
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2019.

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission file number: 001-34200

PROSHARES TRUST II

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

87-6284802
(I.R.S. Employer
Identification No.)

c/o ProShare Capital Management LLC
7501 Wisconsin Avenue, Suite 1000
Bethesda, Maryland 20814
(Address of principal executive offices) (Zip Code)

(240) 497-6400
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
ProShares Short Euro	EUFX	NYSE Arca
ProShares Short VIX Short-Term Futures ETF	SVXY	NYSE Arca
ProShares Ultra Bloomberg Crude Oil	UCO	NYSE Arca
ProShares Ultra Bloomberg Natural Gas	BOIL	NYSE Arca
ProShares Ultra Euro	ULE	NYSE Arca
ProShares Ultra Gold	UGL	NYSE Arca
ProShares Ultra Silver	AGQ	NYSE Arca
ProShares Ultra VIX Short-Term Futures ETF	UVXY	NYSE Arca
ProShares Ultra Yen	YCL	NYSE Arca
ProShares UltraPro 3x Crude Oil ETF	OILU	NYSE Arca
ProShares UltraPro 3x Short Crude Oil ETF	OILD	NYSE Arca
ProShares UltraShort Australian Dollar	CROC	NYSE Arca
ProShares UltraShort Bloomberg Crude Oil	SCO	NYSE Arca
ProShares UltraShort Bloomberg Natural Gas	KOLD	NYSE Arca
ProShares UltraShort Euro	EUO	NYSE Arca
ProShares UltraShort Gold	GLL	NYSE Arca
ProShares UltraShort Silver	ZSL	NYSE Arca
ProShares UltraShort Yen	YCS	NYSE Arca
ProShares VIX Mid-Term Futures ETF	VIXM	NYSE Arca

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer
 Non-Accelerated Filer Smaller Reporting Company
 Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.). Yes No

As of December 31, 2019, the registrant had 130,367,767 shares of common stock, \$0 par value per share, outstanding.

The aggregate market value of each Fund's units held by non-affiliates as of June 30, 2019 and the number of outstanding units for each Fund as of February 21, 2020 are included in the table below.

Fund	Aggregate Market Value of	Number of Outstanding Units
	the Fund's Units Held by Non-Affiliates as of June 30, 2019	as of February 21, 2020
ProShares Short Euro	\$ 22,130,000	50,000
ProShares Short VIX Short-Term Futures ETF	333,148,618	3,584,307
ProShares Ultra Bloomberg Crude Oil	375,992,644	29,311,317
ProShares Ultra Bloomberg Natural Gas	33,799,848	7,528,150
ProShares Ultra Euro	5,804,000	400,000
ProShares Ultra Gold	85,410,000	2,200,000
ProShares Ultra Silver	178,626,866	7,296,526
ProShares Ultra VIX Short-Term Futures ETF	548,899,419	40,380,912
ProShares Ultra Yen	5,807,257	49,970
ProShares UltraPro 3x Crude Oil ETF	112,200,000	15,500,000
ProShares UltraPro 3x Short Crude Oil ETF	15,715,094	1,724,906
ProShares UltraShort Australian Dollar	8,364,000	100,000
ProShares UltraShort Bloomberg Crude Oil	69,162,814	3,539,884
ProShares UltraShort Bloomberg Natural Gas	3,817,363	174,832
ProShares UltraShort Euro	134,302,000	3,950,000
ProShares UltraShort Gold	18,145,295	346,977
ProShares UltraShort Silver	14,011,144	466,976
ProShares UltraShort Yen	47,696,843	499,290
ProShares VIX Mid-Term Futures ETF	38,120,777	2,262,403
ProShares VIX Short-Term Futures ETF	246,663,184	26,001,317

DOCUMENTS INCORPORATED BY REFERENCE:

None.

THE FINANCIAL STATEMENT SCHEDULES CONTAINED IN PART IV OF THIS ANNUAL REPORT ON FORM 10-K CONSTITUTE THE ANNUAL REPORT WITH RESPECT TO THE COMMODITY POOLS FOR PURPOSES OF COMMODITY FUTURES TRADING COMMISSION RULE 4.22(C)

PROSHARES TRUST II

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Part I.

Item 1. Business.

Summary

ProShares Trust II (the “Trust”) is a Delaware statutory trust formed on October 9, 2007 and is currently organized into separate series (each, a “Fund” and collectively, the “Funds”). As of December 31, 2019, the following twenty series of the Trust have commenced investment operations: (i) ProShares VIX Short-Term Futures ETF and ProShares VIX Mid-Term Futures ETF (each, a “Matching VIX Fund” and collectively, the “Matching VIX Funds”); (ii) ProShares Short VIX Short-Term Futures ETF and ProShares Ultra VIX Short-Term Futures ETF (each, a “Geared VIX Fund” and collectively, the “Geared VIX Funds”); (iii) ProShares UltraShort Bloomberg Crude Oil, ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraShort Bloomberg Natural Gas, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares UltraShort Australian Dollar, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, ProShares Ultra Bloomberg Natural Gas, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Euro and ProShares Ultra Yen (each, a “Leveraged Fund” and collectively, the “Leveraged Funds”); and (iv) ProShares Short Euro (the “Short Euro Fund”). Each of the Funds listed above issues common units of beneficial interest (“Shares”), which represent units of fractional undivided beneficial interest in and ownership of only that Fund. The Shares of each Fund are listed on the NYSE Arca, Inc. (“NYSE Arca”). The Leveraged Funds, the Short Euro Fund and the Geared VIX Funds, are collectively referred to as the “Geared Funds” in this Annual Report on Form 10-K. The Geared VIX Funds and the Matching VIX Funds are collectively referred to as the “VIX Funds.”

The Trust had no operations prior to November 24, 2008, other than matters relating to its organization, the registration of each series under the Securities Act of 1933, as amended, and the sale and issuance to ProShare Capital Management LLC (the “Sponsor”) of fourteen Shares at an aggregate purchase price of \$350 in each of the following Funds: ProShares UltraShort Bloomberg Crude Oil, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Bloomberg Crude Oil, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Euro and ProShares Ultra Yen.

The Sponsor also serves as the Trust’s commodity pool operator. Wilmington Trust Company serves as the Trustee of the Trust (the “Trustee”). The Funds are commodity pools, as defined under “the Commodity Exchange Act (the “CEA”), and the applicable regulations of the Commodity Futures Trading Commission (the “CFTC”) and are operated by the Sponsor, a commodity pool operator registered with the CFTC. The Trust is not an investment company registered under the Investment Company Act of 1940, as amended.

Groups of Funds are collectively referred to in this Annual Report on Form 10-K in several different ways. References to “Short Funds,” “UltraShort Funds,” “UltraPro Short Funds,” “Ultra Funds” or “UltraPro Funds” refer to the different Funds based upon their investment objectives, but without distinguishing among the Funds’ benchmarks. References to “Commodity Index Funds,” “Commodity Funds” and “Currency Funds” refer to the different Funds according to their general benchmark categories without distinguishing among the Funds’ investment objectives or Fund-specific benchmarks. References to “VIX Funds” refer to the different Funds based upon their investment objective and their general benchmark categories.

Effective as of close of business on February 27, 2018, the investment objective of ProShares Ultra VIX Short-Term Futures ETF and ProShares Short VIX Short-Term Futures ETF changed.

ProShares Ultra VIX Short-Term Futures ETF changed its investment objective to seek daily investment results, before fees and expenses, that correspond to one and one-half times (1.5x) of the performance of the S&P 500 VIX Short-Term Futures Index for a single day. Prior to the close of business on February 27, 2018, the Fund’s investment objective was to seek results, before fees and expenses, that correspond to two times (2x) the performance of the Index for a single day.

ProShares Short VIX Short-Term Futures ETF changed its investment objective to seek daily investment results, before fees and expenses, that correspond to one-half the inverse (-0.5x) of the performance of the S&P 500 VIX Short-Term Futures Index for a single day. Prior to the close of business on February 27, 2018, the Fund’s investment objective was to seek results, before fees and expenses, that correspond to the inverse (-1x) of the Index for a single day.

As described in each Fund’s prospectus, each of the Funds intends to invest in “Financial Instruments” (Financial Instruments are instruments whose value is derived from the value of an underlying asset, rate or benchmark including futures contracts, swap agreements, forward contracts and other instruments) as a substitute for investing directly in commodities, currencies, or spot volatility products in order to gain exposure to the VIX Index, natural gas, crude oil, precious metals, or currencies, as applicable. Financial Instruments also are used to produce economically “inverse”, “inverse leveraged” or “leveraged” investment results for the Geared Funds.

Each “Short” Fund seeks daily investment results, before fees and expenses, that correspond to either one-half the inverse (-0.5x) or the inverse (-1x) of the daily performance of its corresponding benchmark. Each “UltraShort” Fund seeks daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of its corresponding benchmark. The “UltraPro Short” Fund seeks daily investment results, before fees and expenses, that correspond to three times the inverse (-3x) of the daily performance of its corresponding benchmark. Each “Ultra” Fund seeks daily investment results, before fees and expenses, that correspond to either one and one-half times (1.5x) or two times (2x) the daily performance of its corresponding benchmark. The “UltraPro” Fund seeks daily investment results, before fees and expenses, that correspond to three times (3x) the daily performance of its corresponding benchmark. Each Matching VIX Fund seeks investment results, before fees and expenses, both for a single day and over time, that match (1x) the performance of its corresponding benchmark. Daily performance is measured from the calculation of each Fund’s net asset value (“NAV”) to the Fund’s next NAV calculation.

Each Geared Fund seeks investment results for a single day only, not for any other period. This is different from most exchange-traded funds and means that the return of such Fund for a period longer than a single trading day will be the result of each day’s returns compounded over the period, which will very likely differ in amount and possibly even direction from -0.5x, -1x, -2x, -3x, 1.5x, 2x or 3x of the return of the benchmark to which such Fund is benchmarked for that period. Volatility of the benchmark may be at least as important to a Geared Fund’s return for the period as the return of the benchmark. Geared Funds that use leverage, are riskier than similarly benchmarked exchange-traded funds that do not use leverage. Accordingly, these Funds may not be suitable for all investors and should be used only by knowledgeable investors who understand the potential consequences of seeking daily leveraged, inverse or inverse leveraged investment results. Shareholders who invest in the Geared Funds should actively manage and monitor their investments, as frequently as daily.

Each Matching VIX Fund seeks investment results, before fees and expenses, that match the performance of the S&P 500 VIX Short-Term Futures Index (the “Short-Term VIX Index”) or the S&P 500 VIX Mid-Term Futures Index (the “Mid-Term VIX Index”) (each a “VIX Futures Index”). Each Geared VIX Fund seeks daily investment results, before fees and expenses, that correspond to a multiple or the inverse of the daily performance of the Short-Term VIX Index. Each VIX Fund intends to obtain exposure to its benchmark by taking positions in futures contracts (“VIX futures contracts”) based on the Chicago Board Options Exchange (“Cboe”) Volatility Index (the “VIX”).

ProShares UltraShort Bloomberg Crude Oil, ProShares Ultra Gold, ProShares Ultra Silver, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraShort Bloomberg Natural Gas, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, and ProShares Ultra Bloomberg Natural Gas are benchmarked to indexes designed to track the performance of commodity futures contracts, as applicable. The daily performance of these indexes and the corresponding Funds will likely be very different in amount and possibly even direction from the daily performance of the price of the related physical commodities.

Each Geared Fund continuously offers and redeems its Shares in blocks of 50,000 Shares and each Matching VIX Fund continuously offers and redeems its Shares in blocks of 25,000 Shares (each such block a “Creation Unit”). Only Authorized Participants may purchase and redeem Shares from a Fund and then only in Creation Units. An Authorized Participant is an entity that has entered into an Authorized Participant Agreement with one or more of the Funds. Shares of the Funds are offered to Authorized Participants in Creation Units at each Fund’s respective NAV. Authorized Participants may then offer to the public, from time to time, Shares from any Creation Unit they create at a per-Share market price that varies depending on, among other factors, the trading price of the Shares of each Fund on the NYSE Arca, the NAV and the supply of and demand for the Shares at the time of the offer. Shares from the same Creation Unit may be offered at different times and may have different offering prices based upon the above factors. The form of Authorized Participant Agreement and related Authorized Participant Handbook set forth the terms and conditions under which an Authorized Participant may purchase or redeem a Creation Unit. Authorized Participants do not receive from any Fund, the Sponsor, or any of their affiliates, any underwriting fees or compensation in connection with their sale of Shares to the public.

The Sponsor maintains an Internet website at www.ProShares.com, through which monthly account statements and the Trust’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “1934 Act”), can be accessed free of charge, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the U.S. Securities and Exchange Commission (the “SEC”). Additional information regarding the Trust may also be found on the SEC’s EDGAR database at www.sec.gov.

Investment Objectives and Principal Investment Strategies

Investment Objectives

The Matching Funds

Investment Objectives of the “Matching VIX” Funds

Each Matching VIX Fund seeks investment results, before fees and expenses, both for a single day and over time, that match the performance of the Short-Term VIX Index or the Mid-Term VIX Index (together, the “VIX Futures Indexes”). The VIX Futures Indexes seek to offer exposure to forward market equity volatility through publicly traded futures markets. If a Matching VIX Fund is successful in meeting its objective, its value, before fees and expenses, should gain approximately as much on a percentage basis as the level of its corresponding VIX Futures Index when the benchmark rises. Conversely, its value, before fees and expenses, should lose approximately as much on a percentage basis as the level of its benchmark when the benchmark declines. Each Matching VIX Fund acquires exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the applicable Matching VIX Fund; such that each Matching VIX Fund has exposure intended to approximate its applicable VIX Futures Index at the time of its NAV calculation. The VIX Futures Indexes track the performance of VIX futures contracts; they do not track the performance of the Cboe VIX, and the Matching VIX Funds should not be expected to match the performance of the VIX.

The Geared Funds

Investment Objectives of the “Short” Funds

Each “Short” Fund, other than the ProShares Short VIX Short-Term Futures ETF, seeks daily investment results, before fees and expenses, that correspond to the inverse (-1x) of the daily performance of its corresponding benchmark. Expenses may include, among other things, costs related to the purchase, sale and storage of commodities or currencies and the cost of leverage, all of which may be embedded in Financial Instruments used by that Fund. If a Short Fund, other than the ProShares Short VIX Short-Term Futures ETF, is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately as much on a percentage basis as its corresponding benchmark when the benchmark declines. Conversely, its value on a given day, before fees and expenses, should lose approximately as much on a percentage basis as the corresponding benchmark when the benchmark rises. Each Short Fund will acquire short exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the applicable Short Fund’s benchmark, such that each Short Fund, other than the ProShares Short VIX Short-Term Futures ETF, has exposure intended to approximate the inverse (-1x) of its corresponding benchmark at the time of its NAV calculation.

The ProShares Short VIX Short-Term Futures ETF seeks daily investment results, before fees and expenses, that correspond to one-half the inverse (-0.5x) of the daily performance of its benchmark. If the ProShares Short VIX Short-Term Futures ETF is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately one-half as much on a percentage basis as its corresponding benchmark when the benchmark declines. Conversely, its value on a given day, before fees and expenses, should lose approximately one-half as much on a percentage basis as the corresponding benchmark when the benchmark rises. The ProShares Short VIX Short-Term Futures ETF will acquire short exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the ProShares Short VIX Short-Term Futures ETF benchmark, such that the Fund has exposure intended to approximate the one-half inverse (-0.5x) of its corresponding benchmark at the time of its NAV calculation. The Fund is benchmarked to the S&P VIX Short-Term Futures Index, an investable index of VIX futures contracts. The Fund is not benchmarked to the VIX.

Investment Objectives of the “UltraShort” Funds

Each “UltraShort” Fund seeks daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of its corresponding benchmark. Expenses may include, among other things, costs related to the purchase, sale and storage of commodities or currencies and the cost of leverage, all of which may be embedded in Financial Instruments used by that Fund. If an UltraShort Fund is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately two times as much on a percentage basis as its corresponding benchmark when the benchmark declines. Conversely, its value on a given day, before fees and expenses, should lose approximately two times as much on a percentage basis as the corresponding benchmark when the benchmark rises. Each UltraShort Fund acquires short exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the applicable UltraShort Fund’s benchmark, such that each UltraShort Fund has exposure intended to approximate two times the inverse (-2x) of its corresponding benchmark at the time of its NAV calculation.

Investment Objectives of the “Ultra” Funds

Each “Ultra” Fund, other than the ProShares Ultra VIX Short-Term Futures ETF, seeks daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of its corresponding benchmark. Expenses may include, among other things, costs related to the purchase, sale and storage of commodities or currencies and the cost of leverage, all of which may be embedded in Financial Instruments used by that Fund. If an Ultra Fund, other than the ProShares Ultra VIX Short-Term Futures ETF, is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately two times as much on a percentage basis as its corresponding benchmark when the benchmark rises. Conversely, its value on a given day, before fees and expenses, should lose approximately two times as much on a percentage basis as the corresponding benchmark when the benchmark declines. Each Ultra Fund, other than the ProShares Ultra VIX Short-Term Futures ETF, acquires long exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the applicable Ultra Fund’s benchmark such that each Ultra Fund, other than the ProShares Ultra VIX Short-Term Futures ETF, has exposure intended to approximate two times (2x) its corresponding benchmark at the time of its NAV calculation.

The ProShares Ultra VIX Short-Term Futures ETF seeks daily investment results, before fees and expenses, that correspond to one and one-half times (1.5x) the daily performance of its corresponding benchmark. If the ProShares Ultra VIX Short-Term Futures ETF is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately one and one-half times as much on a percentage basis as its corresponding benchmark when the benchmark rises. Conversely, its value on a given day, before fees and expenses, should lose approximately one and one-half times as much on a percentage basis as the corresponding benchmark when the benchmark declines. The ProShares Ultra VIX Short-Term Futures ETF acquires long exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the ProShares Ultra VIX Short-Term Futures ETF benchmark such that the Fund has exposure intended to approximate one and one-half times (1.5x) its corresponding benchmark at the time of its NAV calculation. The Fund is benchmarked to the S&P VIX Short-Term Futures Index, an investable index of VIX futures contracts. The Fund is not benchmarked to the VIX.

Investment Objectives of the “UltraPro” Funds

The UltraPro Fund seeks daily investment results, before fees and expenses, that correspond to three times (3x) the performance of its corresponding benchmark. The UltraPro Fund does not seek to achieve its stated objective over a period greater than a single day. A “single day” is measured from the time the UltraPro Fund calculates its NAV to the time of the Fund’s next NAV calculation. If the UltraPro Fund is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately three times as much on a percentage basis as the level of the benchmark when the benchmark rises. Conversely, its value on a given day, before fees and expenses, should lose approximately three times as much on a percentage basis as the level of the benchmark when the benchmark declines. The UltraPro Fund acquires long exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the applicable UltraPro Fund’s benchmark such that the UltraPro Fund has exposure intended to approximate three times (3x) the benchmark at the time of its NAV calculation.

The UltraPro Short Fund seeks daily investment results, before fees and expenses, that correspond to three times the inverse (-3x) of the performance of the benchmark. The UltraPro Short Fund does not seek to achieve its stated objectives over a period greater than a single day. A “single day” is measured from the time the UltraPro Short Fund calculates its NAV to the time of the Fund’s next NAV calculation. If the UltraPro Short Fund is successful in meeting its objective, its value on a given day, before fees and expenses, should gain approximately three times as much on a percentage basis as the level of the benchmark when the benchmark declines. Conversely, its value on a given day, before fees and expenses, should lose approximately three times as much on a percentage basis as the level of the benchmark when the benchmark rises. The UltraPro Short Fund acquires inverse exposure through any one of or combinations of Financial Instruments, including Financial Instruments with respect to the applicable UltraPro Short Fund’s benchmark such that the UltraPro Short Fund has exposure intended to approximate three times the inverse (-3x) of the benchmark at the time of its NAV calculation.

The corresponding benchmark for each Fund is listed below:

ProShares VIX Short-Term Futures ETF, ProShares Short VIX Short-Term Futures ETF and ProShares Ultra VIX Short-Term Futures ETF: The S&P 500 VIX Short-Term Futures Index. The S&P 500 VIX Short-Term Futures Index seeks to offer exposure to market volatility through publicly traded futures markets and is designed to measure the return from a rolling long position in the first and second month VIX futures contracts.

ProShares VIX Mid-Term Futures ETF: The S&P 500 VIX Mid-Term Futures Index. The S&P 500 VIX Mid-Term Futures Index seeks to offer exposure to market volatility through publicly traded futures markets and is designed to measure the return from a rolling long position in the fourth, fifth, sixth and seventh month VIX futures contracts.

ProShares UltraShort Bloomberg Crude Oil, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF: The Bloomberg WTI Crude Oil SubindexSM. The Bloomberg WTI Crude Oil Subindex is designed to track crude oil futures prices.

