying commodities, or Index Commodities, is intended to reflect the agricultural sector. The Index Commodities consist of Corn, Soybeans, Wheat, Kansas City Wheat, Sugar, Cocoa, Coffee, Cotton, Live Cattle, Feeder Cattle and Lean Hogs.

The common units of beneficial interest of the other six series of the Trust (PowerShares DB Energy Fund, PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund, PowerShares DB Silver Fund and PowerShares DB Base Metals Fund) are offered pursuant to a separate prospectus.

Except when aggregated in Baskets, the Shares are not redeemable securities.

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DB Commodity Services LLC serves as the Managing Owner, commodity pool operator and commodity trading advisor of the Fund.

INVESTING IN THE SHARES INVOLVES SIGNIFICANT RISKS. PLEASE REFER TO THE RISKS YOU FACE BEGINNING ON PAGE 18.

Futures trading is volatile and even a small movement in market prices could cause large losses.

The success of the Fund's trading program depends upon the skill of the Managing Owner and its trading principals.

You could lose all or substantially all of your investment.

The Index is concentrated in a small number of commodities. Concentration may result in greater volatility.

Investors pay fees in connection with their investment in the Shares, including asset-based fees of 0.85% per annum. Additional charges include brokerage fees of approximately 0.16% per annum in the aggregate.

Authorized Participants may offer to the public, from time-to-time, Shares from any Baskets they create. Shares offered to the public by Authorized Participants will be offered at a per-Share offering price that will vary depending on, among other factors, the trading price of the Shares on the NYSE Arca, the net asset value per Share and the supply of and demand for the Shares at the time of the offer. Shares initially comprising the same Basket but offered by Authorized Participants to the public at different times may have different offering prices. Authorized Participants will not receive from the Fund, the Managing Owner or any of their affiliates, any fee or other compensation in connection with their sale of Shares to the public.

An Authorized Participant may receive commissions or fees from investors who purchase Shares through their commission or fee-based brokerage accounts. In addition, the Managing Owner pays a distribution services fee to ALPS Distributors, Inc. and pays a marketing fee to Invesco Distributors, Inc. without reimbursement from the Trust or the Fund. For more information regarding these items of compensation paid to FINRA members, please see the Plan of Distribution section on page 92.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense. The Fund is not a mutual fund or any other type of investment company within the meaning of the Investment Company Act of 1940, as amended, and the Fund is not subject to regulation thereunder.

THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THIS POOL NOR HAS THE COMMISSION PASSED ON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT.

The Shares are neither interests in nor obligations of any of the Managing Owner, the Trustee or any of their respective affiliates. The Shares are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

January 3, 2013

Table of Contents

COMMODITY FUTURES TRADING COMMISSION

RISK DISCLOSURE STATEMENT

YOU SHOULD CAREFULLY CONSIDER WHETHER YOUR FINANCIAL CONDITION PERMITS YOU TO PARTICIPATE IN A COMMODITY POOL. IN SO DOING, YOU SHOULD BE AWARE THAT COMMODITY INTEREST TRADING CAN QUICKLY LEAD TO LARGE LOSSES AS WELL AS GAINS. SUCH TRADING LOSSES CAN SHARPLY REDUCE THE NET ASSET VALUE OF THE POOL AND CONSEQUENTLY THE VALUE OF YOUR INTEREST IN THE POOL. IN ADDITION, RESTRICTIONS ON REDEMPTIONS MAY AFFECT YOUR ABILITY TO WITHDRAW YOUR PARTICIPATION IN THE POOL.

FURTHER, COMMODITY POOLS MAY BE SUBJECT TO SUBSTANTIAL CHARGES FOR MANAGEMENT, AND ADVISORY AND BROKERAGE FEES. IT MAY BE NECESSARY FOR THOSE POOLS THAT ARE SUBJECT TO THESE CHARGES TO MAKE SUBSTANTIAL TRADING PROFITS TO AVOID DEPLETION OR EXHAUSTION OF THEIR ASSETS. THIS DISCLOSURE DOCUMENT CONTAINS A COMPLETE DESCRIPTION OF EACH EXPENSE TO BE CHARGED THIS POOL AT PAGE 56 AND A STATEMENT OF THE PERCENTAGE RETURNS NECESSARY TO BREAK EVEN, THAT IS, TO RECOVER THE AMOUNT OF YOUR INITIAL INVESTMENT, AT PAGE 13.

THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER FACTORS NECESSARY TO EVALUATE YOUR PARTICIPATION IN THIS COMMODITY POOL. THEREFORE, BEFORE YOU DECIDE TO PARTICIPATE IN THIS COMMODITY POOL, YOU SHOULD CAREFULLY STUDY THIS DISCLOSURE DOCUMENT, INCLUDING A DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THIS INVESTMENT, AT PAGES 18 THROUGH 27.

YOU SHOULD ALSO BE AWARE THAT THIS COMMODITY POOL MAY TRADE FOREIGN FUTURES OR OPTIONS CONTRACTS. TRANSACTIONS ON MARKETS LOCATED OUTSIDE THE UNITED STATES, INCLUDING MARKETS FORMALLY LINKED TO A UNITED STATES MARKET, MAY BE SUBJECT TO REGULATIONS WHICH OFFER DIFFERENT OR DIMINISHED PROTECTION TO THE POOL AND ITS PARTICIPANTS. FURTHER, UNITED STATES REGULATORY AUTHORITIES MAY BE UNABLE TO COMPEL THE ENFORCEMENT OF THE RULES OF REGULATORY AUTHORITIES OR MARKETS IN NON-UNITED STATES JURISDICTIONS WHERE TRANSACTIONS FOR THE POOL MAY BE EFFECTED.

THIS PROSPECTUS DOES NOT INCLUDE ALL OF THE INFORMATION OR EXHIBITS IN THE REGISTRATION STATEMENT OF THE TRUST. YOU CAN READ AND COPY THE ENTIRE REGISTRATION STATEMENT AT THE PUBLIC REFERENCE FACILITIES MAINTAINED BY THE SEC IN WASHINGTON, D.C.

THE FUND FILES QUARTERLY AND ANNUAL REPORTS WITH THE SEC. YOU CAN READ AND COPY THESE REPORTS AT THE SEC PUBLIC REFERENCE FACILITIES IN WASHINGTON, D.C. PLEASE CALL THE SEC AT 1-800-SEC-0330 FOR FURTHER INFORMATION.

THE FILINGS OF THE TRUST ARE POSTED AT THE SEC WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

REGULATORY NOTICES

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE TRUST, THE FUND, THE MANAGING OWNER, THE AUTHORIZED PARTICIPANTS OR ANY OTHER PERSON.

Table of Contents

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO SELL OR A SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY OFFER, SOLICITATION, OR SALE OF THE SHARES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION, OR SALE IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE ANY SUCH OFFER, SOLICITATION, OR SALE.

THE BOOKS AND RECORDS OF THE FUND ARE MAINTAINED AS FOLLOWS: ALL MARKETING MATERIALS ARE MAINTAINED AT THE OFFICES OF ALPS DISTRIBUTORS, INC., 1290 BROADWAY, SUITE 1100, DENVER, COLORADO 80203; TELEPHONE NUMBER (303) 623-2577; BASKET CREATION AND REDEMPTION BOOKS AND RECORDS, ACCOUNTING AND CERTAIN OTHER FINANCIAL BOOKS AND RECORDS (INCLUDING FUND ACCOUNTING RECORDS, LEDGERS WITH RESPECT TO ASSETS, LIABILITIES, CAPITAL, INCOME AND EXPENSES, THE REGISTRAR, TRANSFER JOURNALS AND RELATED DETAILS) AND TRADING AND RELATED DOCUMENTS RECEIVED FROM FUTURES COMMISSION MERCHANTS ARE MAINTAINED BY THE BANK OF NEW YORK MELLON, 2 HANSON PLACE, BROOKLYN, NEW YORK 11217, TELEPHONE NUMBER (718) 315-7500. ALL OTHER BOOKS AND RECORDS OF THE FUND (INCLUDING MINUTE BOOKS AND OTHER GENERAL CORPORATE RECORDS, TRADING RECORDS AND RELATED REPORTS AND OTHER ITEMS RECEIVED FROM THE FUND'S COMMODITY BROKERS) ARE MAINTAINED AT THE FUND'S PRINCIPAL OFFICE, C/O DB COMMODITY SERVICES LLC, 60 WALL STREET, NEW YORK, NEW YORK 10005; TELEPHONE NUMBER (212) 250-5883. SHAREHOLDERS WILL HAVE THE RIGHT, DURING NORMAL BUSINESS HOURS, TO HAVE ACCESS TO AND COPY (UPON PAYMENT OF REASONABLE REPRODUCTION COSTS) SUCH BOOKS AND RECORDS IN PERSON OR BY THEIR AUTHORIZED ATTORNEY OR AGENT. MONTHLY ACCOUNT STATEMENTS FOR THE FUND CONFORMING TO COMMODITY FUTURES TRADING COMMISSION (THE CFTC) AND THE NATIONAL FUTURES ASSOCIATION (THE NFA) REQUIREMENTS ARE POSTED ON THE MANAGING OWNER'S WEBSITE AT [HTTP://WWW.DBFUNDS.DB.COM](http://www.dbfunds.db.com). ADDITIONAL REPORTS ARE POSTED ON THE MANAGING OWNER'S WEBSITE IN THE DISCRETION OF THE MANAGING OWNER OR AS REQUIRED BY REGULATORY AUTHORITIES. THERE WILL SIMILARLY BE DISTRIBUTED TO SHAREHOLDERS OF THE FUND, NOT MORE THAN 90 DAYS AFTER THE CLOSE OF THE FUND'S FISCAL YEAR, CERTIFIED AUDITED FINANCIAL STATEMENTS AND (IN NO EVENT LATER THAN MARCH 15 OF THE IMMEDIATELY FOLLOWING YEAR) THE TAX INFORMATION RELATING TO SHARES OF THE FUND NECESSARY FOR THE PREPARATION OF SHAREHOLDERS' ANNUAL FEDERAL INCOME TAX RETURNS.