ProShares UltraShort Bloomberg Natural Gas and ProShares Ultra Bloomberg Natural Gas: The Bloomberg Natural Gas SubindexSM. The Bloomberg Natural Gas Subindex is designed to track natural gas futures prices traded on the NYMEX.

ProShares UltraShort Gold and ProShares Ultra Gold: The Bloomberg Gold SubindexSM. The Bloomberg Gold SubindexSM is intended to reflect the performance of gold, as measured by the price of COMEX gold futures contracts.

ProShares UltraShort Silver and ProShares Ultra Silver: The Bloomberg Silver SubindexSM. The Bloomberg Silver SubindexSM is intended to reflect the performance of silver, as measured by the price of COMEX silver futures contracts.

ProShares UltraShort Australian Dollar: The 4:00 p.m. (Eastern Time) spot price of the Australian dollar versus the U.S. dollar using Australian dollar/U.S. dollar exchange rate as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency.

ProShares Short Euro, ProShares UltraShort Euro and ProShares Ultra Euro: The 4:00 p.m. (Eastern Time) spot price of the euro versus the U.S. dollar, using euro/U.S. dollar exchange rate as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency.

ProShares UltraShort Yen and ProShares Ultra Yen: The 4:00 p.m. (Eastern Time) spot price of the Japanese yen versus the U.S. dollar using the Japanese yen/U.S. dollar exchange rate as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency.

Principal Investment Strategies

In seeking to achieve each Fund's investment objective, the Sponsor uses a mathematical approach to investing. Using this approach, the Sponsor determines the type, quantity and mix of Financial Instruments the Sponsor believes, in combination, should produce daily returns consistent with a Fund's objective. The Funds are not actively managed by traditional methods (e.g., by effecting changes in the composition of a portfolio on the basis of judgments relating to economic, financial and market conditions with a view toward obtaining positive results under all market conditions). Each Fund seeks to remain fully invested at all times in Financial Instruments and money market instruments that, in combination, provide exposure to its underlying benchmark consistent with its investment objective without regard to market conditions, trends or direction.

Certain of the Funds may obtain exposure through Financial Instruments to a representative sample of the components in its underlying index, which have aggregate characteristics similar to those of the underlying benchmark. This "sampling" process typically involves selecting a representative sample of components in the benchmark principally to enhance liquidity and reduce transaction costs while seeking to maintain high correlation with, and similar aggregate characteristics (e.g., underlying commodities and valuations) to, the underlying benchmark. In addition, the Funds may obtain exposure to components not included in the underlying benchmark, invest in assets that are not included in the underlying benchmark or may overweight or underweight certain components contained in the underlying benchmark. For further discussion of the Financial Instruments, see "Information about Financial Instruments and Commodities Markets" below.

Information about Financial Instruments and Commodities Markets

Swap Agreements

Swap agreements are two-party contracts that have traditionally been entered into primarily by institutional investors in over the counter (“OTC”) markets for a specified period ranging from a day to more than a year. However, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) provides for significant reforms of the OTC derivatives markets, including a requirement to execute certain swap and forward transactions on a CFTC-regulated market and/or to clear such transactions through a CFTC-regulated central clearing organization. In a standard swap transaction, the parties agree to exchange the returns on a particular predetermined investment, instrument or index for a fixed or floating rate of return (the “interest rate leg,” which will also include the cost of borrowing for short swaps) in respect of a predetermined notional amount. The notional amount of the agreement reflects the extent of a Fund’s total investment exposure under the swap agreement. Transaction or commission costs are reflected in the benchmark level at which the transaction is entered into. The gross returns to be exchanged are calculated with respect to the notional amount and the benchmark returns to which the swap is linked. Swaps are usually closed out on a net basis, *i.e.*, the two payment streams are netted out in a cash settlement on the payment date specified in the agreement, with the parties receiving or paying, as the case may be, only the net amount of the two payments. Thus, while the notional amount reflects a Fund’s total investment exposure under the swap agreement (*i.e.*, the entire face amount or principal of a swap agreement), the net amount is a Fund’s current obligations (or rights) under the swap agreement, which is the net amount to be paid or received under the agreement based on the relative values of the positions held by each party to the agreement on any given termination date. In a typical swap agreement entered into by an UltraShort Fund or a Short Fund, absent fees, transaction costs and interest, such Fund would be required to make payments to the swap counterparty in the event the benchmark increases and would be entitled to settlement payments in the event the benchmark decreases. In a typical swap agreement entered into by an Ultra Fund or an UltraPro Fund, absent fees, transaction costs and interest, the Ultra Fund or UltraPro Fund would be entitled to settlement payments in the event the benchmark increases and would be required to make payments to the swap counterparty in the event the benchmark decreases.

Swap agreements involve, to varying degrees, elements of market risk and exposure to loss in excess of the amount which would be reflected on the Statement of Financial Condition. The notional amounts of the agreement reflect the extent of each Ultra Fund’s total investment exposure under the swap agreement. An UltraShort Fund’s or a Short Fund’s exposure is not limited by the notional amount and its exposure is in theory potentially infinite as there is no fixed limit on the increase in any index value. The primary risks associated with the use of swap agreements arise from the inability of counterparties to perform. Each Fund that invests in swaps bears the risk of loss of the net amount, if any, expected to be received under a swap agreement in the event of the default or bankruptcy of a swap counterparty. Each such Fund enters or intends to enter into swap agreements only with major, global financial institutions; however, there are no limitations on the percentage of its assets each Fund may invest in swap agreements with a particular counterparty. Each Fund that invests in swaps may use various techniques to minimize credit risk including early termination or reset and payment, using different counterparties and limiting the net amount due from any individual counterparty.

Each Fund that invests in swaps generally collateralizes the swap agreements with cash and/or certain securities. Collateral posted in connection with OTC derivative transactions is generally held for the benefit of the counterparty in a segregated tri-party account at the Custodian to protect the counterparty against non-payment by the Fund. The counterparty also may collateralize the OTC swap agreements with cash and/or certain securities, which collateral is typically held for the benefit of the Fund in a segregated tri-party account at a third party custodian. In the event of a default by the counterparty, and the Fund is owed money in the OTC swap transaction, such Fund will seek withdrawal of this collateral from the segregated account and may incur certain costs exercising its right with respect to the collateral. These Funds remain subject to credit risk with respect to the amount it expects to receive from counterparties.

The Funds have sought to mitigate these risks in connection with the OTC swaps by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, subject to certain minimum thresholds; however there are no limitations on the percentage of its assets each Fund may invest in swap agreements with a particular counterparty. To the extent any such collateral is insufficient or there are delays in accessing the collateral, the Funds will be exposed to counterparty risk as described above, including possible delays in recovering amounts as a result of bankruptcy proceedings.

The counterparty risk for cleared derivative transactions is generally lower than for OTC derivatives since generally a clearing organization becomes substituted for each counterparty to a cleared derivative contract and, in effect, guarantees the parties’ performance under the contract as each party to a trade looks only to the clearing house for performance of financial obligations. In addition, cleared derivative transactions benefit from daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries.

Forward Contracts

A forward contract is a contractual obligation to purchase or sell a specified quantity of a particular underlying asset at or before a specified date in the future at a specified price and, therefore, is economically similar to a futures contract. Unlike futures contracts, however, forward contracts are typically traded in the OTC markets and are not standardized contracts. Forward contracts for a given commodity or currency are generally available for various amounts and maturities and subject to individual negotiation between the parties involved. Moreover, there is generally no direct means of offsetting or closing out a forward contract by taking an offsetting position as one would a futures contract on a U.S. exchange. If a trader desires to close out a forward contract position, he generally will establish an opposite position in the contract but will settle and recognize the profit or loss on both positions simultaneously on the delivery date. Thus, unlike in the futures contract market where a trader who has offset positions will recognize profit or loss immediately, in the forward market a trader with a position that has been offset at a profit will generally not receive such profit until the delivery date, and likewise a trader with a position that has been offset at a loss will generally not have to pay money until the delivery date. In recent years, however, the terms of forward contracts have become more standardized, and in some instances such contracts now provide a right of offset or cash settlement as an alternative to making or taking delivery of the underlying commodity or currency. The primary risks associated with the use of forward contracts arise from the inability of the counterparty to perform.

Each Fund that invests in forward contracts generally collateralizes the OTC forward contracts with cash and/or certain securities. Such collateral is generally held for the benefit of the counterparty in a segregated tri-party account at the Custodian to protect the counterparty against non-payment by the Fund. The counterparty also may collateralize the OTC forward contracts with cash and/or certain securities, which collateral is typically held for the benefit of the Fund in a segregated tri-party account at a third party custodian. In the event of a default by the counterparty, and the Fund is owed money in the OTC forward transaction, such Fund will seek withdrawal of this collateral from the segregated account and may incur certain costs exercising its right with respect to the collateral. These Funds remain subject to credit risk with respect to the amount it expects to receive from OTC counterparties.

The Funds have sought to mitigate these risks with respect to OTC forwards by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, subject to certain minimum thresholds; however, there are no limitations on the percentage of its assets each Fund may invest in forward contracts with a particular counterparty. To the extent any such collateral is insufficient or there are delays in accessing the collateral, the Funds will be exposed to counterparty risk as described above, including possible delays in recovering amounts as a result of bankruptcy proceedings.

The forward markets provide what has typically been a highly liquid market for foreign exchange trading, and in certain cases the prices quoted for foreign exchange forward contracts may be more favorable than the prices for foreign exchange futures contracts traded on U.S. exchanges. Forward contracts have traditionally not been cleared or guaranteed by a third party. However, the Dodd-Frank Act provides for significant reforms of OTC derivatives markets. As a result of the Dodd-Frank Act, the CFTC now regulates non-deliverable forwards (including deliverable forwards where the parties do not take delivery). Certain non-deliverable forward contracts, such as non-deliverable foreign exchange forwards, may be subject to regulation as swap agreements, including mandatory clearing. All foreign exchange forwards, including non-deliverable foreign exchange forwards as well as physically settled foreign exchange forwards, are subject to new reporting requirements. Changes in the forward markets may entail increased costs and result in burdensome reporting requirements.

Commercial banks participating in trading OTC foreign exchange forward contracts often do not require margin deposits, but rely upon internal credit limitations and their judgments regarding the creditworthiness of their counterparties. In recent years, however, many OTC market participants in foreign exchange trading have begun to require that their counterparties post margin.

Futures Contracts

A futures contract is a standardized contract traded on, or subject to the rules of, an exchange that calls for the future delivery of a specified quantity and type of commodity at a specified time and place or alternatively, may call for cash settlement as is the case with VIX futures contracts. Futures contracts are traded on a wide variety of commodities, including bonds, interest rates, agricultural products, stock indexes, currencies, energy, metals, economic indicators and statistical measures. The notional size and calendar term of futures contracts on a particular commodity are identical and are not subject to any negotiation, other than with respect to price and the number of contracts traded between the buyer and seller. Each Fund generally deposits cash with a Futures Commission Merchant (“FCM”) for its open positions in futures contracts, which may, in turn, transfer such deposits to the clearing house to protect the clearing house against non-payment by the Fund. The clearing house becomes substituted for each counterparty to a futures contract, and in effect, guarantees performance. In addition, the FCM may require the Funds to deposit collateral in excess of the clearing house’s margin requirements for the FCM’s own protection.

Certain futures contracts, such as VIX futures contracts, as well as stock index contracts and certain commodity futures contracts, settle in cash, reflecting the difference between the contract purchase/sale price and the contract settlement price. The cash settlement mechanism avoids the potential for either side to have to deliver the underlying asset. For other futures contracts, the contractual obligations of a buyer or seller may generally be satisfied by taking or making physical delivery of the underlying asset or by making an offsetting sale or purchase of an identical futures contract on the same or linked exchange before the designated date of delivery. The difference between the price at which the futures contract is purchased or sold and the price paid for the offsetting sale or purchase, after allowance for brokerage commissions, constitutes the profit or loss to the trader.

Regulations

Derivatives exchanges in the United States are subject to regulation under the CEA, by the CFTC, the governmental agency having responsibility for regulation of derivatives exchanges and trading on those exchanges. Following the adoption of the Dodd-Frank Act, the CFTC also has authority to regulate OTC derivative markets, including certain OTC foreign exchange markets. The CFTC has exclusive authority to designate exchanges for the trading of specific futures contracts and options on futures contracts and to prescribe rules and regulations of the marketing of each. The CFTC also regulates the activities of “commodity pool operators” and the CFTC has adopted regulations with respect to certain of such persons’ activities. Pursuant to its authority, the CFTC requires a commodity pool operator, such as the Sponsor, to keep accurate, current and orderly records with respect to each pool it operates. The CFTC may suspend, modify or terminate the registration of any registrant for failure to comply with CFTC rules or regulations. Suspension, restriction or termination of the Sponsor’s registration as a commodity pool operator would prevent it, until such time (if any) as such registration were to be reinstated, from managing, and might result in the termination of the Funds. If the Sponsor were unable to provide services and/or advice to the Funds, the Funds would be unable to pursue their investment objectives unless and until the Sponsor’s ability to provide services and advice to the Funds was reinstated or a replacement for the Sponsor as commodity pool operator could be found. Such an event could result in termination of the Funds.

The CEA requires all FCMs to meet and maintain specified fitness and financial requirements, segregate customer funds from proprietary funds and account separately for all customers’ funds and positions, and to maintain specified books and records open to inspection by the staff of the CFTC. See “Item 1A. Risk Factors. Failure of the FCMs to segregate assets may increase losses in the Funds.” in this Annual Report on Form 10-K.

The CEA also gives the states certain powers to enforce its provisions and the regulations of the CFTC.

Under certain circumstances, the CEA grants shareholders the right to institute a reparations proceeding before the CFTC against the Sponsor (as a registered commodity pool operator), an FCM, as well as those of their respective employees who are required to be registered under the CEA. Shareholders may also be able to maintain a private right of action for certain violations of the CEA.

Pursuant to authority in the CEA, the National Futures Association (the “NFA”) has been formed and registered with the CFTC as a registered futures association. At the present time, the NFA is the only self-regulatory organization for commodities professionals other than exchanges. As such, the NFA promulgates rules governing the conduct of commodity professionals and disciplines those professionals that do not comply with such standards. The CFTC has delegated to the NFA responsibility for the registration of commodity pool operators, FCMs, swap dealers, commodity trading advisors, introducing brokers and their respective associated persons and floor brokers. The Sponsor is a member of the NFA (the Funds themselves are not required to become members of the NFA). As an NFA member, the Sponsor is subject to NFA standards relating to fair trade practices, financial condition, and consumer protection. The CFTC is prohibited by statute from regulating trading on foreign commodity exchanges and markets.

The CEA and CFTC regulations prohibit market abuse and generally require that all futures exchange-based trading be conducted in compliance with rules designed to ensure the integrity of market prices and without any intent to manipulate prices. CFTC regulations and futures exchange rules also impose limits on the size of the positions that a person may hold or control as well as standards for aggregating certain positions. The rules of the CFTC and the futures exchanges also authorize special emergency actions to halt, suspend or limit trading overall or to restrict, halt, suspend or limit the trading of an individual trader or to otherwise impose special reporting or margin requirements. See also “Item 1A. Risk Factors. Regulatory changes or actions, including the implementation of new legislation, may alter the operations and profitability of the Funds” and “Item 1A. Risk Factors. Regulatory and exchange accountability levels may restrict the creation of Creation Units and the operation of the Trust” in this Annual Report on Form 10-K.

Description of the Bloomberg Commodity IndexSM and its Sub-Indexes

Overview of the Bloomberg Family of Indices

Bloomberg WTI Crude Oil SubindexSM

ProShares UltraShort Bloomberg Crude Oil and ProShares Ultra Bloomberg Crude Oil are designed to correspond, before fees and expenses, to two times the inverse (-2x) or two times (2x), respectively, of the daily performance of the Bloomberg WTI Crude Oil SubindexSM, a sub-index of the Bloomberg Commodity Index. ProShares UltraPro Short 3x Crude Oil ETF and ProShares UltraPro 3x Crude Oil ETF are designed to correspond, before fees and expenses, to three times the inverse (-3x) or three times (3x), respectively, of the daily performance of the Bloomberg WTI Crude Oil SubindexSM, a sub-index of the Bloomberg Commodity Index. The Bloomberg WTI Crude Oil SubindexSM is intended to reflect the performance of crude oil as measured by the price of futures contracts of West Texas Intermediate sweet, light crude oil traded on the NYMEX, including the impact of rolling, without regard to income earned on cash positions. The performance of the crude oil futures market is normally very different than the performance of the physical crude oil market (e.g., the price of crude oil at port). See “Item 1A. Risk Factors. The Oil Funds are linked to an index comprised of crude oil futures contracts, and are not directly linked to the “spot” price of crude oil. Oil futures contracts may perform very differently from the spot price of crude oil.” in this Annual Report on Form 10-K.

The Bloomberg WTI Crude Oil SubindexSM is based on the Crude Oil component of the Bloomberg Commodity Index, which is described above under “Bloomberg Commodity IndexSM,” and tracks what is known as a rolling futures position. The roll occurs over a period of five Bloomberg business days in certain months according to a pre-determined schedule, generally beginning on the sixth business day of the month and ending on the tenth business day. Each day, approximately 20% of each rolling futures position that is included in the month’s roll is rolled, increasing from 0% to 20%, 40%, 60%, 80% and finally 100%. The exact roll methodology differs between certain commodities. The Bloomberg WTI Crude Oil SubindexSM will reflect the performance of its underlying crude oil futures contracts, including the impact of rolling, without regard to income earned on cash positions. For more information about the risks associated with rolling futures positions, see “Item 1A. Risk Factors. Potential negative impact from rolling futures positions” in this Annual Report on Form 10-K.

Bloomberg Natural Gas SubindexSM

ProShares UltraShort Bloomberg Natural Gas and ProShares Ultra Bloomberg Natural Gas are designed to correspond, before fees and expenses, to two times the inverse (-2x) or two times (2x), respectively, of the daily performance of the Bloomberg Natural Gas SubindexSM, a sub-index of the Bloomberg Commodity Index. The Bloomberg Natural Gas SubindexSM is intended to reflect the performance of a rolling position in natural gas futures contracts traded on the NYMEX without regard to income earned on cash positions. An investment in natural gas futures contracts may often perform very differently than the price of physical natural gas (e.g., the wellhead or end-user price of natural gas). See “Item 1A. Risk Factors. The Commodity Index Funds are linked to an index comprised of commodity futures contracts, and are not linked to the spot prices of the underlying physical commodities. Commodity futures contracts may perform very differently from the spot price of the underlying physical commodities” in this Annual Report on Form 10-K.

The Bloomberg Natural Gas SubindexSM is based on the Natural Gas component of the Bloomberg Commodity Index, which is described above under “Bloomberg Commodity IndexSM,” and tracks what is known as a rolling futures position. The roll occurs over a period of five Bloomberg Commodity Index business days in certain months according to a pre-determined schedule, generally beginning on the sixth business day of the month and ending on the tenth business day. Each day, approximately 20% of each rolling futures position that is included in the month’s roll is rolled, increasing from 0% to 20%, 40%, 60%, 80% and finally 100%. The exact roll methodology differs between certain commodities. The index will reflect the performance of its underlying natural gas contracts, including the impact of rolling, without regard to income earned on cash positions. For more information about the risks associated with rolling futures positions, see “Item 1A. Risk Factors. Potential negative impact from rolling futures positions” in this Annual Report on Form 10-K.

Bloomberg Gold SubindexSM

ProShares Ultra Gold and ProShares UltraShort Gold are designed to correspond, before fees and expenses, to two times (2x) or two times the inverse (-2x), respectively, of the daily performance of the Bloomberg Gold SubindexSM, a sub-index of the Bloomberg Commodity Index. The Bloomberg Gold Subindex is intended to reflect the performance of gold, as measured by the price of COMEX gold futures contracts, including the impact of rolling, without regard to income earned on cash positions. The Gold Subindex is not directly linked to the “spot price” of gold. Futures contracts may perform very differently from the spot price of gold.

The Gold Subindex is based on the gold component of the Bloomberg Commodity Index and tracks what is known as a rolling futures position. Unlike equities, which entitle the holder to a continuing stake in a corporation, commodity futures contracts specify a delivery date for the underlying physical commodity or its cash equivalent. The Gold Subindex is a “rolling index,” which means that the Gold Subindex does not take physical possession of any commodities. An investor with a rolling futures position is able to avoid delivering (or taking delivery of) underlying physical commodities while maintaining exposure to those commodities. The roll occurs over a period of five Gold Subindex business days in certain months according to a pre-determined schedule, generally beginning on the sixth business day of the month and ending on the tenth business day. Each day, approximately 20% of each rolling futures position that is included in the month’s roll is rolled, increasing from 0% to 20%, 40%, 60%, 80% and finally 100%. The Gold Subindex will reflect the performance of its underlying gold futures contracts, including the impact of rolling, without regard to the income earned on cash positions.

Bloomberg Silver SubindexSM

ProShares Ultra Silver and ProShares UltraShort Silver are designed to correspond, before fees and expenses, to two times (2x) or two times the inverse (-2x), respectively, of the daily performance of the Bloomberg Silver SubindexSM, a sub-index of the Bloomberg Commodity Index. The Bloomberg Silver Subindex is intended to reflect the performance of silver, as measured by the price of COMEX silver futures contracts, including the impact of rolling, without regard to income earned on cash positions. The Silver Subindex is not directly linked to the “spot price” of silver. Futures contracts may perform very differently from the spot price of silver.

The Silver Subindex is based on the silver component of the Bloomberg Commodity Index and tracks what is known as a rolling futures position. Unlike equities, which entitle the holder to a continuing stake in a corporation, commodity futures contracts specify a delivery date for the underlying physical commodity or its cash equivalent. The Silver Subindex is a “rolling index,” which means that the Silver Subindex does not take physical possession of any commodities. An investor with a rolling futures position is able to avoid delivering (or taking delivery of) underlying physical commodities while maintaining exposure to those commodities. The roll occurs over a period of five Silver Subindex business days in certain months according to a pre-determined schedule, generally beginning on the sixth business day of the month and ending on the tenth business day. Each day, approximately 20% of each rolling futures position that is included in the month’s roll is rolled, increasing from 0% to 20%, 40%, 60%, 80% and finally 100%. The Silver Subindex will reflect the performance of its underlying silver futures contracts, including the impact of rolling, without regard to the income earned on cash positions.

Information about the Index Licensor

“BLOOMBERG®”, “BLOOMBERG WTI CRUDE OIL SUBINDEXSM”, “BLOOMBERG NATURAL GAS SUBINDEXSM”, “BLOOMBERG GOLD SUBINDEXSM” and “BLOOMBERG SILVER SUBINDEXSM” ARE SERVICE MARKS OF BLOOMBERG FINANCE L.P. AND ITS AFFILIATES (COLLECTIVELY, “BLOOMBERG”) AND HAVE BEEN LICENSED FOR USE FOR CERTAIN PURPOSES BY PROSHARES TRUST II (“LICENSEE”).

The Funds are not sponsored, endorsed, sold or promoted by Bloomberg, UBS AG, UBS Securities LLC (“UBS Securities”), or any of their subsidiaries or affiliates. None of Bloomberg, UBS AG, UBS Securities, or any of their subsidiaries or affiliates makes any representation or warranty, express or implied, to the owners of or counterparts to the Funds or any member of the public regarding the advisability of investing in securities or commodities generally or in the Funds particularly. The only relationship of Bloomberg, UBS AG, UBS Securities, or any of their subsidiaries or affiliates to the Licensee is the licensing of certain trademarks, trade names and service marks and of the Bloomberg Commodity IndexSM, Bloomberg WTI Crude Oil SubindexSM, Bloomberg Natural Gas SubindexSM, Bloomberg Gold SubindexSM and Bloomberg Silver SubindexSM which are determined, composed and calculated by Bloomberg in conjunction with UBS Securities without regard to the Licensee or the Funds. Bloomberg and UBS Securities have no obligation to take the needs of the Licensee or the shareholders of the Funds into consideration in determining, composing or calculating the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, Bloomberg Natural Gas SubindexSM, the Bloomberg Gold SubindexSM or the Bloomberg Silver SubindexSM. None of Bloomberg, UBS AG, UBS Securities, or any of their respective subsidiaries or affiliates is responsible for or has participated in the determination of the timing of, prices at, or quantities of the shares of the Funds that have been or are to be issued or in the determination or calculation of the equation by which the Shares of the Funds are converted into cash. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates shall have any obligation or liability, including, without limitation, to Fund shareholders, in connection with the administration, marketing or trading of the Funds. Notwithstanding any of the foregoing, UBS AG, UBS Securities and their respective subsidiaries and affiliates may independently issue and/or sponsor financial products unrelated to the Shares currently being issued by the Licensee, but which may be similar to and competitive with the Funds. In addition, UBS AG, UBS Securities and their subsidiaries and affiliates actively trade commodities, commodity indexes and commodity futures (including the Bloomberg Commodity IndexSM, Bloomberg WTI Crude Oil SubindexSM, Bloomberg Natural Gas SubindexSM, Bloomberg Gold SubindexSM and Bloomberg Silver SubindexSM), as well as swaps, options and derivatives which are linked to the performance of such commodities, commodity indexes and commodity futures. It is possible that this trading activity will affect the value of the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, the Bloomberg Natural Gas SubindexSM, the Bloomberg Gold SubindexSM, the Bloomberg Silver SubindexSM and Fund shares.

This Annual Report on Form 10-K relates only to the Funds and does not relate to the exchange-traded physical commodities underlying any of the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, the Bloomberg Natural Gas SubindexSM, the Bloomberg Gold SubindexSM or the Bloomberg Silver SubindexSM components. Purchasers of the Shares should not conclude that the inclusion of a futures contract in the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, the Bloomberg Natural Gas SubindexSM, the Bloomberg Gold SubindexSM, or the Bloomberg Silver SubindexSM is any form of investment recommendation of the futures contract or the underlying exchange-traded physical commodity by Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates. The information in this Annual Report on Form 10-K regarding the components of the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, Bloomberg Natural Gas SubindexSM, Bloomberg Gold SubindexSM and Bloomberg Silver SubindexSM has been derived solely from publicly available documents. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates has made any due diligence inquiries with respect to the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, Bloomberg Natural Gas SubindexSM, the Bloomberg Gold SubindexSM or the Bloomberg Silver SubindexSM components in connection with the Funds. None of Bloomberg, UBS AG, UBS Securities or any of their subsidiaries or affiliates makes any representation that these publicly available documents or any other publicly available information regarding the Bloomberg Commodity IndexSM, the Bloomberg WTI Crude Oil SubindexSM, Bloomberg Natural Gas SubindexSM, the Bloomberg Gold SubindexSM or the Bloomberg Silver SubindexSM components, including without limitation a description of factors that affect the prices of such components, are accurate or complete.

NONE OF BLOOMBERG, UBS AG, UBS SECURITIES OR ANY OF THEIR SUBSIDIARIES OR AFFILIATES GUARANTEES THE ACCURACY AND/OR THE COMPLETENESS OF THE BLOOMBERG COMMODITY INDEXSM, THE BLOOMBERG WTI CRUDE OIL SUBINDEXSM, BLOOMBERG NATURAL GAS SUBINDEXSM, THE BLOOMBERG GOLD SUBINDEXSM OR THE BLOOMBERG SILVER SUBINDEXSM OR ANY DATA RELATED THERETO AND NONE OF BLOOMBERG, UBS AG, UBS SECURITIES OR ANY OF THEIR SUBSIDIARIES OR AFFILIATES SHALL HAVE ANY LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. NONE OF BLOOMBERG, UBS AG, UBS SECURITIES OR ANY OF THEIR SUBSIDIARIES OR AFFILIATES MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE LICENSEE, FUND SHAREHOLDERS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE BLOOMBERG COMMODITY INDEXSM, THE BLOOMBERG WTI CRUDE OIL SUBINDEXSM, BLOOMBERG NATURAL GAS SUBINDEXSM OR ANY DATA RELATED THERETO. NONE OF BLOOMBERG, UBS AG, UBS SECURITIES OR ANY OF THEIR SUBSIDIARIES OR AFFILIATES MAKES ANY EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE BLOOMBERG COMMODITY INDEXSM, THE BLOOMBERG WTI CRUDE OIL SUBINDEXSM, THE BLOOMBERG NATURAL GAS SUBINDEXSM, THE BLOOMBERG GOLD SUBINDEXSM OR THE BLOOMBERG SILVER SUBINDEXSM OR ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, TO THE MAXIMUM EXTENT ALLOWED BY LAW, BLOOMBERG ITS LICENSORS (INCLUDING UBS AG AND UBS SECURITIES) AND THEIR RESPECTIVE EMPLOYEES, CONTRACTORS, AGENTS, SUPPLIERS AND VENDORS SHALL HAVE NO LIABILITY OR RESPONSIBILITY WHATSOEVER FOR ANY INJURY OR DAMAGES WHETHER DIRECT, INDIRECT, CONSEQUENTIAL, INCIDENTAL, PUNITIVE OR OTHERWISE ARISING IN CONNECTION WITH THE PRODUCTS OR THE BLOOMBERG COMMODITY INDEXSM, THE BLOOMBERG NATURAL GAS SUBINDEXSM, THE BLOOMBERG GOLD SUBINDEXSM OR THE BLOOMBERG SILVER SUBINDEXSM OR ANY DATA OR VALUES RELATING THERETO WHETHER ARISING FROM THEIR NEGLIGENCE OR OTHERWISE, EVEN IF NOTIFIED OF THE POSSIBILITY THEREOF. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS AMONG BLOOMBERG, UBS SECURITIES AND THE LICENSEE, OTHER THAN UBS AG.

Description of the Currencies Benchmarks

The Currency Funds are designed to correspond, before fees and expenses, to the inverse (-1), two times the inverse (-2x), or two times (2x) of the daily performance of the spot price of the applicable currency versus the U.S. dollar. The spot price of each currency is measured by the 4:00 p.m. (Eastern Time) spot prices as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency. The Currency Funds do not necessarily directly or physically hold the underlying currency and will instead seek exposure through the use of certain Financial Instruments whose value is based on the price of the underlying currency to pursue its investment objective.

Australian Dollar

ProShares UltraShort Australian Dollar is designed to correspond, before fees and expenses, to two times the inverse (-2x) of the daily performance of the Australian dollar spot price versus the U.S. dollar. This Fund uses the 4:00 p.m. (Eastern Time) Australian dollar/U.S. dollar exchange rate as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency, as the basis for the underlying benchmark.

The Australian dollar is the national currency of Australia and the currency of the accounts of the Reserve Bank of Australia, the Australian central bank. The official currency code for the Australian dollar is "AUD." The Australian dollar is referred to in Australia as "dollar." As with U.S. currency, 100 Australian cents are equal to one Australian dollar. In Australia, unlike most other countries, cash transactions are rounded to the nearest five cents. The most commonly used symbol used to represent the Australian dollar is "A\$."

At various times throughout the 1900s, the value of Australian currency was based on a fixed quantity of gold; at other times, the Australian dollar was pegged to foreign currencies, including the U.S. dollar. Beginning in 1983, the Australian dollar's value was allowed to float, with the result that its value now depends almost entirely on market forces. The foregoing information is compiled from the Reserve Bank of Australia's website (www.rba.gov.au).

Euro

ProShares Short Euro, ProShares UltraShort Euro and ProShares Ultra Euro are designed to correspond, before fees and expenses, to the inverse (-1), two times the inverse (-2x), or two times (2x), respectively, of the daily performance of the euro spot price versus the U.S. dollar. These Funds use the 4:00 p.m. (Eastern Time) euro/U.S. dollar exchange rate as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency, as the basis for the underlying benchmark.

In 1998, the European Central Bank in Frankfurt was organized by Austria, Belgium, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain in order to establish a common currency—the euro. Unlike the U.S. Federal Reserve System, the Bank of Japan and other comparable central banks, the European Central Bank is a central authority that conducts monetary policy for an economic area consisting of many otherwise largely autonomous states.

At its inception on January 1, 1999, the euro was launched as an electronic currency used by banks, foreign exchange dealers and stock markets. In 2002, the euro became cash currency for approximately 300 million citizens of twelve European countries (the eleven countries mentioned above, in addition to Greece). As of December 31, 2019, 23 countries used the euro, including Andorra, Austria, Belgium, Cyprus, Estonia, Finland, France, Germany, Greece, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Monaco, the Netherlands, Portugal, San Marino, Slovakia, Slovenia, Spain and the Vatican City.

Although the European countries that have adopted the euro are members of the European Union (“EU”), the United Kingdom, Denmark and Sweden are EU members that have not adopted the euro as their national currency.

Japanese Yen

ProShares UltraShort Yen and ProShares Ultra Yen are designed to correspond, before fees and expenses, to two times the inverse (-2x) or two times (2x), respectively, of the daily performance of the Japanese yen spot price versus the U.S. dollar. These Funds use the 4:00 p.m. (Eastern Time) Japanese yen/U.S. dollar exchange rate as provided by Bloomberg, expressed in terms of U.S. dollars per unit of foreign currency, as the basis for the underlying benchmark.

The Japanese yen has been the official currency of Japan since 1871. The Bank of Japan has been operating as the central bank of Japan since 1882.

Description of the VIX Futures Indexes

The VIX Funds seek to offer exposure to forward equity market volatility by obtaining exposure to the VIX Futures Indexes, which are based on publicly traded VIX futures contracts. The VIX Futures Indexes are intended to reflect the returns that are potentially available through an unleveraged investment in the VIX futures contracts comprising each VIX Futures Index. The VIX, which is not the index underlying the VIX Funds, is calculated based on the prices of put and call options on the S&P 500. The VIX Funds can be expected to perform very differently from the VIX.

The Short-Term VIX Index employs rules for selecting VIX futures contracts comprising the Short-Term VIX Index and a formula to calculate a level for that index from the prices of these VIX futures contracts. Specifically, the VIX futures contracts comprising the Short-Term VIX Index represent the prices of two near-term VIX futures contracts, replicating a position that rolls the nearest month VIX futures to the next month VIX futures on a daily basis in equal fractional amounts. This results in a constant weighted average maturity of one-month. The roll period begins on the Tuesday prior to the monthly Cboe VIX futures settlement and runs through the Tuesday prior to the subsequent month’s Cboe VIX futures settlement date.

The Mid-Term VIX Index also employs rules for selecting its VIX futures contracts comprising the Mid-Term VIX Index and a formula to calculate a level for that index from the prices of these VIX futures contracts. Specifically, the VIX futures contracts comprising the Mid-Term VIX Index represent the prices for four contract months of VIX futures contracts, representing a rolling long position in the fourth, fifth, sixth and seventh month VIX futures contracts. The Mid-Term VIX Index rolls continuously throughout each month while maintaining positions in the fifth and sixth month contracts. This results in a constant weighted average maturity of five months.

The level of each VIX Futures Index will be published by Bloomberg L.P. in real time and at the close of trading on each VIX Futures Index business day under the following ticker symbols:

<u>Index</u>	<u>Bloomberg Ticker Symbol</u>
S&P 500 VIX Short-Term Futures Index	SPVXSP
S&P 500 VIX Mid-Term Futures Index	SPVXMPID

The performance of the VIX Futures Indexes is influenced by the S&P 500 (and options thereon) and the VIX. A description of VIX futures contracts, the VIX and the S&P 500 follows:

VIX Futures Contracts

Both VIX Futures Indexes are comprised of VIX futures contracts. VIX futures contracts were first launched for trading by the Cboe in 2004. VIX futures contracts have expirations ranging from the front month consecutively out to the tenth month. VIX futures contracts allow investors the ability to invest based on their view of forward implied market volatility. Investors that believe the forward implied market volatility of the S&P 500, as represented by VIX futures contracts, will increase may buy VIX futures contracts. Conversely, investors that believe that the forward implied market volatility of the S&P 500, as represented by VIX futures contracts, will decline may sell VIX futures contracts. VIX futures contracts are reported by Bloomberg under the ticker symbol “VX.”

While the VIX represents a measure of the current expected volatility of the S&P 500 over the next 30 days, the prices of VIX futures contracts are based on the current expectation of what the expected 30-day volatility will be at a particular time in the future (on the expiration date). The VIX and VIX futures contracts generally behave quite differently. To illustrate, on December 31, 2019, the VIX was 25.42 and the price of the January 2020 VIX futures contracts expiring on January 16, 2020 was 24.18. In this example, the price of the VIX represented the 30-day implied, or “spot,” volatility (the volatility expected for the period from December 31, 2019 to January 16, 2020) of the S&P 500 and the March VIX futures contracts represented forward implied volatility (the volatility expected for the period from January 16, 2020 to February 13, 2020 of the S&P 500. The spot/forward relationship between the VIX and VIX futures contracts has two noteworthy consequences: (1) the price of a VIX futures contract can be lower, equal to or higher than the VIX, depending on whether the market expects volatility to be lower, equal to or higher in the 30-day forward period covered by the VIX futures contract than in the 30-day spot period covered by the VIX; and (2) an investor cannot create a position equivalent to one in VIX futures contracts by buying the VIX and holding the position to the futures expiration date while financing the transaction.

The VIX

The VIX Funds are not linked to the VIX and can be expected to perform very differently from the VIX. The VIX is an index designed to measure the implied volatility of the S&P 500 over 30 days in the future, and is calculated based on the prices of certain put and call options on the S&P 500. The VIX is reflective of the premium paid by investors for certain options linked to the level of the S&P 500. During periods of rising investor uncertainty, including periods of market instability, the implied level of volatility of the S&P 500 typically increases and, consequently, the prices of options linked to the S&P 500 typically increase (assuming all other relevant factors remain constant or have negligible changes). This, in turn, causes the level of the VIX to increase. The VIX has historically had a negative correlation to the S&P 500. The VIX was developed by the Cboe and is calculated, maintained and published by the Cboe. The Cboe has no obligation to continue to publish, and may discontinue the publication of, the VIX. The VIX is reported by Bloomberg under the ticker symbol “VIX.”

The calculation of the VIX involves a formula that uses the prices of a weighted series of out-of-the-money put and call options on the level of the S&P 500 (“SPX Options”) with two adjacent expiry terms to derive a constant 30-day forward measure of market volatility. The VIX is calculated independent of any particular option pricing model and in doing so seeks to eliminate any biases which may otherwise be included in using options pricing methodology based on certain assumptions. Although the VIX measures the 30-day forward volatility of the S&P 500 as implied by the SPX Options, 30-day options are only available once a month. To arrive at the VIX level, a broad range of out-of-the-money SPX Options expiring on the two closest nearby months (“near term options” and “next term options,” respectively) are selected in order to bracket a 30-day calendar period. SPX Options having a maturity of less than eight days are excluded at the outset and, when the near term options have eight days or less left to expiration, the VIX rolls to the second and third contract months in order to minimize pricing anomalies that occur close to expiration. The model-free implied volatility using prices of the near term options and next term options are then calculated on a strike price weighted average basis in order to arrive at a single average implied volatility value for each month. The results of each of the two months are then interpolated to arrive at a single value with a constant maturity of 30 days to expiration.

The S&P 500

The S&P 500 is an index that measures large-cap U.S. stock market performance. It is a float-adjusted market capitalization weighted index of 500 U.S. operating companies and real estate investment trusts selected by the S&P U.S. Index Committee through a non-mechanical process that factor in criteria such as domicile, investible weight factor, liquidity, market capitalization and financial viability. Changes to the index composition are made on an as needed basis. There is no scheduled reconstitution. Rather, changes in response to corporate actions and market developments can be made at any time. As of December 31, 2019, the S&P 500 included companies with capitalizations between \$2.3 billion and \$785 billion. The average capitalization of the companies comprising the Index was approximately \$43.7 billion. S&P publishes the S&P 500. The daily calculation of the current value of the S&P 500 is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average initial market value of the common stocks of 500 similar companies at the time of the inception of the S&P 500. The 500 companies are not the 500 largest publicly traded companies and not all 500 companies are listed on the NYSE. Constituent selection is at the discretion of the Index Committee and is based on eligibility criteria. The indices have a fixed constituent company count of 500, 400, and 600, respectively. Sector balance, as measured by a comparison of each GICs sector's weight in the S&P Total Market Index, in the relevant capitalization range, is also considered in the selection of companies for the indices. S&P may from time-to-time, in its sole discretion, add companies to, or delete companies from, the S&P 500 to achieve the objectives stated above. Relevant criteria employed by S&P include the viability of the particular company, the extent to which that company represents the industry group to which it is assigned, the extent to which the company's common stock is widely held and the market value and trading activity of the common stock of that company.