THE DIVISION OF INVESTMENT MANAGEMENT OF THE SECURITIES AND EXCHANGE COMMISSION REQUIRES THAT THE FOLLOWING STATEMENT BE PROMINENTLY SET FORTH HEREIN: NEITHER POWERSHARES DB MULTI-SECTOR COMMODITY TRUST NOR ANY SERIES THEREOF IS A MUTUAL FUND OR ANY OTHER TYPE OF INVESTMENT COMPANY WITHIN THE MEANING OF THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED, AND IS NOT SUBJECT TO REGULATION THEREUNDER.

AUTHORIZED PARTICIPANTS MAY BE REQUIRED TO DELIVER A PROSPECTUS WHEN TRANSACTING IN SHARES. SEE PLAN OF DISTRIBUTION.

Table of Contents

PART ONE

DISCLOSURE DOCUMENT

SUMMARY	1
<u>The Trust and the Fund</u>	1
<u>Shares Listed on the NYSE Arca</u>	1
<u>Purchases and Sales in the Secondary Market on the NYSE Arca</u>	1
<u>Pricing Information Available on the NYSE Arca and Other Sources</u>	2
<u>CUSIP Number</u>	2
<u>Risk Factors</u>	2
<u>The Trustee</u>	4
<u>Investment Objective</u>	4
<u>General</u>	5
<u>Composition of the Index</u>	5
<u>Contract Selection (OY Single Commodity Indexes only)</u>	6
<u>Contract Selection (Non-OY Single Commodity Indexes only)</u>	7
<u>Monthly Index Roll Period with respect to both OY Single Commodity Indexes and Non-OY Single Commodity Indexes</u>	7
<u>Shares Should Track Closely the Value of its Index</u>	8
<u>The Managing Owner</u>	8
<u>The Commodity Broker</u>	8
<u>The Administrator, Custodian and Transfer Agent</u>	9
<u>ALPS Distributors, Inc.</u>	10
<u>800 Number for Investors</u>	10
<u>Invesco Distributors, Inc.</u>	10
<u>Limitation of Liabilities</u>	10
<u>Creation and Redemption of Shares</u>	11
<u>The Offering</u>	11
<u>Authorized Participants</u>	11
<u>Net Asset Value</u>	11
<u>Clearance and Settlement</u>	11
<u>Segregated Accounts/Interest Income</u>	11
<u>Fees and Expenses</u>	12
<u>Breakeven Amounts</u>	13
<u>Distributions</u>	13
<u>Fiscal Year</u>	13
<u>U.S. Federal Income Tax Considerations</u>	13
<u>Breakeven Table</u>	13
<u>Incorporation by Reference of Certain Documents</u>	15
<u>Reports to Shareholders</u>	15
<u>Cautionary Note Regarding Forward-Looking Statements</u>	16
<u>Patent Applications Pending</u>	16
ORGANIZATION CHART	17
THE RISKS YOU FACE	18
<u>(1) The Value of the Shares of the Fund Relates Directly to the Value of the Futures Contracts and Other Assets Held by the Fund and Fluctuations in the Price of These Assets Could Materially Adversely Affect an Investment in the Fund's Shares.</u>	18
<u>(2) Net Asset Value May Not Always Correspond to Market Price and, as a Result, Baskets May be Created or Redeemed at a Value that Differs from the Market Price of the Shares.</u>	18
<u>(3) Regulatory and Exchange Position Limits and Other Rules May Restrict the Creation of Baskets and the Operation of the Fund.</u>	19
<u>(4) The Fund's Performance May Not Always Replicate Exactly the Changes in the Level of its Index.</u>	21
<u>(5) The Fund Is Not Actively Managed and Tracks its Index During Periods in Which the Index Is Flat or Declining as Well as When the Index Is Rising.</u>	21
<u>(6) The NYSE Arca May Halt Trading in the Shares of the Fund Which Would Adversely Impact Your Ability to Sell Shares.</u>	21