THE VIX FUNDS ARE NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY S&P AND ITS AFFILIATES OR Cboe. S&P AND Cboe MAKE NO REPRESENTATION, CONDITION OR WARRANTY, EXPRESS OR IMPLIED, TO THE OWNERS OF THE VIX FUNDS OR ANY MEMBER OF THE PUBLIC REGARDING THE ADVISABILITY OF INVESTING IN SECURITIES GENERALLY OR IN THE VIX FUNDS PARTICULARLY OR THE ABILITY OF THE INDICES TO TRACK MARKET PERFORMANCE AND/OR OF GROUPS OF ASSETS OR ASSET CLASSES AND/OR TO ACHIEVE ITS STATED OBJECTIVE AND/OR TO FORM THE BASIS OF A SUCCESSFUL INVESTMENT STRATEGY, AS APPLICABLE. S&P'S AND Cboe'S ONLY RELATIONSHIP TO THE TRUST ON BEHALF OF ITS APPLICABLE SERIES AND THE SPONSOR IS THE LICENSING OF CERTAIN TRADEMARKS AND TRADE NAMES AND OF THE VIX FUTURES INDEXES WHICH ARE DETERMINED, COMPOSED AND CALCULATED BY S&P WITHOUT REGARD TO THE TRUST ON BEHALF OF ITS APPLICABLE SERIES AND THE SPONSOR OR THE VIX FUNDS. S&P HAS NO OBLIGATION TO TAKE THE NEEDS OF THE TRUST ON BEHALF OF ITS APPLICABLE SERIES AND THE SPONSOR OR THE OWNERS OF THE VIX FUNDS INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE VIX FUTURES INDEXES. S&P AND Cboe ARE NOT ADVISORS TO THE VIX FUNDS AND ARE NOT RESPONSIBLE FOR AND HAVE NOT PARTICIPATED IN THE DETERMINATION OF THE PRICES AND AMOUNT OF THE VIX FUNDS OR THE TIMING OF THE ISSUANCE OR SALE OF THE VIX FUNDS OR IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY WHICH THE VIX FUND SHARES ARE TO BE CONVERTED INTO CASH. S&P AND Cboe HAVE NO OBLIGATION OR LIABILITY IN CONNECTION WITH THE ADMINISTRATION, MARKETING, OR TRADING OF THE VIX FUNDS.

NEITHER S&P DOW JONES INDICES NOR THIRD PARTY LICENSOR GUARANTEES THE ADEQUACY, ACCURACY, TIMELINESS, AND/OR THE COMPLETENESS OF THE S&P 500 VIX MID-TERM FUTURES INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION, (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. NEITHER S&P DOW JONES INDICES NOR Cboe SHALL BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES AND Cboe MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE AS TO RESULTS TO BE OBTAINED BY PROSHARES TRUST II, ON BEHALF OF ITS APPLICABLE SERIES, AND PROSHARE CAPITAL MANAGEMENT LLC, OWNERS OF THE FUND, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500 VIX SHORT-TERM FUTURES INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES OR Cboe, BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND PROSHARES TRUST II, ON BEHALF OF ITS APPLICABLE SERIES, OR PROSHARES CAPITAL MANAGEMENT LLC, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

Creation and Redemption of Shares

Each Fund creates and redeems Shares from time to time, but only in one or more Creation Units. A Creation Unit is a block of 50,000 Shares of a Geared Fund or a block of 25,000 Shares of a Matching VIX Fund. Creation Units may be created or redeemed only by Authorized Participants. Except when aggregated in Creation Units, the Shares are not redeemable securities.

The manner by which Creation Units are purchased and redeemed is dictated by the terms of the Authorized Participant Agreement and Authorized Participant Handbook. By placing a purchase order, an Authorized Participant agrees to deposit cash (unless as provided otherwise in the prospectus) with the Custodian of the Funds.

If permitted by the Sponsor in its sole discretion with respect to a Fund, an Authorized Participant may also agree to enter into or arrange for an exchange of a futures contract for a related position (“EFCRP”) or block trade with the relevant Fund whereby the Authorized Participant would also transfer to such Fund a number and type of exchange-traded futures contracts at or near the closing settlement price for such contracts on the purchase order date. Similarly, the Sponsor in its sole discretion may agree with an Authorized Participant to use an EFCRP to affect an order to redeem Creation Units.

An EFCRP is a technique permitted by the rules of the applicable futures exchange that, as utilized by a Fund in the Sponsor’s discretion, would allow such Fund to take a position in a futures contract from an Authorized Participant, or give futures contracts to an Authorized Participant, in the case of a redemption, rather than to enter the futures exchange markets to obtain such a position. An EFCRP by itself will not change either party’s net risk position materially. Because the futures position that a Fund would otherwise need to take in order to meet its investment objective can be obtained without unnecessarily impacting the financial or futures markets or their pricing, EFCRPs can generally be viewed as transactions beneficial to a Fund. A block trade is a technique that permits certain Funds to obtain a futures position without going through the market auction system and can generally be viewed as a transaction beneficial to the Fund.

Authorized Participants pay a fixed transaction fee of up to \$250 in connection with each order to create or redeem a Creation Unit in order to compensate The Bank of New York Mellon (“BNY Mellon”), as the Administrator, the Custodian and the Transfer Agent of each Fund and its Shares, for services in processing the creation and redemption of Creation Units and to offset the costs of increasing or decreasing derivative positions. Authorized Participants also may pay a variable transaction fee to the Funds of up to 0.10% (and a variable transaction fee to the Matching VIX Funds of 0.05%) of the value of the Creation Unit that is purchased or redeemed unless the transaction fee is waived or otherwise adjusted by the Sponsor. The Sponsor provides such Authorized Participant with prompt notice in advance of any such waiver or adjustment of the transaction fee. Authorized Participants may sell the Shares included in the Creation Units they purchase from the Funds to other investors in the secondary market.

The form of Authorized Participant Agreement and the related Authorized Participant Handbook set forth the procedures for the creation and redemption of Creation Units and for the payment of cash required for such creations and redemptions. The Sponsor may delegate its duties and obligations under the form of Authorized Participant Agreement to SEI Investments Distribution Co. (“SEI”) or BNY Mellon, in its capacity as the Administrator, without consent from any shareholder or Authorized Participant. The form of Authorized Participant Agreement and the related procedures attached thereto may be amended by the Sponsor without the consent of any shareholder or Authorized Participant. Authorized Participants who purchase Creation Units from a Fund receive no fees, commissions or other form of compensation or inducement of any kind from either the Sponsor or the Fund, and no such person has any obligation or responsibility to the Sponsor or the Fund to affect any sale or resale of Shares.

Authorized Participants are cautioned that some of their activities may result in their being deemed participants in a distribution in a manner which would render them statutory underwriters and subject them to the prospectus delivery and liability provisions of the Securities Act of 1933, as amended (the “1933 Act”).

Each Authorized Participant must be registered as a broker-dealer under the 1934 Act and regulated by Financial Industry Regulatory Authority (“FINRA”), or exempt from being, or otherwise not required to be, so regulated or registered, and must be qualified to act as a broker or dealer in the states or other jurisdictions where the nature of its business so requires. Certain Authorized Participants may be regulated under federal and state banking laws and regulations. Each Authorized Participant must have its own set of rules and procedures, internal controls and information barriers as it determines is appropriate in light of its own regulatory regime.

Authorized Participants may act for their own accounts or as agents for broker-dealers, custodians and other securities market participants that wish to create or redeem Creation Units.

Persons interested in purchasing Creation Units should contact the Sponsor or the Administrator to obtain the contact information for the Authorized Participants. Shareholders who are not Authorized Participants are only able to redeem their Shares through an Authorized Participant.

Pursuant to the Authorized Participant Agreement, the Sponsor agreed to indemnify the Authorized Participants against certain liabilities, including liabilities under the 1933 Act, and to contribute to the payments the Authorized Participants may be required to make in respect of those liabilities.

The following description of the procedures for the creation and redemption of Creation Units is only a summary and an investor should refer to the relevant provisions of the Amended and Restated Trust Agreement of the Trust, as may be further amended from time to time (the “Trust Agreement”) and the form of Authorized Participant Agreement for more detail. The Trust Agreement and the form of Authorized Participant Agreement are incorporated by reference into this Annual Report on Form 10-K.

Creation Procedures

On any Business Day, an Authorized Participant may place an order with the Distributor to create one or more Creation Units. For purposes of processing both purchase and redemption orders, a “Business Day” for each Fund means any day on which the NAV of such Fund is determined. Purchase orders must be placed by the cut-off time shown below or earlier if the NYSE, a Fund’s primary listing exchange, or other exchange material to the valuation or operation of such Fund (an “Exchange” as defined below) closes before the cut-off time. If a purchase order is received prior to the applicable cut-off time, the day on which SEI receives a valid purchase order is the purchase order date. If the purchase order is received after the applicable cut-off time, the purchase order date will be the next day. Purchase orders are irrevocable. By placing a purchase order, and prior to delivery of such Creation Units, an Authorized Participant’s DTC account will be charged the non-refundable transaction fee due for the purchase order.

Determination of Required Payment

The total payment required to create each Creation Unit is the NAV of 50,000 Shares of the applicable Geared Fund or 25,000 Shares of the applicable Matching VIX Fund on the purchase order date plus the applicable transaction fee. For each Fund, Authorized Participants have create/redeem cut-off times prior to the NAV calculation time, which may be different from the close of the U.S. markets, as shown in the table below.

<u>Underlying Benchmark</u>	<u>Create/Redeem Cutoff</u>	<u>NAV Calculation Time</u>
Silver	1:00 p.m. (Eastern Time)	1:25 p.m. (Eastern Time)
Gold	1:00 p.m. (Eastern Time)	1:30 p.m. (Eastern Time)
S&P 500 VIX Short-Term Futures Index	2:00 p.m. (Eastern Time)	4:15 p.m. (Eastern Time)
S&P 500 VIX Mid-Term Futures Index	2:00 p.m. (Eastern Time)	4:15 p.m. (Eastern Time)
Bloomberg WTI Crude Oil Subindex SM	2:00 p.m. (Eastern Time)	2:30 p.m. (Eastern Time)
Bloomberg Natural Gas Subindex SM	2:00 p.m. (Eastern Time)	2:30 p.m. (Eastern Time)
Australian dollar	3:00 p.m. (Eastern Time)	4:00 p.m. (Eastern Time)
Euro	3:00 p.m. (Eastern Time)	4:00 p.m. (Eastern Time)
Yen	3:00 p.m. (Eastern Time)	4:00 p.m. (Eastern Time)

Delivery of Cash

Cash required for settlement will typically be transferred to the Custodian through: (1) the Continuous Net Settlement (“CNS”) clearing process of the National Securities Clearing Corporation (“NSCC”), as such processes have been enhanced to effect creations and redemptions of Creation Units; or (2) the facilities of DTC on a Delivery Versus Payment (“DVP”) basis, which is the procedure in which the buyer’s payment for securities is due at the time of delivery. Security delivery and payment are simultaneous. If the Custodian does not receive the cash by the market close on the first Business Day following the purchase order date (T+1), such order may be charged interest for delayed settlement or cancelled. The Sponsor reserves the right to extend the deadline for the Custodian to receive the cash required for settlement up to the second Business Day following the purchase order date (T+2). In the event a purchase order is cancelled, the Authorized Participant will be responsible for reimbursing the Fund for all costs associated with cancelling the order including costs for repositioning the portfolio. At its sole discretion, the Sponsor may agree to a delivery date other than T+2. Additional fees may apply for special settlement. The Creation Unit will be delivered to the Authorized Participant upon the Custodian’s receipt of the purchase amount.

Delivery of Exchange of Futures Contract for Related Position (“EFCRP”) Futures Contracts or Block Trades

In the event that the Sponsor shall have determined to permit the Authorized Participant to transfer futures contracts pursuant to an EFCRP or to engage in a block trade purchase of futures contracts from the Authorized Participant with respect to a Fund, as well as to deliver cash, in the creation process, futures contracts required for settlement must be transferred directly to the Fund’s account at its FCM. If the cash is not received by the market close on the second Business Day following the purchase order date (T+2); such order may be charged interest for delayed settlements or cancelled. In the event a purchase order is cancelled, the Authorized Participant will be responsible for reimbursing a Fund for all costs associated with cancelling the order including costs for repositioning the portfolio. At its sole discretion, the Sponsor may agree to a delivery date other than T+2. The Creation Unit will be delivered to the Authorized Participant upon the Custodian’s receipt of the cash purchase amount and the futures contracts.

Suspension or Rejection of Purchase Orders

In respect of any Fund, the Sponsor may, in its discretion, suspend the right to purchase, or postpone the purchase settlement date, (1) for any period during which any of the NYSE, NYSE Arca, Cboe, CFE, CME (including CBOT and NYMEX) or ICE or other exchange material to the valuation or operation of the Funds (each, an “Exchange”) is closed or when trading is suspended or restricted on such exchanges in any of the underlying commodities; (2) for any period during which an emergency exists as a result of which the fulfillment of a purchase order is not reasonably practicable; or (3) for such other period as the Sponsor determines to be necessary for the protection of the shareholders. The Sponsor will not be liable to any person or in any way for any loss or damages that may result from any such suspension or postponement.

The Sponsor also may reject a purchase order if:

- it determines that the purchase order is not in proper form;
- the Sponsor believes that the purchase order would have adverse tax consequences to a Fund or its shareholders;
- the order would be illegal; or
- circumstances outside the control of the Sponsor make it, for all practical purposes, not feasible to process creations of Creation Units.

None of the Sponsor, the Administrator, the Transfer Agent, the Distributor or the Custodian will be liable for the suspension or rejection of any purchase order.

Redemption Procedures

The procedures by which an Authorized Participant may redeem one or more Creation Units mirror the procedures for the creation of Creation Units. On any Business Day, an Authorized Participant may place an order with the Distributor to redeem one or more Creation Units. If a redemption order is received prior to the applicable cut-off time, or earlier if the Exchange, or other exchange material to the valuation or operation of such Fund, closes before the cut-off time, the day on which SEI receives a valid redemption order is the redemption order date. If the redemption order is received after the applicable cut-off time, the redemption order date will be the next day. Redemption orders are irrevocable. The redemption procedures allow Authorized Participants to redeem Creation Units. Individual shareholders may not redeem directly from a Fund.

By placing a redemption order, an Authorized Participant agrees to deliver the Creation Units to be redeemed through DTC’s book-entry system to the applicable Fund not later than noon (Eastern Time), on the first Business Day immediately following the redemption order date (T+1). The Sponsor reserves the right to extend the deadline for the Fund to receive the Creation Units required for settlement up to the second Business Day following the redemption order date (T+2). By placing a redemption order, and prior to receipt of the redemption proceeds, an Authorized Participant must wire to the Custodian the non-refundable transaction fee due for the redemption order or any proceeds due will be reduced by the amount of the fee payable. At its sole discretion, the Sponsor may agree to a delivery date other than T+2. Additional fees may apply for special settlement.

Upon request of an Authorized Participant made at the time of a redemption order, the Sponsor at its sole discretion may determine, in addition to delivering redemption proceeds, to transfer futures contracts to the Authorized Participant pursuant to an EFCRP or to a block trade sale of futures contracts to the Authorized Participant.

Determination of Redemption Proceeds

The redemption proceeds from a Fund consist of the cash redemption amount and, if permitted by the Sponsor in its sole discretion with respect to a Fund, an EFCRP or block trade with the relevant Fund, as described in “Creation and Redemption of Shares” above. The cash redemption amount is equal to the NAV of the number of Creation Unit(s) of such Fund requested in the Authorized Participant’s redemption order as of the time of the calculation of such Fund’s NAV on the redemption order date, less transaction fees and any amounts attributable to any applicable EFCRP or block trade.

Delivery of Redemption Proceeds

The redemption proceeds due from a Fund are delivered to the Authorized Participant at noon (Eastern Time), on the second Business Day immediately following the redemption order date if, by such time on such Business Day immediately following the redemption order date, a Fund’s DTC account has been credited with the Creation Units to be redeemed. The Fund should be credited through: (1) the CNS clearing process of NSCC, as such processes have been enhanced to effect creations and redemptions of Creation Units; or (2) the facilities of DTC on a Delivery Versus Payment basis. If a Fund’s DTC account has not been credited with all of the Creation Units to be redeemed by such time, the redemption distribution is delivered to the extent whole Creation Units are received. Any remainder of the redemption distribution is delivered on the next Business Day to the extent any remaining whole Creation Units are received if: (1) the Sponsor receives the fee applicable to the extension of the redemption distribution date which the Sponsor may, from time to time, determine, and; (2) the remaining Creation Units to be redeemed are credited to the Fund’s DTC account by noon (Eastern Time), on such next Business Day. Any further outstanding amount of the redemption order may be cancelled. The Authorized Participant will be responsible for reimbursing a Fund for all costs associated with cancelling the order including costs for repositioning the portfolio.

The Sponsor is also authorized to deliver the redemption distribution notwithstanding that the Creation Units to be redeemed are not credited to a Fund’s DTC account by noon (Eastern Time), on the second Business Day immediately following the redemption order date if the Authorized Participant has collateralized its obligation to deliver the Creation Units through DTC’s book-entry system on such terms as the Sponsor may determine from time-to-time.

In the event that the Authorized Participant shall have requested, and the Sponsor shall have determined to permit the Authorized Participant to receive futures contracts pursuant to an EFCRP, as well as the cash redemption proceeds, in the redemption process, futures contracts required for settlement shall be transferred directly from the Fund’s account at its FCM to the account of the Authorized Participant at its FCM.

Suspension or Rejection of Redemption Orders

In respect of any Fund, the Sponsor may, in its discretion, suspend the right of redemption, or postpone the redemption settlement date: (1) for any period during which any Exchange, or other exchange material to the valuation or operation of the Fund, is closed or when trading is suspended or restricted on such Exchanges in any of the underlying commodities; (2) for any period during which an emergency exists as a result of which the redemption distribution is not reasonably practicable; or (3) for such other period as the Sponsor determines to be necessary for the protection of the shareholders. The Sponsor will not be liable to any person or in any way for any loss or damages that may result from any such suspension or postponement.

The Sponsor will reject a redemption order if the order is not in proper form as described in the form of Authorized Participant Agreement or if the fulfillment of the order might be unlawful.

Creation and Redemption Transaction Fee

To compensate BNY Mellon for services in processing the creation and redemption of Creation Units and to offset some or all of the transaction costs, an Authorized Participant may be required to pay a fixed transaction fee to BNY Mellon of up to \$250 per order to create or redeem Creation Units and may pay a variable transaction fee to a Fund of up to 0.10% (and a variable transaction fee to the Matching VIX Funds of 0.05%) of the value of a Creation Unit. An order may include multiple Creation Units. The transaction fee(s) may be reduced, increased or otherwise changed by the Sponsor at its sole discretion.

Special Settlement

The Sponsor may allow for early settlement of purchase or redemption orders. Such arrangements may result in additional charges to the Authorized Participant.

NAV

The NAV in respect of a Fund means the total assets of the Fund including, but not limited to, all cash and cash equivalents or other debt securities less total liabilities of such Fund, consistently applied under the accrual method of accounting. In particular, the NAV includes any unrealized profit or loss on open Financial Instruments, and any other credit or debit accruing to a Fund but unpaid or not received by a Fund. The NAV per Share of each Fund is computed by dividing the value of the net assets of such Fund (*i.e.*, the value of its total assets less total liabilities) by its total number of Shares outstanding. Expenses and fees are accrued daily and taken into account for purposes of determining the NAV. Each Fund's NAV is calculated on each day other than a day when the Exchange is closed for regular trading. The Funds compute their NAVs at the times set forth below, or an earlier time as set forth on www.ProShares.com if necessitated by the Exchange or other exchange material to the valuation or operation of such Fund closing early. Each Fund's NAV is calculated only once each trading day.

<u>Fund</u>	<u>NAV Calculation Time</u>
ProShares UltraShort Silver and ProShares Ultra Silver	1:25 p.m. (Eastern Time)*
ProShares UltraShort Gold and ProShares Ultra Gold	1:30 p.m. (Eastern Time)*
ProShares UltraShort Bloomberg Crude Oil and ProShares Ultra Bloomberg Crude Oil	2:30 p.m. (Eastern Time)
ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF	2:30 p.m. (Eastern Time)
ProShares UltraShort Bloomberg Natural Gas and ProShares Ultra Bloomberg Natural Gas	2:30 p.m. (Eastern Time)
ProShares Short Euro, ProShares UltraShort Euro and ProShares Ultra Euro	4:00 p.m. (Eastern Time)
ProShares UltraShort Australian Dollar	4:00 p.m. (Eastern Time)
ProShares UltraShort Yen and ProShares Ultra Yen	4:00 p.m. (Eastern Time)
ProShares VIX Short-Term Futures ETF, ProShares Ultra VIX Short-Term Futures ETF and ProShares Short VIX Short-Term Futures ETF	4:15 p.m. (Eastern Time)
ProShares VIX Mid-Term Futures ETF	4:15 p.m. (Eastern Time)

* For silver and gold, this time may vary due to differences in when daylight savings time is effective between London and New York. The actual times equate to noon London time for silver and 3:00 p.m. London time for gold.

In calculating the NAV of a Fund, the settlement value of the Fund's non-exchange traded Financial Instruments, is determined by applying the then-current disseminated value for the corresponding benchmark to the terms of such Fund's non-exchange traded Financial Instruments. However, in the event that an underlying reference asset is not trading due to the operation of daily limits or otherwise, the Sponsor may, in its sole discretion, choose to fair value the Fund's non-exchange traded Financial Instruments for purposes of the NAV calculation. Such fair value prices would generally be determined based on available inputs about the current value of the underlying reference assets and would be based on principles that the Sponsor deems fair and equitable so long as such principles are consistent with normal industry standards.