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<u>(7) The Lack of Active Trading Markets for the Shares of the Fund May Result in Losses on Your Investment in the Fund at the Time of Disposition of Your Shares.</u>	21
<u>(8) The Shares of the Fund Are Relatively New Securities Products and Their Value Could Decrease if Unanticipated Operational or Trading Problems Arise.</u>	21
<u>(9) As the Managing Owner and its Principals have Been Operating Investment Vehicles like the Fund Since January 2006, their Experience May be Inadequate or Unsuitable to Manage the Fund.</u>	22
<u>(10) You May Not Rely on Past Performance or Index Results in Deciding Whether to Buy Shares.</u>	22
<u>(11) Fewer Representative Commodities May Result In Greater Index Volatility.</u>	22
<u>(12) Price Volatility May Possibly Cause the Total Loss of Your Investment.</u>	22
<u>(13) Unusually Long Peak-to-Valley Drawdown Periods With Respect To the Index May Be Reflected in Equally Long Peak-to-Valley Drawdown Periods with Respect to the Performance of the Shares of the Fund.</u>	22
<u>(14) Fees and Commissions are Charged Regardless of Profitability and May Result in Depletion of Assets.</u>	22
<u>(15) You Cannot Be Assured of the Managing Owner's Continued Services, Which Discontinuance May Be Detrimental to the Fund.</u>	22
<u>(16) Possible Illiquid Markets May Exacerbate Losses.</u>	22
<u>(17) You May Be Adversely Affected by Redemption Orders that Are Subject To Postponement, Suspension or Rejection Under Certain Circumstances.</u>	23

Table of Contents

<u>(18) Because the Futures Contracts Have No Intrinsic Value, the Positive Performance of Your Investment Is Wholly Dependent Upon an Equal and Offsetting Loss.</u>	23
<u>(19) Failure of Commodity Futures Markets to Exhibit Low to Negative Correlation to General Financial Markets Will Reduce Benefits of Diversification and May Exacerbate Losses to Your Portfolio.</u>	23
<u>(20) Shareholders Will Not Have the Protections Associated With Ownership of Shares in an Investment Company Registered Under the Investment Company Act of 1940.</u>	23
<u>(21) Trading on Commodity Exchanges Outside the United States is Not Subject to U.S. Regulation.</u>	23
<u>(22) Various Actual and Potential Conflicts of Interest May Be Detrimental to Shareholders.</u>	24
<u>(23) Shareholders Will Be Subject to Taxation on Their Allocable Share of the Fund's Taxable Income, Whether or Not They Receive Cash Distributions.</u>	24
<u>(24) Items of Income, Gain, Loss and Deduction With Respect to Shares could be Reallocated if the IRS does not Accept the Assumptions or Conventions Used by the Fund in Allocating Such Items.</u>	24
<u>(25) The Current Treatment of Long-Term Capital Gains Under Current U.S. Federal Income Tax Law May Be Adversely Affected, Changed or Repealed in the Future.</u>	24
<u>(26) Failure of Futures Commission Merchants or Commodity Brokers to Segregate Assets May Increase Losses; Despite Segregation of Assets, the Fund Remains at Risk of Significant Losses Because the Fund May Only Receive a Pro-Rata Share of the Assets, or No Assets at All.</u>	25
<u>(27) The Effect Of Market Disruptions and Government Intervention Are Unpredictable And May Have An Adverse Effect On The Value Of Your Shares.</u>	25
<u>(28) Regulatory Changes or Actions, Including the Implementation of the Dodd-Frank Act, May Alter the Operations and Profitability of the Funds.</u>	25
<u>(29) Lack of Independent Advisers Representing Investors.</u>	26
<u>(30) Possibility of Termination of the Fund May Adversely Affect Your Portfolio.</u>	26
<u>(31) Shareholders Do Not Have the Rights Enjoyed by Investors in Certain Other Vehicles.</u>	26
<u>(32) An Investment in Shares May Be Adversely Affected by Competition From Other Methods of Investing in Commodities.</u>	26
<u>(33) Competing Claims Over Ownership of Intellectual Property Rights Related to the Fund Could Adversely Affect the Fund and an Investment in Shares.</u>	26
<u>(34) The Value of the Shares Will be Adversely Affected if the Fund is Required to Indemnify the Trustee or the Managing Owner.</u>	26
<u>(35) The Net Asset Value Calculation of the Fund May Be Overstated or Understated Due to the Valuation Method Employed When a Settlement Price is not Available on the Date of Net Asset Value Calculation.</u>	27
<u>(36) Although the Shares are Limited Liability Investments, Certain Circumstances such as Bankruptcy of the Fund or Indemnification of the Fund by the Shareholder will Increase a Shareholder's Liability.</u>	27
<u>(37) An Insolvency Resulting From Another Series in the Trust or the Trust Itself May Have a Material Adverse Effect On the Fund.</u>	27
INVESTMENT OBJECTIVE	27
<u>Role of Managing Owner</u>	29
<u>Market Diversification</u>	30
PERFORMANCE OF POWERSHARES DB AGRICULTURE FUND (TICKER: DBA), A SERIES OF POWERSHARES DB MULTI-SECTOR COMMODITY TRUST	31
DESCRIPTION OF THE DBIO DIVERSIFIED AGRICULTURE INDEX EXCESS RETURN	33
<u>General</u>	33
<u>Composition of the Index</u>	35
<u>Contract Selection (OY Single Commodity Indexes only)</u>	35
<u>Contract Selection (Non-OY Single Commodity Indexes only)</u>	37
<u>Monthly Index Roll Period with respect to both OY Single Commodity Indexes and Non-OY Single Commodity Indexes</u>	38
<u>Change in the Methodology of the Index</u>	38
<u>Publication of Closing Levels and Adjustments</u>	38
<u>Interruption of Index Calculation</u>	39
<u>Historical Closing Levels</u>	39
<u>Cautionary Statement-Statistical Information</u>	40
<u>Volatility of the Index</u>	42
INFORMATION BARRIERS BETWEEN THE INDEX SPONSOR AND THE MANAGING OWNER	55
USE OF PROCEEDS	55
CHARGES	56
<u>Management Fee</u>	56

Table of Contents

<u>Organization and Offering Expenses</u>	56
<u>Brokerage Commissions and Fees</u>	56
<u>Routine Operational, Administrative and Other Ordinary Expenses</u>	56
<u>Non-recurring and Unusual Fees and Expenses</u>	56
<u>Management Fee and Expenses to be Paid First out of Interest Income</u>	57
<u>Selling Commission</u>	57
<u>WHO MAY SUBSCRIBE</u>	57
<u>CREATION AND REDEMPTION OF SHARES</u>	57
<u>Creation Procedures</u>	58
<u>Determination of required payment</u>	59
<u>Rejection of creation orders</u>	59
<u>Redemption Procedures</u>	59
<u>Determination of redemption proceeds</u>	60
<u>Delivery of redemption proceeds</u>	60
<u>Suspension, Postponement or Rejection of Redemption Orders</u>	60
<u>Creation and Redemption Transaction Fee</u>	60
<u>THE COMMODITY BROKER</u>	60
<u>Tax-Related Litigation</u>	61
<u>Mortgage-Related and Asset Backed Securities Matters</u>	61
<u>Auction Rate Securities</u>	62
<u>Trust Preferred Securities</u>	63
<u>CONFLICTS OF INTEREST</u>	63
<u>General</u>	63
<u>The Managing Owner</u>	63
<u>Relationship of the Managing Owner to the Commodity Broker</u>	63
<u>The Commodity Broker</u>	64
<u>Proprietary Trading/Other Clients</u>	64
<u>DESCRIPTION OF THE SHARES; THE FUND; CERTAIN MATERIAL TERMS OF THE TRUST DECLARATION</u>	65
<u>Description of the Shares</u>	65
<u>Principal Office; Location of Records</u>	65
<u>The Fund</u>	65
<u>The Trustee</u>	66
<u>The Managing Owner</u>	67
<u>Fiduciary and Regulatory Duties of the Managing Owner</u>	68
<u>Ownership or Beneficial Interest in the Fund</u>	69
<u>Management; Voting by Shareholders</u>	69
<u>Recognition of the Trust and the Fund in Certain States</u>	70
<u>Possible Repayment of Distributions Received by Shareholders; Indemnification by Shareholders</u>	70
<u>Shares Freely Transferable</u>	70
<u>Book-Entry Form</u>	70
<u>Reports to Shareholders</u>	71
<u>Net Asset Value</u>	71