Futures contracts traded on a U.S. exchange are calculated at their then-current market value, which is based upon the settlement price (for the VIX Funds and the Commodity Index Funds) or the last traded price before the NAV time (for the Currency Funds), for that particular futures contract traded on the applicable U.S. exchange on the date with respect to which the NAV is being determined. If a futures contract traded on a U.S. exchange could not be liquidated on such day, due to the operation of daily limits or other rules of the exchange upon which that position is traded or otherwise, the Sponsor may, in its sole discretion, choose to determine a fair value price as the basis for determining the market value of such position for such day.

In addition, the Sponsor may, in its sole discretion, choose to fair value a Fund's Financial Instruments for purposes of the NAV calculation for (1) any period for which, in the Sponsor's sole discretion, market quotations or settlement prices do not accurately reflect the fair value of a Financial Instrument, (2) any period during which the Exchange or any other exchange, marketplace or trading center, deemed to affect the normal operations of the Funds, is closed, or when trading is restricted or suspended, or (3) such other period as the Sponsor determines, in its sole discretion, to be necessary for the protection of the Shareholders of the Funds.

Such fair value prices would generally be determined based on available inputs about the current value of the underlying reference assets and would be based on principles that the Sponsor deems fair and equitable so long as such principles are consistent with normal industry standards.

The Funds may use a variety of money market instruments to invest excess cash. Money Market instruments used in this capacity are valued at amortized cost which approximates fair value for daily NAV purposes.

Indicative Optimized Portfolio Value ("IOPV")

The IOPV is an indicator of the value of a Fund's net assets at the time the IOPV is disseminated. The IOPV is calculated and disseminated every 15 seconds throughout the trading day. The IOPV is generally calculated using the prior day's closing net assets of a Fund as a base and updating throughout the trading day changes in the value of the Financial Instruments held by a Fund. The IOPV should not be viewed as an actual real time update of the NAV because NAV is calculated only once at the end of each trading day. The IOPV also should not be viewed as a precise value of the Shares. Neither the Funds nor the Sponsor are liable for any errors in the calculation of the IOPV or any failure to disseminate IOPV.

The NYSE Arca disseminates the IOPV. In addition, the IOPV is published on the NYSE Arca's website and is available through on-line information services such as Bloomberg Finance L.P. and/or Reuters.

Fees and Expenses

Offering Expenses

Offering costs will be amortized by the Funds over a twelve month period on a straight-line basis beginning once the fund commences operations. The Sponsor will not charge its Management Fee in the first year of operations of a Fund in an amount equal to the offering costs. Normal and expected expenses incurred in connection with the continuous offering of Shares of a Fund after the commencement of its trading operations will be paid by the Sponsor.

Offering expenses mean those expenses incurred in connection with the qualification and registration of the Shares of each Fund and in offering, distributing and processing the Shares of each Fund under applicable federal law, and any other expenses actually incurred and, directly or indirectly, related to the organization of each offering of the Shares of such Fund, including, but not limited to, expenses such as:

- initial SEC registration fees and SEC and FINRA filing fees;
- costs of preparing, printing (including typesetting), amending, supplementing, mailing and distributing the Trust's Registration Statements, the exhibits thereto and the related prospectuses;
- the costs of qualifying, printing (including typesetting), amending, supplementing and mailing sales materials used in connection with the offering and issuance of the Shares; and
- accounting, auditing and legal fees (including disbursements related thereto) incurred in connection therewith.

Management Fee

Each Geared Fund pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.95% per annum of its average daily NAV of such Fund. Each Matching VIX Fund pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.85% per annum of its average daily NAV. No other management fee is paid by the Funds. The Management Fee is paid in consideration of the Sponsor's trading advisory services and the other services provided to the Funds that the Sponsor pays directly.

Licensing Fee

The Sponsor pays S&P a licensing fee for use of the VIX Futures Indexes as the benchmarks for the VIX Funds. The Sponsor pays Bloomberg a licensing fee for the Bloomberg Commodity IndexSM, as well as each subindex that serves as a benchmark for a Commodity Index Fund.

Routine Operational, Administrative and Other Ordinary Expenses

The Sponsor pays all of the routine operational, administrative and other ordinary expenses of each Fund, generally, as determined by the Sponsor, including, but not limited to, fees and expenses of the Administrator, Custodian, Distributor, ProFunds Distributors, Inc., an affiliated broker-dealer of the Sponsor, and Transfer Agent, licensing fees, accounting and audit fees and expenses, tax preparation expenses, legal fees not in excess of \$100,000 per annum, ongoing SEC registration fees not exceeding 0.021% per annum of the NAV of a Fund, FINRA filing fees, individual K-1 preparation and mailing fees not exceeding 0.10% per annum of the NAV of a Fund, and report preparation and mailing expenses.

Non-Recurring Fees and Expenses

Each Fund pays all of its non-recurring and unusual fees and expenses, if any, as determined by the Sponsor. Non-recurring and unusual fees and expenses are fees and expenses that are unexpected or unusual in nature, such as legal claims and liabilities, litigation costs or indemnification or other material expenses which are not currently anticipated obligations of the Funds. Routine operational, administrative and other ordinary expenses are not deemed extraordinary expenses.

Selling Commission

Retail investors may purchase and sell Shares through traditional brokerage accounts. Investors are expected to be charged a customary commission by their brokers in connection with purchases of Shares that will vary from investor to investor. Investors are encouraged to review the terms of their brokerage accounts for applicable charges. The price at which an Authorized Participant sells a Share may be higher or lower than the price paid by such Authorized Participant in connection with the creation of such Share in a Creation Unit.

Brokerage Commissions and Fees

Each Fund, with the exception of the Matching VIX Funds, pays all of its brokerage commissions, including applicable exchange fees, NFA fees and give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities for each Fund's investments in CFTC regulated investments. The Sponsor is currently paying brokerage commissions on VIX futures contracts for the Matching VIX Funds in amounts that exceed variable create/redeem fees collected by more than 0.02% of the Matching VIX Fund's average net assets annually.

Other Transaction Costs

The Funds bear other transaction costs including the effects of trading spreads and financing costs/fees, if any, associated with the use of Financial Instruments, and costs relating to the purchase of U.S. Treasury securities or similar high credit quality short-term fixed- income or similar securities (such as shares of money market funds and collateralized repurchase agreements).

Employees

The Trust has no employees.

Item 1A. Risk Factors.

These risk factors should be read in connection with the other information included in this Annual Report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations and the Funds' Financial Statements and the related Notes to the Funds' Financial Statements. For purposes of this section:

- *The term "Matching VIX Fund" refers to ProShares VIX Short-Term Futures ETF and ProShares VIX Mid-Term Futures ETF;*

- The term “Geared VIX Fund” refers to ProShares Ultra VIX Short-Term Futures ETF and ProShares Short VIX Short-Term Futures ETF;
- The term “VIX Fund” refers to each Geared VIX Fund and each Matching VIX Fund;
- The term “Geared Fund” refers to ProShares UltraShort Bloomberg Crude Oil, ProShares UltraPro Short 3x Crude Oil ETF, ProShares UltraShort Bloomberg Natural Gas, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares Short Euro, ProShares UltraShort Australian Dollar, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, ProShares Ultra Bloomberg Natural Gas, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Euro and ProShares Ultra Yen, and each Geared VIX Fund;
- The term “Natural Gas Fund” refers to ProShares UltraShort Bloomberg Natural Gas and ProShares Ultra Bloomberg Natural Gas ;
- The term “Oil Fund” refers to ProShares UltraShort Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, ProShares UltraPro 3x Short Crude Oil ETF, and ProShares Ultra Bloomberg Crude Oil;
- The term “Precious Metal Fund” refers to ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares Ultra Gold and ProShares Ultra Silver; and
- The term “Currency Fund” refers to ProShares Short Euro, ProShares UltraShort Australian Dollar, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Euro and ProShares Ultra Yen.

Risks Specific to the Geared Funds

In addition to the risks described elsewhere in this “Risk Factors” section, the following risks apply to the Geared Funds.

Due to the compounding of daily returns, the Geared Funds’ returns over periods longer than a single day will likely differ in amount and possibly even direction from the Geared Fund multiple times the benchmark return for the period.

Each of the Geared Funds is “geared” in the sense that each has an investment objective to correspond, before fees and expenses, to the one-half inverse (e.g., -0.5x), inverse (e.g., -1x), an inverse multiple (e.g., -2x, 3x), or a multiple (e.g., 1.5x, 2x, 3x), of the performance of a benchmark on a given day. Each Geared Fund seeks investment results for a single day only, as measured from its NAV calculation time to its next NAV calculation time, and not for any other period. The return of a Geared Fund for a period longer than a single day is the result of its return for each day compounded over the period and usually will differ from one-half inverse (e.g., -0.5x), the inverse (-1x), one and one-half times (1.5x), two times the inverse (-2x), three times the inverse (-3x), two times (2x) or three times (3x) the return of the Geared Fund’s benchmark for the period. A Geared Fund will lose money if its benchmark’s performance is flat over time, and it is possible for a Geared Fund to lose money over time regardless of the performance of an underlying benchmark, as a result of daily rebalancing, the benchmark’s volatility and compounding. Longer holding periods, higher benchmark volatility, inverse exposure and greater leverage each affect the impact of compounding on a Geared Fund’s returns. Daily compounding of a Geared Fund’s investment returns can dramatically and adversely affect its longer-term performance during periods of high volatility. Volatility may be at least as important to a Geared Fund’s return for a period as the return of the Geared Fund’s underlying benchmark.

A Geared Fund will lose money if the Index’s performance is flat over time, and it is possible for a Geared Fund to lose money over time regardless of the performance of the Index, as a result of daily rebalancing, the Index’s volatility, compounding and other factors. Longer holding periods, higher index volatility, inverse exposure and greater leverage each affect the impact of compounding on a Geared Fund’s returns. Daily compounding of a Geared Fund’s investment returns can dramatically and adversely affect performance, especially during periods of high volatility. Volatility has a negative impact on Geared Fund performance and the volatility of the Index may be at least as important to a Geared Fund’s return for a period as the return of the Index.

Each Ultra or UltraShort Fund uses leverage and should produce daily returns that are more volatile than that of its benchmark. For example, the daily return of an Ultra Fund with a 2x multiple should be approximately two times as volatile on a daily basis as the return of a fund with an objective of matching the same benchmark. The daily return of an Ultra Fund with a 1.5x multiple should be approximately one and one-half times as volatile on a daily basis as the return of a fund with an objective of matching the same benchmark. The daily return of a Short Fund is designed to return either one-half the inverse (-0.5x) or the inverse (-1x) of the return, that would be expected of a fund with an objective of matching the same benchmark. Each UltraPro or UltraPro Short Fund uses leverage and should produce daily returns that are more volatile than that of its benchmark. For example, the daily return of an UltraPro Fund with a 3x multiple should be approximately three times as volatile on a daily basis as the return of a fund with an objective of matching the same benchmark. The daily return of an UltraPro Short Fund is designed to return the inverse (-3x) or three times the inverse (-3x) of the return, respectively, that would be expected of a fund with an objective of matching the same benchmark. The Geared Funds are not appropriate for all investors and present different risks than other funds. The daily return of an UltraShort or UltraPro Short Fund is designed to return two times the inverse (-2x) or three times the inverse (-3x) of the return, respectively, that would be expected of a fund with an objective of matching the same benchmark. The daily return of an UltraPro Fund is designed to return three times (3x) the return that would be expected of a fund with an objective of matching the same benchmark. The Geared Funds that use leverage are riskier than similarly benchmarked exchange-traded funds that do not use leverage. An investor should only consider an investment in a Geared Fund if he or she understands the consequences of seeking daily leveraged, daily inverse or daily inverse leveraged investment results. Daily objective geared funds, if used properly and in conjunction with the investor's view on the future direction and volatility of the markets, can be useful tools for investors who want to manage their exposure to various markets and market segments and who are willing to monitor and/or periodically rebalance their portfolios. Shareholders who invest in the Geared Funds should actively manage and monitor their investments, as frequently as daily.

The hypothetical examples below illustrate how daily geared fund returns can behave for periods longer than a single day. Each involves a hypothetical fund XYZ that seeks to double the daily performance of benchmark XYZ. On each day, fund XYZ performs in line with its objective (two times (2x) the benchmark's daily performance before fees and expenses). Notice that, in the first example (showing an overall benchmark loss for the period), over the entire seven-day period, the fund's total return is more than two times the loss of the period return of the benchmark. For the seven-day period, benchmark XYZ lost 3.26% while fund XYZ lost 7.01% (versus -6.52% or 2 x -3.26%).

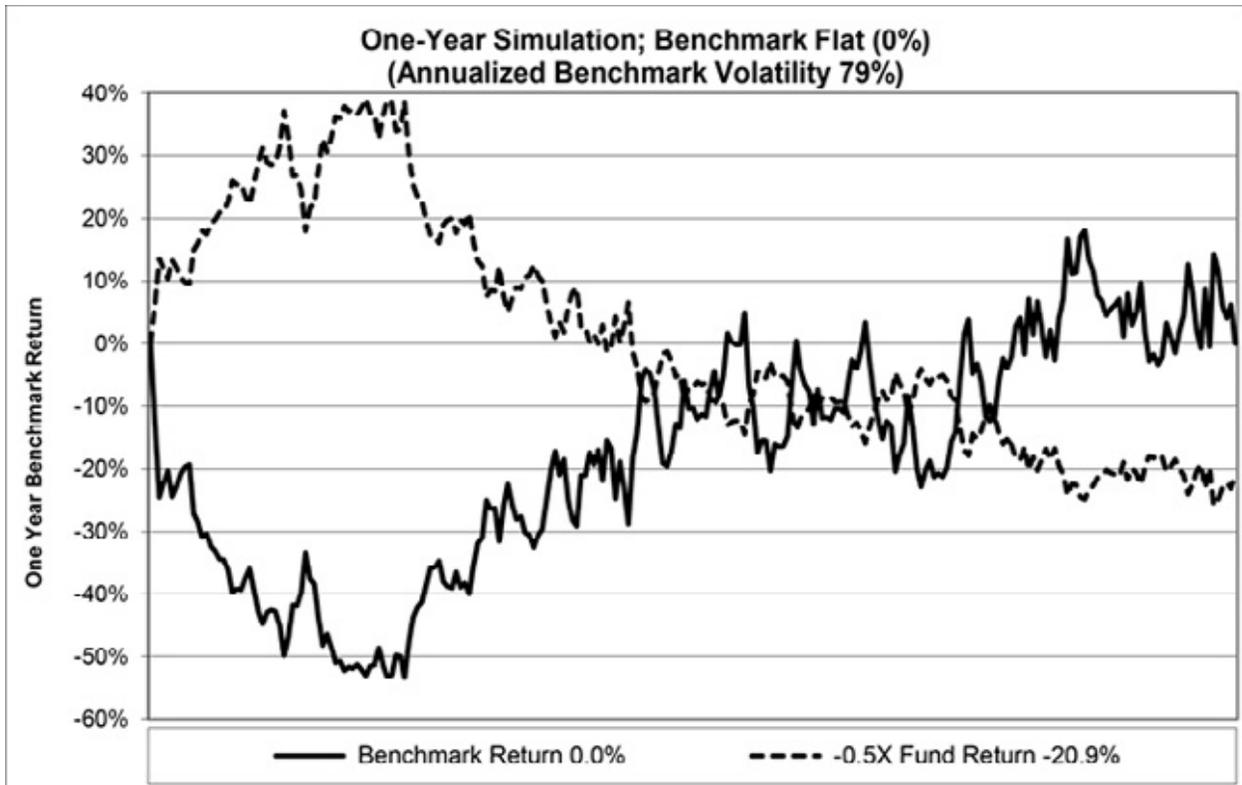
	Benchmark XYZ		Fund XYZ	
	Level	Daily Performance	Daily Performance	Net Asset Value
Start	100.00			\$100.00
Day 1	97.00	-3.00%	-6.00%	94.00
Day 2	99.91	3.00%	6.00%	99.64
Day 3	96.91	-3.00%	-6.00%	93.66
Day 4	99.82	3.00%	6.00%	99.28
Day 5	96.83	-3.00%	-6.00%	93.32
Day 6	99.73	3.00%	6.00%	98.92
Day 7	96.74	-3.00%	-6.00%	92.99
Total Return		-3.26%	-7.01%	

Similarly, in another example (showing an overall benchmark gain for the period), over the entire seven-day period, the fund's total return is considerably less than double that of the period return of the benchmark. For the seven-day period, benchmark XYZ gained 2.72% while fund XYZ gained 4.86% (versus 5.44% (or $2 \times 2.72\%$)).

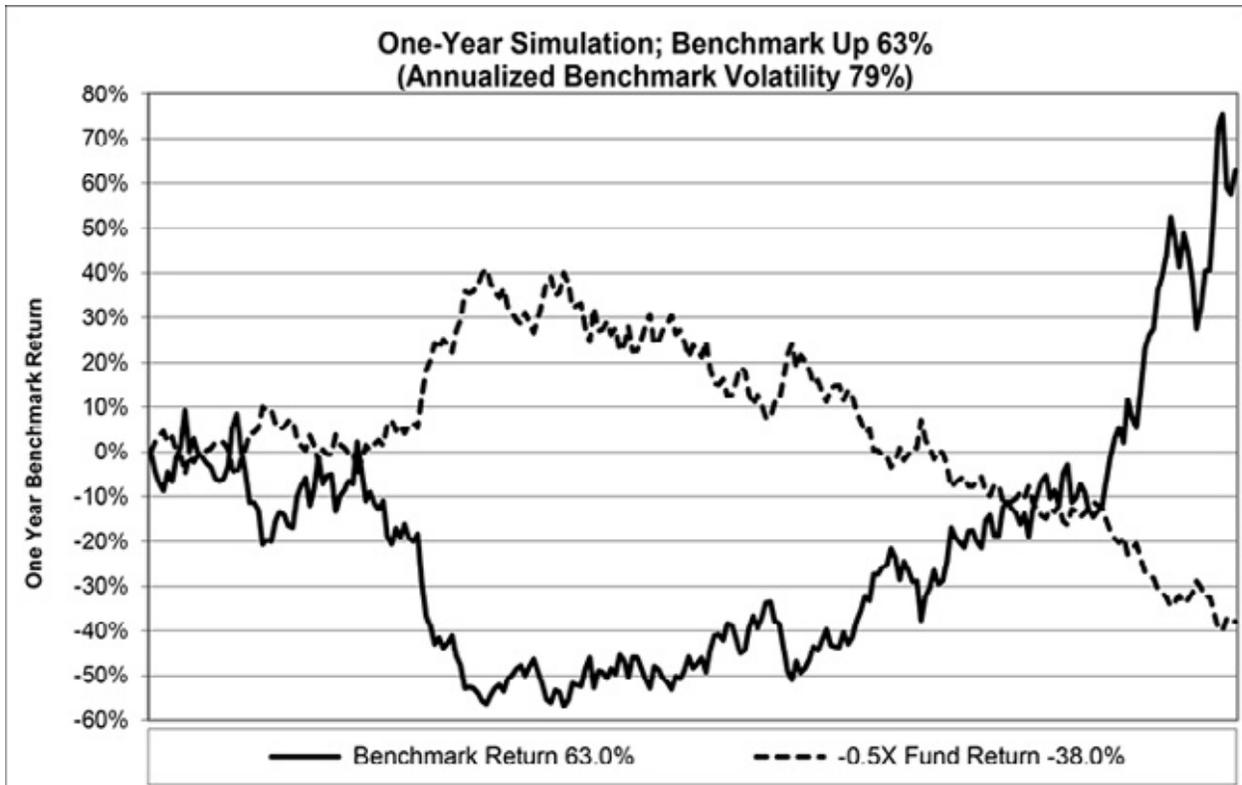
	Benchmark XYZ		Fund XYZ	
	Level	Daily Performance	Daily Performance	Net Asset Value
Start	100.00			\$100.00
Day 1	103.00	3.00%	6.00%	106.00
Day 2	99.91	-3.00%	-6.00%	99.64
Day 3	102.91	3.00%	6.00%	105.62
Day 4	99.82	-3.00%	-6.00%	99.28
Day 5	102.81	3.00%	6.00%	105.24
Day 6	99.73	-3.00%	-6.00%	98.92
Day 7	102.72	3.00%	6.00%	104.86
Total Return		2.72%	4.86%	

These effects are caused by the compounding, which exists in all investments, but has a more significant impact in geared funds. In general, during periods of higher benchmark volatility, compounding will cause an Ultra Fund's results for periods longer than a single day to be less than two times (2x) (or less than one and one-half times (1.5x) with respect to the ProShares Ultra VIX Short-Term Futures ETF) the return of the benchmark. Compounding will cause a Short Fund's results for periods longer than a single day to be less than the inverse (-1x) (or less than one-half the inverse (-0.5x) with respect to the ProShares Short VIX Short-Term Futures ETF) of the return of the benchmark. Additionally, compounding will cause an UltraShort Fund's results for periods longer than a single day to be less than two times the inverse (-2x) of the return of the benchmark or less than three times the inverse (-3x) or three times (3x) the return of the benchmark for the UltraPro Short Fund and the UltraPro Fund, respectively. This effect becomes more pronounced as volatility increases. Conversely, in periods of lower benchmark volatility (particularly when combined with higher benchmark returns), an Ultra Fund's returns over longer periods can be higher than two times (2x) (or higher than one and one-half times (1.5x) with respect to the ProShares Ultra VIX Short-Term Futures ETF) the return of the benchmark. Actual results for a particular period, before fees and expenses, are also dependent on the magnitude of the benchmark return in addition to the benchmark volatility. Similar effects exist for the Short Funds, UltraShort Funds, UltraPro Funds, and UltraPro Short Funds and the significance of these effects may be even greater with such inverse or inverse leveraged funds.

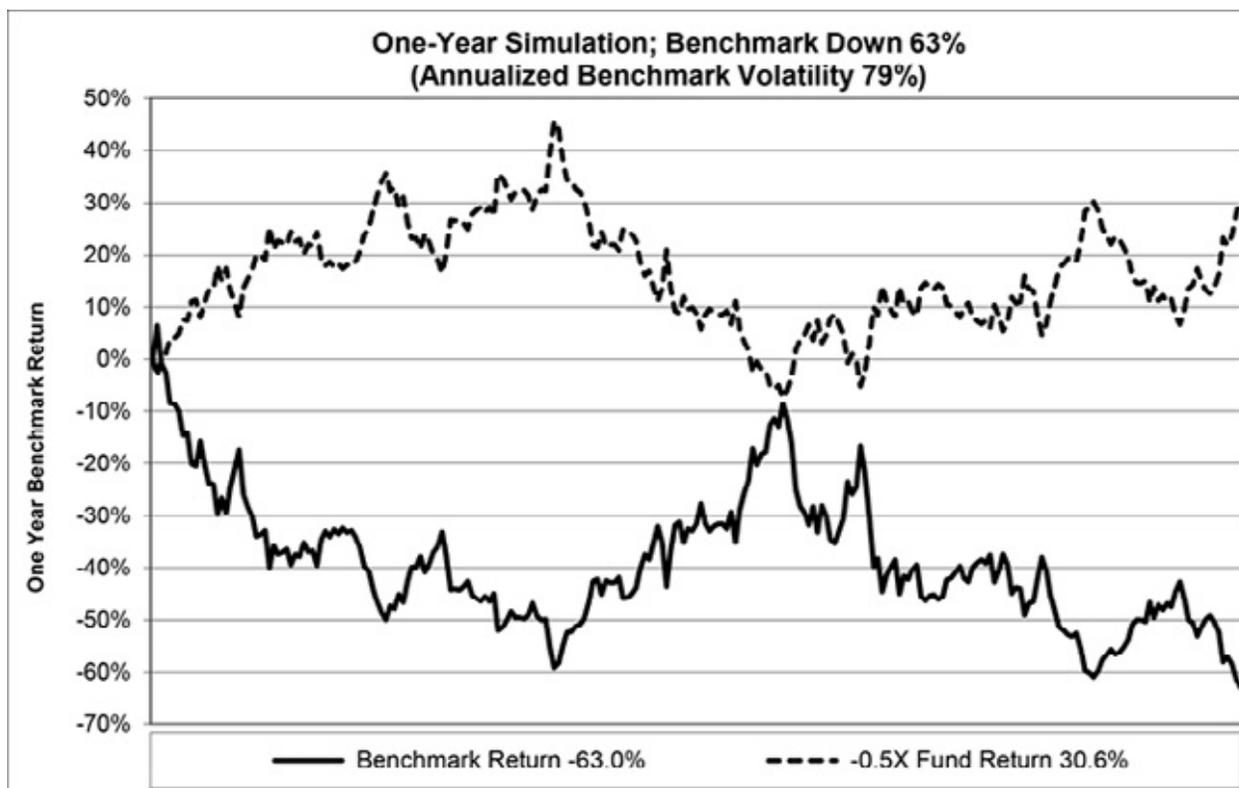
The graphs that follow illustrate this point. Each of the graphs shows a simulated hypothetical one-year performance of a benchmark compared with the performance of a geared fund that perfectly achieves its geared daily investment objective. The graphs demonstrate that, for periods greater than a single day, a geared fund is likely to underperform or overperform (but not match) the benchmark performance (or the inverse of the benchmark performance) times the multiple stated as the daily fund objective. Investors should understand the consequences of holding daily rebalanced funds for periods longer than a single day and should actively manage and monitor their investments, as frequently as daily. A one-year period is used solely for illustrative purposes. Deviations from the benchmark return (or the inverse of the benchmark return) times the fund multiple can occur over periods as short as two days (each day as measured from NAV to NAV) and may also occur in periods shorter than a single day (when measured intraday as opposed to NAV to NAV). See "Intraday Price Performance Risk" below for additional details. To isolate the impact of daily leveraged, inverse or inverse leveraged exposure, these graphs assume: a) no fund expenses or transaction costs; b) borrowing/lending rates (to obtain required inverse, inverse leveraged or leveraged exposure) and cash reinvestment rates of zero percent; and c) the fund consistently maintaining perfect exposure (-0.5x, -1x, -2x, -3x, 1.5x, 2x or 3x) as of the fund's NAV time each day. If these assumptions were different, the fund's performance would be different than that shown. If fund expenses, transaction costs and financing expenses greater than zero percent were included, the fund's performance would also be different than that shown. Each of the graphs also assumes a volatility rate of 73%, which is an approximate average of the five-year historical volatility rate of the most volatile benchmark referenced herein (the S&P 500 VIX Short-Term Futures Index). A benchmark's volatility rate is a statistical measure of the magnitude of fluctuations in its returns.



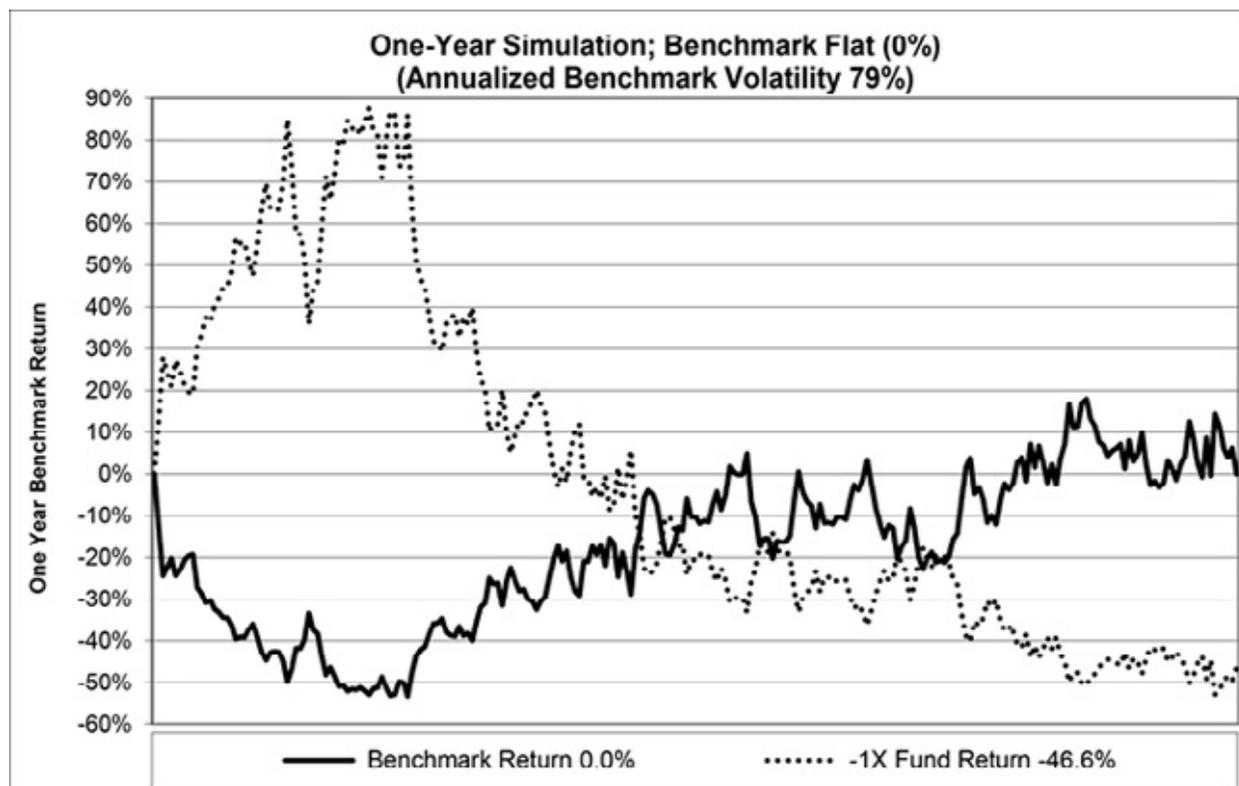
The graph above shows a scenario where the index, which exhibits day-to-day volatility, is flat or trendless over the year (i.e., begins and ends the year at 0%), but the Short Fund (-0.5x) is down.



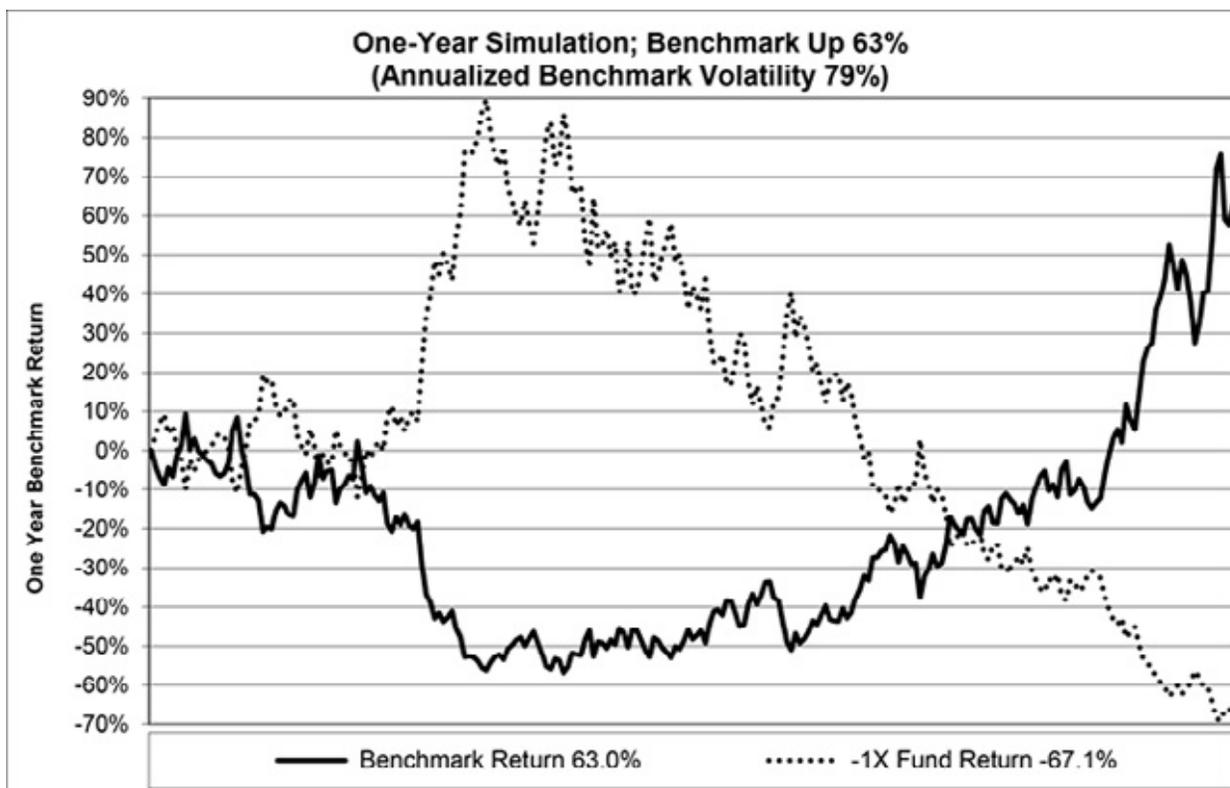
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is up over the year, but the Short Fund (-0.5x) is down more than one-half the inverse of the benchmark.



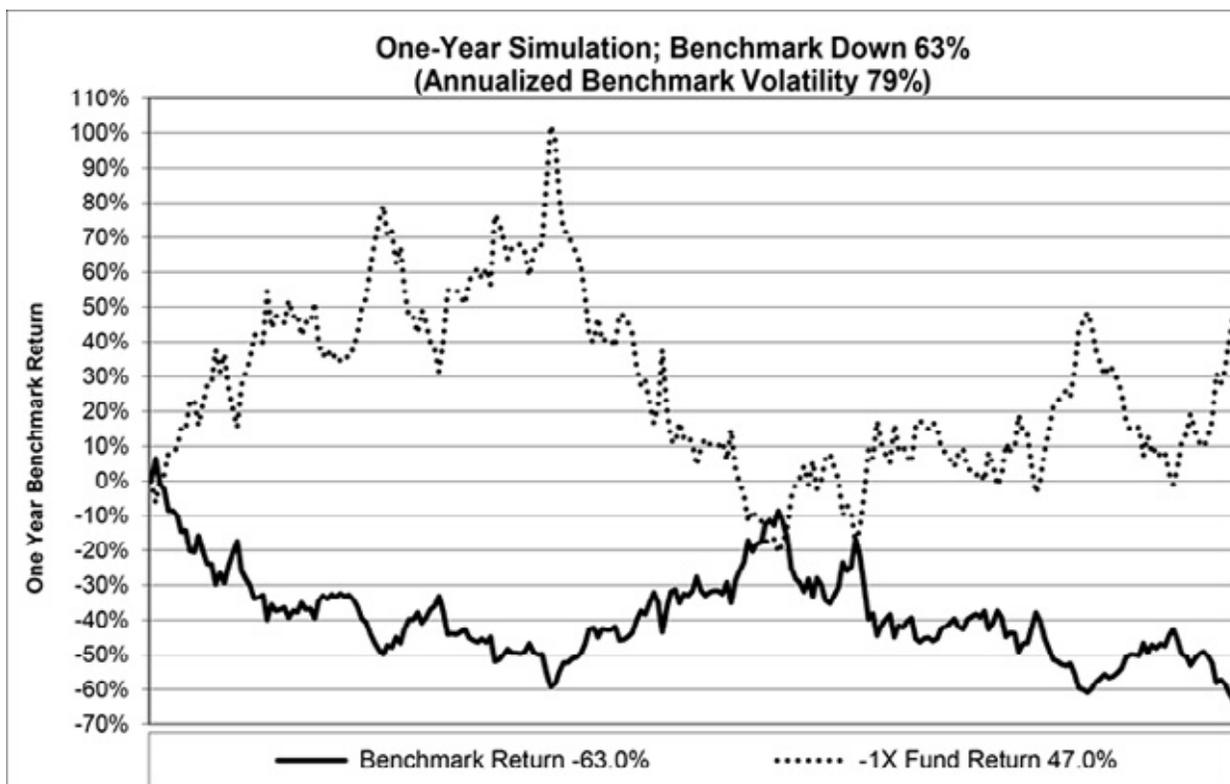
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is down over the year, but the Short Fund (-0.5x) is up less than one-half the inverse of the benchmark.



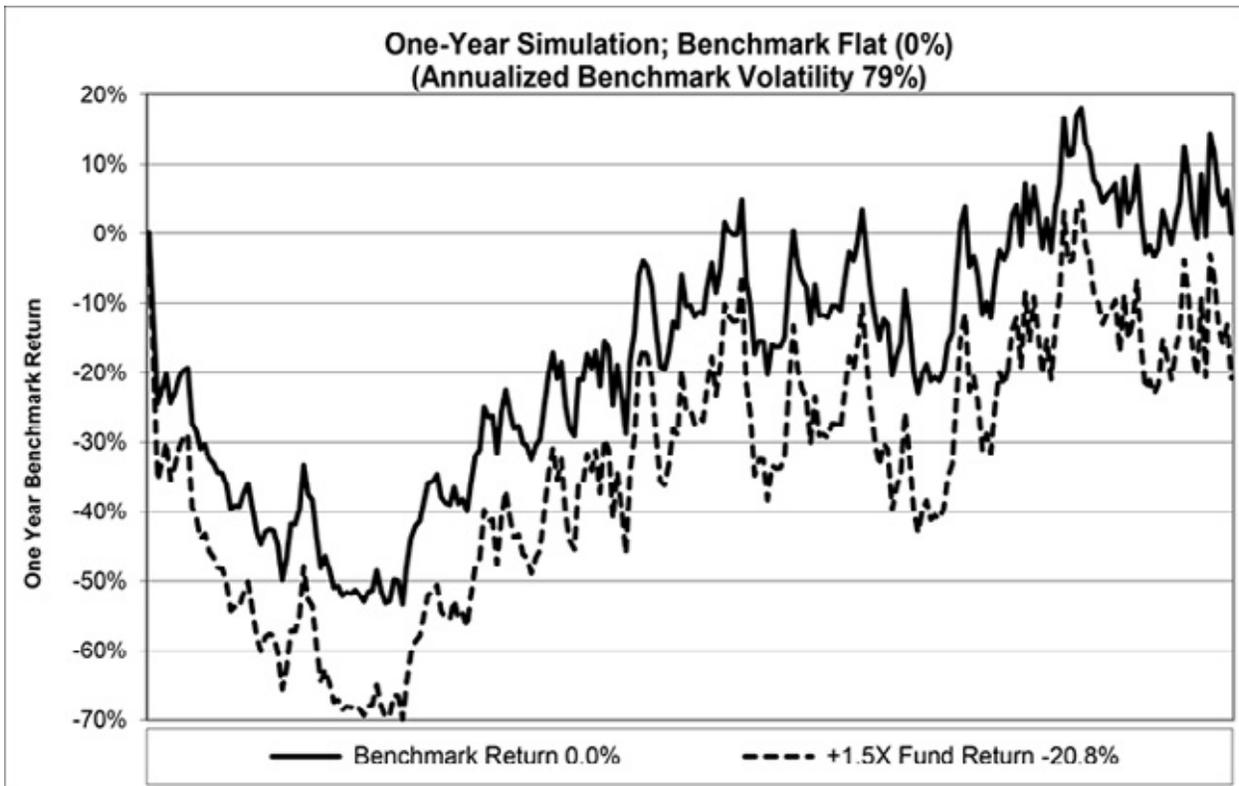
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is flat or trendless over the year (i.e., provides a return of 0% over the course of the year), but the Short Fund (-1x) is down.



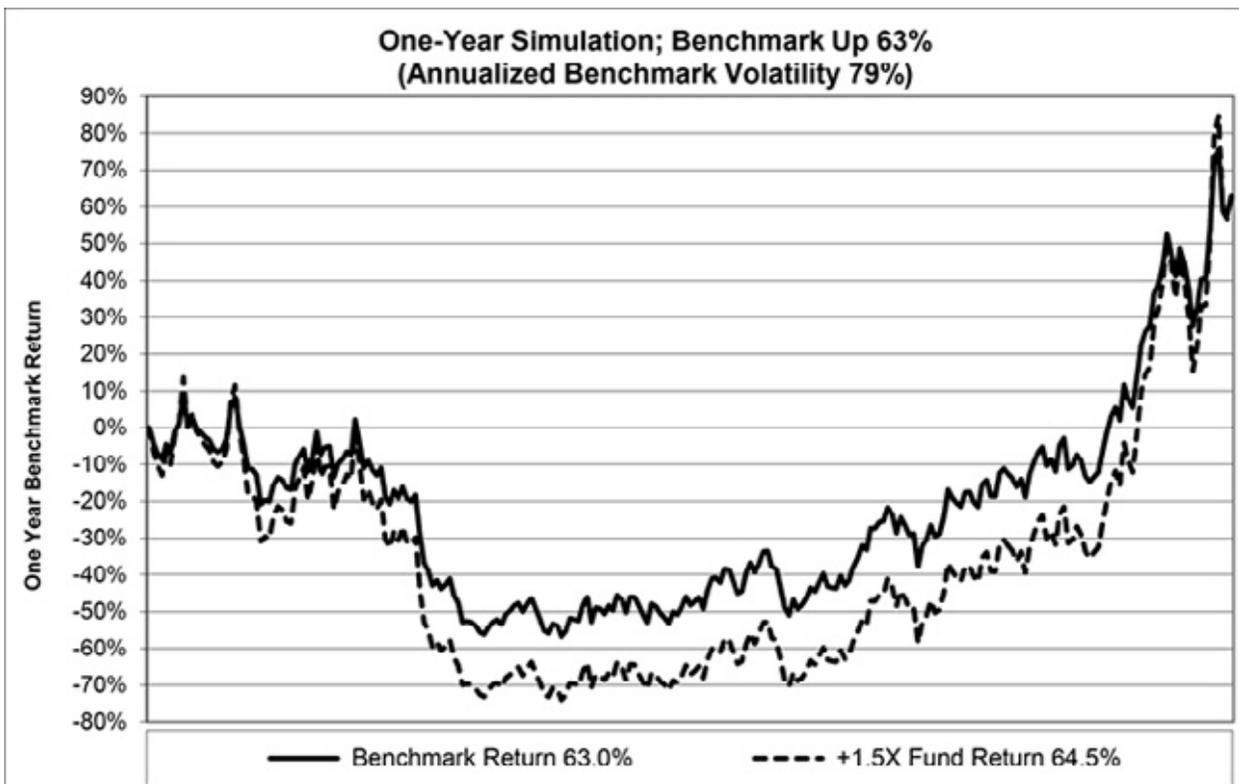
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is up over the year, but the Short Fund (-1x) is down more than the inverse of the benchmark.



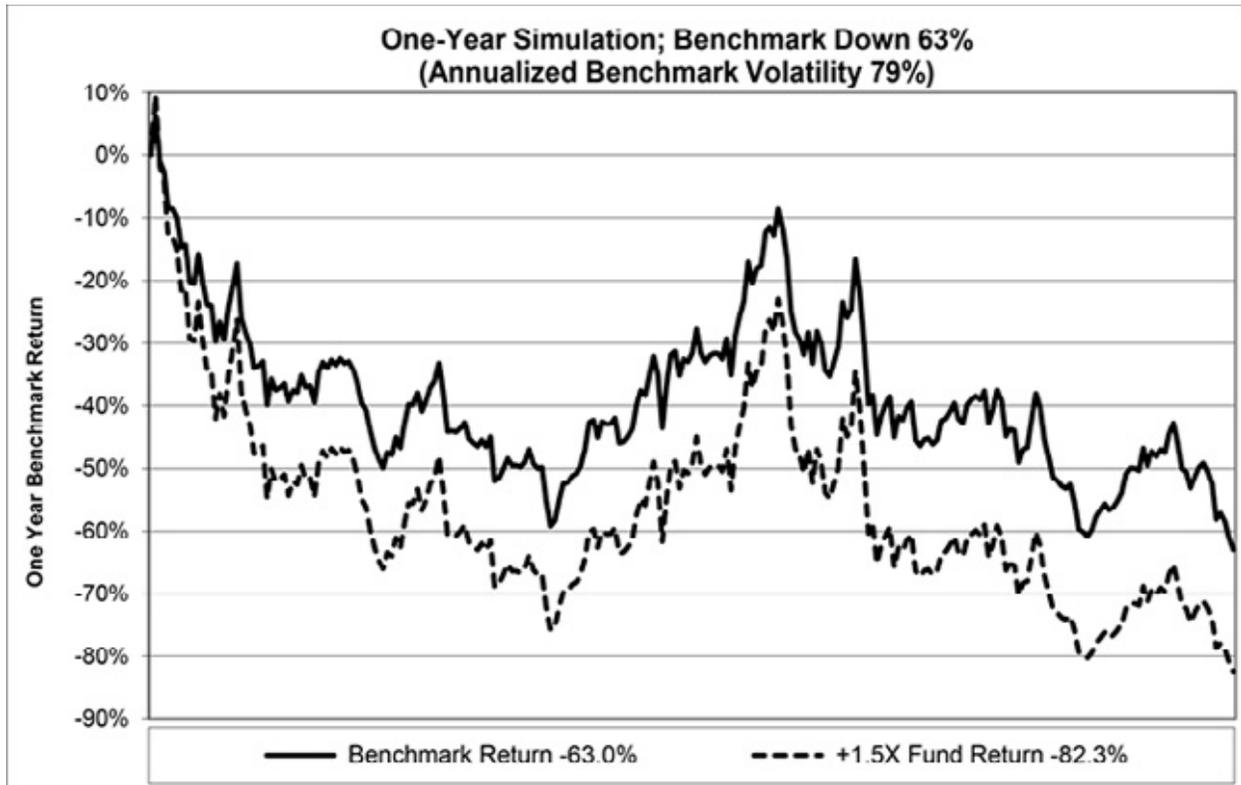
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is down over the year, but the Short Fund (-1x) is up less than the inverse of the benchmark.



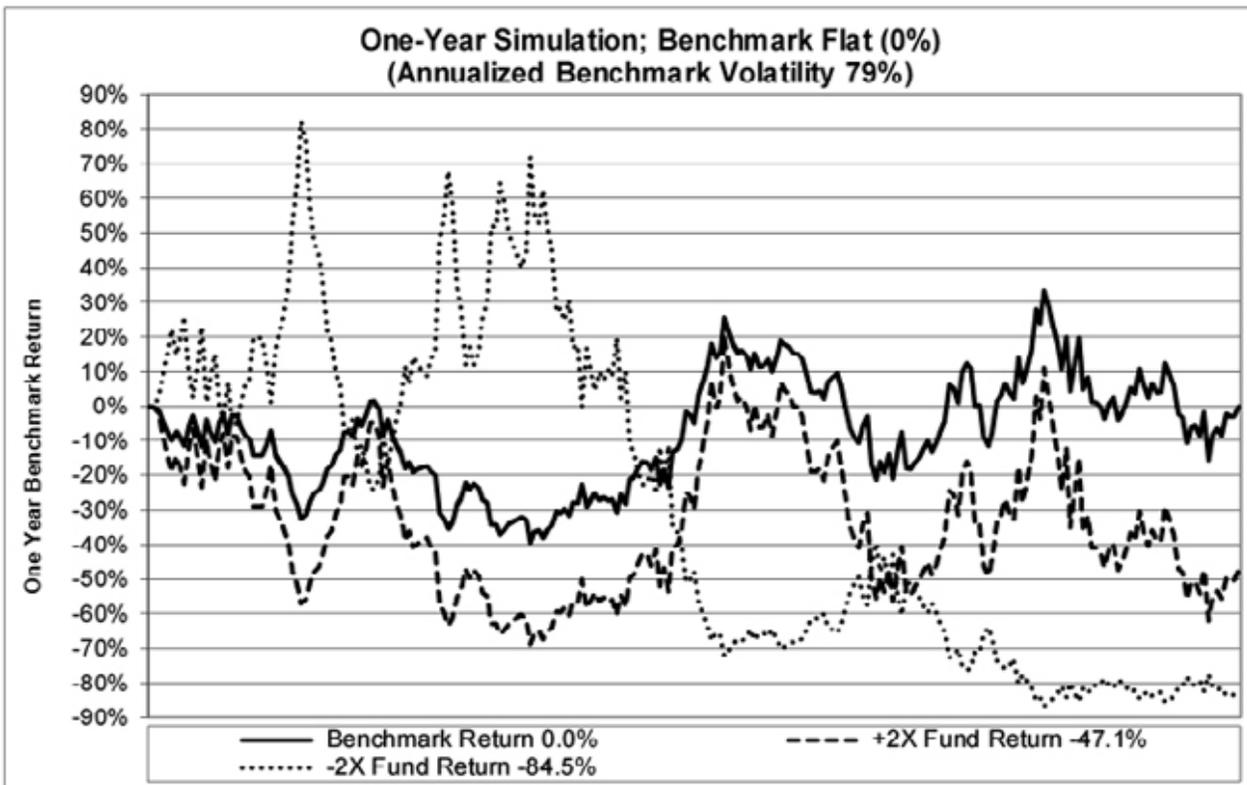
The graph above shows a scenario where the index, which exhibits day-to-day volatility, is flat or trendless over the year (i.e., begins and ends the year at 0%), but the Ultra Fund (1.5x) is down.



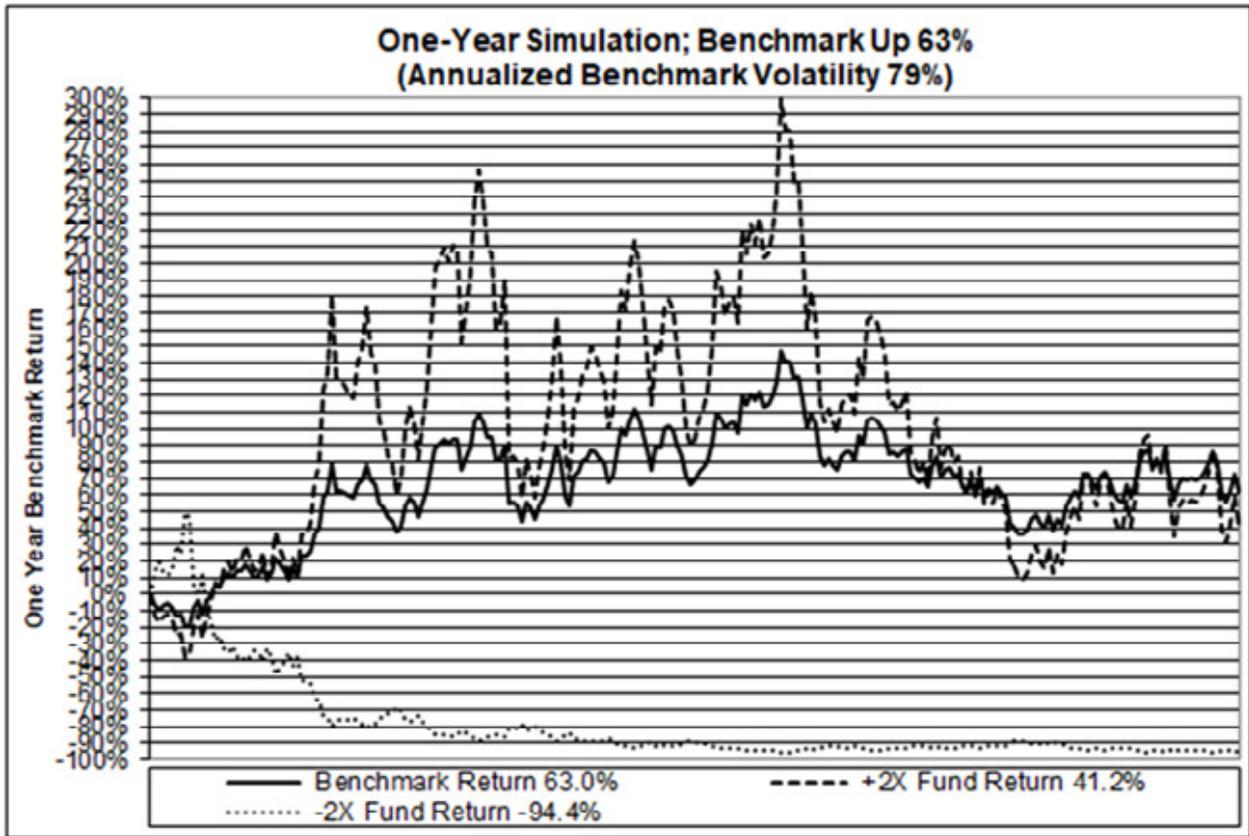
The graph above shows a scenario where the index, which exhibits day-to-day volatility, is up over the year, but the Ultra Fund (1.5x) is up less than one and one-half times the index.



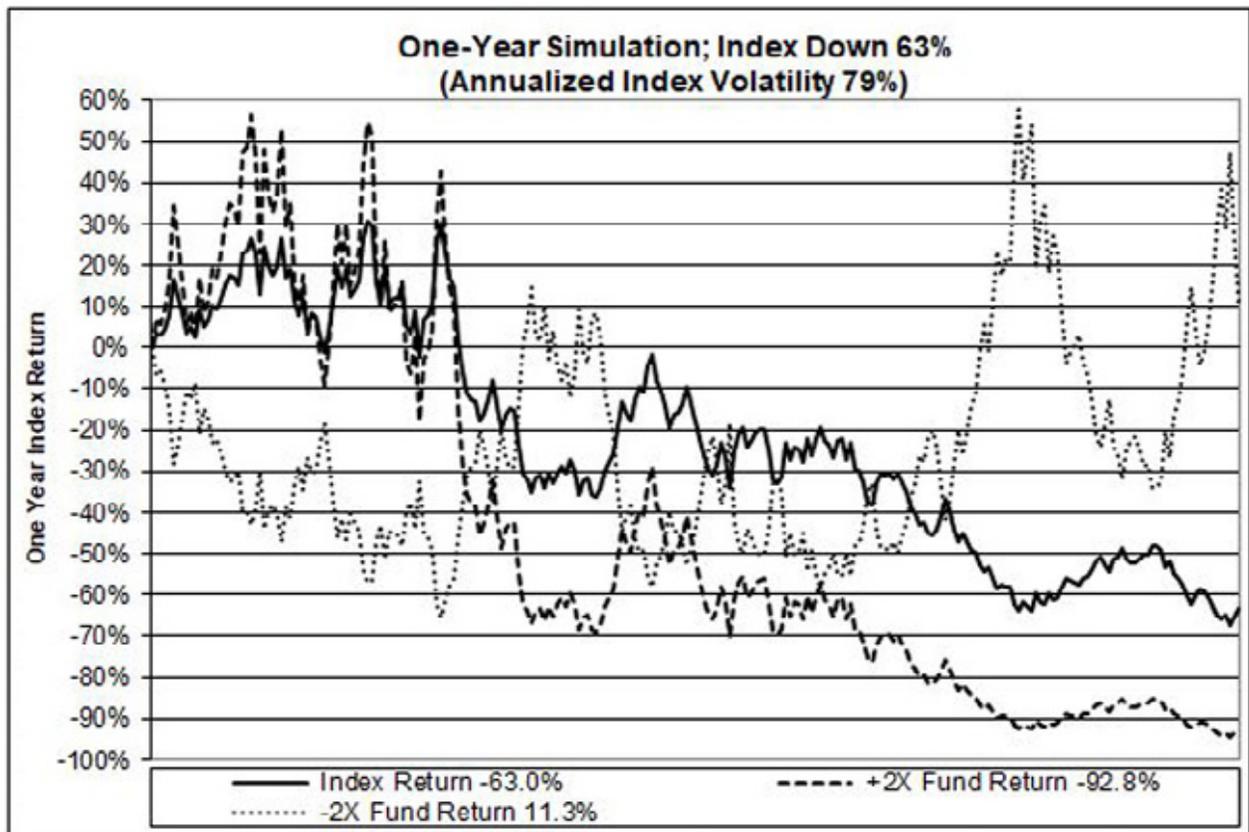
The graph above shows a scenario where the index, which exhibits day-to-day volatility, is down over the year, but the Ultra Fund (1.5x) is down less than one and one-half times the index.



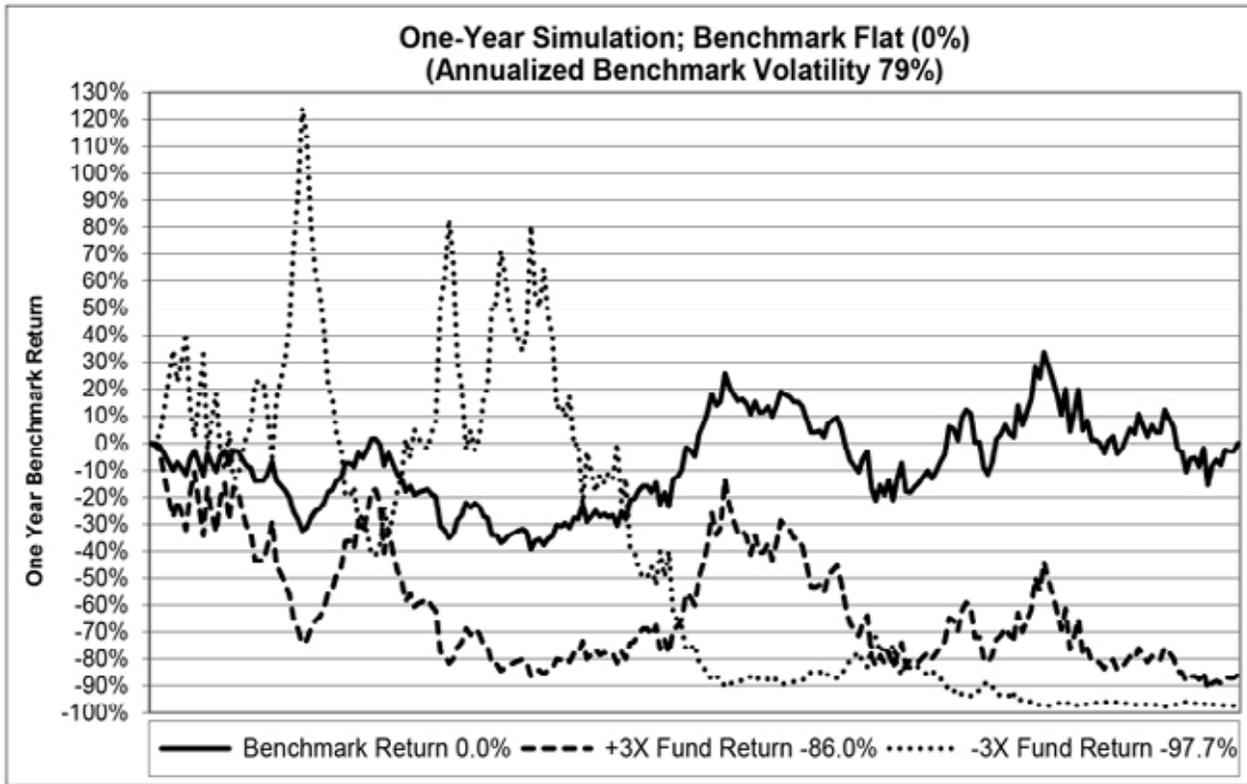
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is flat or trendless over the year (i.e., provides a return of 0% over the course of the year), but the Ultra Fund (2x) and the UltraShort Fund (-2x) are both down.



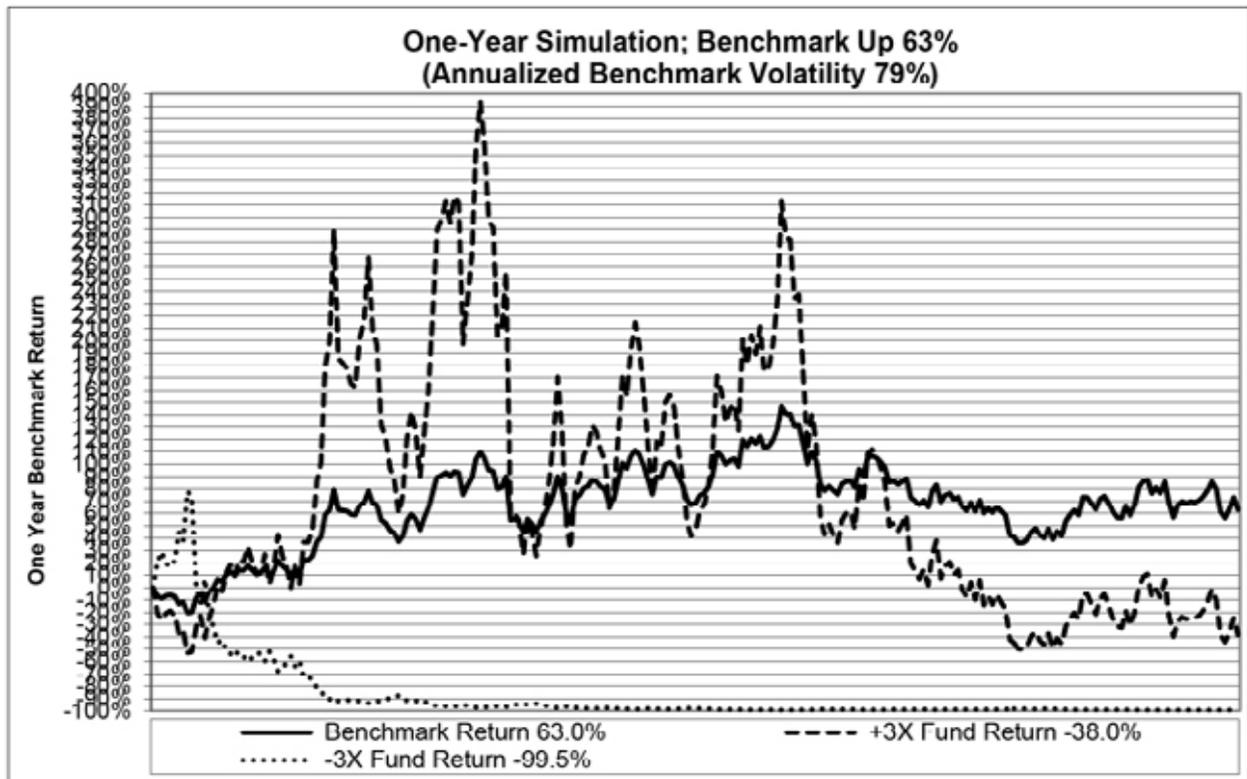
The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is up over the year, but the Ultra Fund (2x) is up less than two times the benchmark and the UltraShort Fund (-2x) is down less than two times the inverse of the benchmark.



The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is down over the year, but the Ultra Fund (2x) is down less than two times the benchmark and the UltraShort Fund (-2x) is up less than two times the inverse of the benchmark.



The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is flat or trendless over the year (i.e., provides a return of 0% over the course of the year), but the UltraPro Fund (3x) and the UltraPro Short Fund (-3x) are both down.



The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is up over the year, but the UltraPro Fund (3x) is up less than three times the benchmark and the UltraPro Short Fund (-3x) is down less than three times the inverse of the benchmark.



The graph above shows a scenario where the benchmark, which exhibits day-to-day volatility, is down over the year, but the UltraPro Fund (3x) is down less than three times the benchmark and the UltraPro Short Fund (-3x) is up less than three times the inverse of the benchmark.

The historical five year average volatility of the benchmarks utilized by the Funds ranges from 8.23% to 79.27%, as set forth in the table below.

Index	Identifier	Historical Five-Year Average Volatility Rate As of December 31, 2019
S&P 500 VIX Short-Term Futures Index	SPVXSP	79.27%
S&P 500 VIX Mid-Term Futures Index	SPVXMPID	32.42%
Bloomberg WTI Crude Oil Subindex SM	BCOMCL	36.72%
Bloomberg Natural Gas Subindex SM	BCOMNG	39.81%
Bloomberg Gold Subindex SM	BCOMGC	12.86%
Bloomberg Silver Subindex SM	BCOMSI	22.00%
The US dollar price of the euro	USDEUR	8.23%
The US dollar price of the Japanese yen	USDJPY	8.46%
The US dollar price of the Australian dollar	USDAUD	9.37%

The tables below illustrate the impact of two factors that affect a Geared Fund's performance, benchmark volatility and benchmark return. Benchmark volatility is a statistical measure of the magnitude of fluctuations in the returns of a benchmark and is calculated as the standard deviation of the natural logarithms of one plus the benchmark return (calculated daily), multiplied by the square root of the number of trading days per year (assumed to be 252). The tables show estimated fund returns for a number of combinations of benchmark volatility and benchmark return over a one-year period. To isolate the impact of daily leveraged, inverse or inverse leveraged exposure, these graphs assume: a) no fund expenses or transaction costs; b) borrowing/lending rates of zero percent (to obtain required inverse, inverse leveraged or leveraged exposure) and cash reinvestment rates of zero percent; and c) the fund consistently maintaining perfect exposure (-0.5x, -1x, -2x, -3x, 1.5x, 2x or 3x) as of the fund's NAV time each day. If these assumptions were different, the fund's performance would be different than that shown. If fund expenses, transaction costs and financing expenses were included, the fund's performance would be different than that shown. The tables below show examples in which a Geared Fund has an investment objective to correspond, before fees and expenses, to one-half the inverse (-0.5x), the inverse (-1), two times the inverse (-2x), two times (2x), one and one-half times (1.5x), three times the inverse (-3x) or three times (3x) the daily performance of a benchmark. The Geared Fund that has an investment objective to correspond to two times (2x) the daily performance of a benchmark could incorrectly be expected to achieve a 20% return on a yearly basis if the benchmark return was 10%, absent the effects of compounding. However, as the tables below show, with a benchmark volatility of 40%, such a fund would return 3.1%. In the charts below, shaded areas represent those scenarios where a geared fund with the investment objective described will outperform (*i.e.*, return more than) the benchmark performance times the stated multiple in the fund's investment objective; conversely areas not shaded represent those scenarios where the fund will underperform (*i.e.*, return less than) the benchmark performance times the multiple stated as the daily fund objective.

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results For a single day, Before Fees and Expenses, that Correspond to One-Half the Inverse (-0.5x) of the Daily Performance of an Index.

One Year Index Performance	One-Half the Invers (-0.5x) One Year Index Performance	Index Volatility															
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%	75%
		-60%	30.0%	58.1%	58.0%	57.5%	56.8%	55.8%	54.5%	52.9%	51.0%	48.9%	46.6%	44.0%	41.2%	38.1%	34.9%
-55%	27.5%	49.1%	48.9%	48.5%	47.8%	46.9%	45.6%	44.1%	42.4%	40.4%	38.2%	35.7%	33.1%	30.2%	27.2%	24.0%	20.7%
-50%	25.0%	41.4%	41.3%	40.9%	40.2%	39.3%	38.1%	36.7%	35.1%	33.2%	31.1%	28.8%	26.3%	23.6%	20.7%	17.7%	14.5%
-45%	22.5%	34.8%	34.7%	34.3%	33.7%	32.8%	31.7%	30.4%	28.8%	27.0%	25.0%	22.8%	20.4%	17.8%	15.1%	12.2%	9.2%
-40%	20.0%	29.1%	29.0%	28.6%	28.0%	27.2%	26.1%	24.8%	23.3%	21.6%	19.7%	17.5%	15.3%	12.8%	10.2%	7.4%	4.5%
-35%	17.5%	24.0%	23.9%	23.6%	23.0%	22.2%	21.2%	19.9%	18.5%	16.8%	15.0%	12.9%	10.7%	8.4%	5.9%	3.2%	0.4%
-30%	15.0%	19.5%	19.4%	19.1%	18.5%	17.7%	16.8%	15.6%	14.2%	12.6%	10.8%	8.8%	6.7%	4.4%	2.0%	-0.5%	-3.2%
-25%	12.5%	15.5%	15.4%	15.0%	14.5%	13.8%	12.8%	11.6%	10.3%	8.7%	7.0%	5.1%	3.1%	0.9%	-1.4%	-3.9%	-6.5%
-20%	10.0%	11.8%	11.7%	11.4%	10.9%	10.1%	9.2%	8.1%	6.8%	5.3%	3.6%	1.8%	-0.2%	-2.3%	-4.6%	-7.0%	-9.5%
-15%	7.5%	8.5%	8.4%	8.1%	7.6%	6.9%	6.0%	4.9%	3.6%	2.1%	0.5%	-1.2%	-3.2%	-5.2%	-7.4%	-9.7%	-12.2%
-10%	5.0%	5.4%	5.3%	5.0%	4.5%	3.8%	3.0%	1.9%	0.7%	-0.7%	-2.3%	-4.0%	-5.9%	-7.9%	-10.0%	-12.3%	-14.6%
-5%	2.5%	2.6%	2.5%	2.2%	1.7%	1.1%	0.2%	-0.8%	-2.0%	-3.4%	-4.9%	-6.6%	-8.4%	-10.4%	-12.4%	-14.6%	-16.9%
0%	0.0%	0.0%	-0.1%	-0.4%	-0.8%	-1.5%	-2.3%	-3.3%	-4.5%	-5.8%	-7.3%	-8.9%	-10.7%	-12.6%	-14.7%	-16.8%	-19.0%
5%	-2.5%	-2.4%	-2.5%	-2.8%	-3.2%	-3.9%	-4.7%	-5.6%	-6.8%	-8.1%	-9.5%	-11.1%	-12.9%	-14.7%	-16.7%	-18.8%	-21.0%
10%	-5.0%	-4.7%	-4.7%	-5.0%	-5.5%	-6.1%	-6.9%	-7.8%	-8.9%	-10.2%	-11.6%	-13.2%	-14.9%	-16.7%	-18.6%	-20.7%	-22.8%
15%	-7.5%	-6.7%	-6.8%	-7.1%	-7.5%	-8.1%	-8.9%	-9.8%	-10.9%	-12.2%	-13.6%	-15.1%	-16.7%	-18.5%	-20.4%	-22.4%	-24.5%
20%	-10.0%	-8.7%	-8.8%	-9.1%	-9.5%	-10.1%	-10.8%	-11.7%	-12.8%	-14.0%	-15.4%	-16.9%	-18.5%	-20.2%	-22.1%	-24.0%	-26.1%
25%	-12.5%	-10.6%	-10.6%	-10.9%	-11.3%	-11.9%	-12.6%	-13.5%	-14.6%	-15.8%	-17.1%	-18.6%	-20.1%	-21.9%	-23.7%	-25.6%	-27.6%
30%	-15.0%	-12.3%	-12.4%	-12.6%	-13.0%	-13.6%	-14.3%	-15.2%	-16.2%	-17.4%	-18.7%	-20.1%	-21.7%	-23.4%	-25.1%	-27.0%	-29.0%
35%	-17.5%	-13.9%	-14.0%	-14.3%	-14.7%	-15.2%	-15.9%	-16.8%	-17.8%	-18.9%	-20.2%	-21.6%	-23.2%	-24.8%	-26.5%	-28.4%	-30.3%
40%	-20.0%	-15.5%	-15.6%	-15.8%	-16.2%	-16.7%	-17.4%	-18.3%	-19.3%	-20.4%	-21.7%	-23.0%	-24.5%	-26.2%	-27.9%	-29.7%	-31.6%
45%	-22.5%	-17.0%	-17.0%	-17.3%	-17.7%	-18.2%	-18.9%	-19.7%	-20.7%	-21.8%	-23.0%	-24.4%	-25.9%	-27.4%	-29.1%	-30.9%	-32.7%
50%	-25.0%	-18.4%	-18.4%	-18.7%	-19.0%	-19.6%	-20.2%	-21.1%	-22.0%	-23.1%	-24.3%	-25.7%	-27.1%	-28.7%	-30.3%	-32.1%	-33.9%
55%	-27.5%	-19.7%	-19.8%	-20.0%	-20.4%	-20.9%	-21.5%	-22.3%	-23.3%	-24.4%	-25.6%	-26.9%	-28.3%	-29.8%	-31.4%	-33.2%	-35.0%
60%	-30.0%	-20.9%	-21.0%	-21.2%	-21.6%	-22.1%	-22.8%	-23.6%	-24.5%	-25.5%	-26.7%	-28.0%	-29.4%	-30.9%	-32.5%	-34.2%	-36.0%

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results, Before Fees and Expenses, that Correspond to the Inverse (-1x) of the Daily Performance of a Benchmark.

One Year Benchmark Performance	Inverse(-1x) of One Year Benchmark Performance	Benchmark Volatility															
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%	
		-60%	60%	150.0%	149.4%	147.5%	144.4%	140.2%	134.9%	128.5%	121.2%	113.0%	104.2%	94.7%	84.7%	74.4%	63.9%
-55%	55%	122.2%	121.7%	120.0%	117.3%	113.5%	108.8%	103.1%	96.6%	89.4%	81.5%	73.1%	64.2%	55.0%	45.6%	36.1%	
-50%	50%	100.0%	99.5%	98.0%	95.6%	92.2%	87.9%	82.8%	76.9%	70.4%	63.3%	55.8%	47.8%	39.5%	31.1%	22.5%	
-45%	45%	81.8%	81.4%	80.0%	77.8%	74.7%	70.8%	66.2%	60.9%	54.9%	48.5%	41.6%	34.4%	26.9%	19.2%	11.4%	
-40%	40%	66.7%	66.3%	65.0%	63.0%	60.1%	56.6%	52.3%	47.5%	42.0%	36.1%	29.8%	23.2%	16.3%	9.2%	2.1%	
-35%	35%	53.8%	53.5%	52.3%	50.4%	47.8%	44.5%	40.6%	36.1%	31.1%	25.6%	19.8%	13.7%	7.3%	0.8%	-5.7%	
-30%	30%	42.9%	42.5%	41.4%	39.7%	37.3%	34.2%	30.6%	26.4%	21.7%	16.7%	11.3%	5.6%	-0.3%	-6.4%	-12.5%	
-25%	25%	33.3%	33.0%	32.0%	30.4%	28.1%	25.3%	21.9%	18.0%	13.6%	8.9%	3.8%	-1.5%	-7.0%	-12.6%	-18.3%	
-20%	20%	25.0%	24.7%	23.8%	22.2%	20.1%	17.4%	14.2%	10.6%	6.5%	2.1%	-2.6%	-7.6%	-12.8%	-18.1%	-23.4%	
-15%	15%	17.6%	17.4%	16.5%	15.0%	13.0%	10.5%	7.5%	4.1%	0.3%	-3.9%	-8.4%	-13.1%	-17.9%	-22.9%	-27.9%	
-10%	10%	11.1%	10.8%	10.0%	8.6%	6.8%	4.4%	1.5%	-1.7%	-5.3%	-9.3%	-13.5%	-17.9%	-22.5%	-27.2%	-31.9%	
-5%	5%	5.3%	5.0%	4.2%	2.9%	1.1%	-1.1%	-3.8%	-6.9%	-10.3%	-14.0%	-18.0%	-22.2%	-26.6%	-31.0%	-35.5%	
0%	0%	0.0%	-0.2%	-1.0%	-2.2%	-3.9%	-6.1%	-8.6%	-11.5%	-14.8%	-18.3%	-22.1%	-26.1%	-30.2%	-34.5%	-38.7%	
5%	-5%	-4.8%	-5.0%	-5.7%	-6.9%	-8.5%	-10.5%	-13.0%	-15.7%	-18.8%	-22.2%	-25.8%	-29.6%	-33.6%	-37.6%	-41.7%	
10%	-10%	-9.1%	-9.3%	-10.0%	-11.1%	-12.7%	-14.6%	-16.9%	-19.6%	-22.5%	-25.8%	-29.2%	-32.8%	-36.6%	-40.4%	-44.3%	
15%	-15%	-13.0%	-13.3%	-13.9%	-15.0%	-16.5%	-18.3%	-20.5%	-23.1%	-25.9%	-29.0%	-32.3%	-35.7%	-39.3%	-43.0%	-46.7%	
20%	-20%	-16.7%	-16.9%	-17.5%	-18.5%	-19.9%	-21.7%	-23.8%	-26.3%	-29.0%	-31.9%	-35.1%	-38.4%	-41.9%	-45.4%	-48.9%	
25%	-25%	-20.0%	-20.2%	-20.8%	-21.8%	-23.1%	-24.8%	-26.9%	-29.2%	-31.8%	-34.7%	-37.7%	-40.9%	-44.2%	-47.6%	-51.0%	
30%	-30%	-23.1%	-23.3%	-23.8%	-24.8%	-26.1%	-27.7%	-29.7%	-31.9%	-34.5%	-37.2%	-40.1%	-43.2%	-46.3%	-49.6%	-52.9%	
35%	-35%	-25.9%	-26.1%	-26.7%	-27.6%	-28.8%	-30.4%	-32.3%	-34.5%	-36.9%	-39.5%	-42.3%	-45.3%	-48.3%	-51.5%	-54.6%	
40%	-40%	-28.6%	-28.7%	-29.3%	-30.2%	-31.4%	-32.9%	-34.7%	-36.8%	-39.1%	-41.7%	-44.4%	-47.2%	-50.2%	-53.2%	-56.2%	
45%	-45%	-31.0%	-31.2%	-31.7%	-32.6%	-33.7%	-35.2%	-37.0%	-39.0%	-41.2%	-43.7%	-46.3%	-49.0%	-51.9%	-54.8%	-57.7%	
50%	-50%	-33.3%	-33.5%	-34.0%	-34.8%	-35.9%	-37.4%	-39.1%	-41.0%	-43.2%	-45.6%	-48.1%	-50.7%	-53.5%	-56.3%	-59.2%	
55%	-55%	-35.5%	-35.6%	-36.1%	-36.9%	-38.0%	-39.4%	-41.0%	-42.9%	-45.0%	-47.3%	-49.8%	-52.3%	-55.0%	-57.7%	-60.5%	
60%	-60%	-37.5%	-37.7%	-38.1%	-38.9%	-40.0%	-41.3%	-42.9%	-44.7%	-46.7%	-49.0%	-51.3%	-53.8%	-56.4%	-59.0%	-61.7%	

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results, Before Fees and Expenses, that Correspond to Two Times the Inverse (-2x) of the Daily Performance of a Benchmark.

One Year Benchmark Performance	Two Times Inverse(-2x) of One Year Benchmark Performance	Benchmark Volatility															
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%	
-60%	120%	525.0%	520.3%	506.5%	484.2%	454.3%	418.1%	377.1%	332.8%	286.7%	240.4%	195.2%	152.2%	112.2%	76.0%	43.7%	
-55%	110%	393.8%	390.1%	379.2%	361.6%	338.0%	309.4%	277.0%	242.0%	205.6%	169.0%	133.3%	99.3%	67.7%	39.0%	13.5%	
-50%	100%	300.0%	297.0%	288.2%	273.9%	254.8%	231.6%	205.4%	177.0%	147.5%	117.9%	88.9%	61.4%	35.8%	12.6%	-8.0%	
-45%	90%	230.6%	228.1%	220.8%	209.0%	193.2%	174.1%	152.4%	128.9%	104.6%	80.1%	56.2%	33.4%	12.3%	-6.9%	-24.0%	
-40%	80%	177.8%	175.7%	169.6%	159.6%	146.4%	130.3%	112.0%	92.4%	71.9%	51.3%	31.2%	12.1%	-5.7%	-21.8%	-36.1%	
-35%	70%	136.7%	134.9%	129.7%	121.2%	109.9%	96.2%	80.7%	63.9%	46.5%	28.9%	11.8%	-4.5%	-19.6%	-33.4%	-45.6%	
-30%	60%	104.1%	102.6%	98.1%	90.8%	81.0%	69.2%	55.8%	41.3%	26.3%	11.2%	-3.6%	-17.6%	-30.7%	-42.5%	-53.1%	
-25%	50%	77.8%	76.4%	72.5%	66.2%	57.7%	47.4%	35.7%	23.1%	10.0%	-3.2%	-16.0%	-28.3%	-39.6%	-49.9%	-59.1%	
-20%	40%	56.3%	55.1%	51.6%	46.1%	38.6%	29.5%	19.3%	8.2%	-3.3%	-14.9%	-26.2%	-36.9%	-46.9%	-56.0%	-64.1%	
-15%	30%	38.4%	37.4%	34.3%	29.4%	22.8%	14.7%	5.7%	-4.2%	-14.4%	-24.6%	-34.6%	-44.1%	-53.0%	-61.0%	-68.2%	
-10%	20%	23.5%	22.5%	19.8%	15.4%	9.5%	2.3%	-5.8%	-14.5%	-23.6%	-32.8%	-41.7%	-50.2%	-58.1%	-65.2%	-71.6%	
-5%	10%	10.8%	10.0%	7.5%	3.6%	-1.7%	-8.1%	-15.4%	-23.3%	-31.4%	-39.6%	-47.7%	-55.3%	-62.4%	-68.8%	-74.5%	
0%	0%	0.0%	-0.7%	-3.0%	-6.5%	-11.3%	-17.1%	-23.7%	-30.8%	-38.1%	-45.5%	-52.8%	-59.6%	-66.0%	-71.8%	-77.0%	
5%	-10%	-9.3%	-10.0%	-12.0%	-15.2%	-19.6%	-24.8%	-30.8%	-37.2%	-43.9%	-50.6%	-57.2%	-63.4%	-69.2%	-74.5%	-79.1%	
10%	-20%	-17.4%	-18.0%	-19.8%	-22.7%	-26.7%	-31.5%	-36.9%	-42.8%	-48.9%	-55.0%	-61.0%	-66.7%	-71.9%	-76.7%	-81.0%	
15%	-30%	-24.4%	-25.0%	-26.6%	-29.3%	-32.9%	-37.3%	-42.3%	-47.6%	-53.2%	-58.8%	-64.3%	-69.5%	-74.3%	-78.7%	-82.6%	
20%	-40%	-30.6%	-31.1%	-32.6%	-35.1%	-38.4%	-42.4%	-47.0%	-51.9%	-57.0%	-62.2%	-67.2%	-72.0%	-76.4%	-80.4%	-84.0%	
25%	-50%	-36.0%	-36.5%	-37.9%	-40.2%	-43.2%	-46.9%	-51.1%	-55.7%	-60.4%	-65.1%	-69.8%	-74.2%	-78.3%	-82.0%	-85.3%	
30%	-60%	-40.8%	-41.3%	-42.6%	-44.7%	-47.5%	-50.9%	-54.8%	-59.0%	-63.4%	-67.8%	-72.0%	-76.1%	-79.9%	-83.3%	-86.4%	
35%	-70%	-45.1%	-45.5%	-46.8%	-48.7%	-51.3%	-54.5%	-58.1%	-62.0%	-66.0%	-70.1%	-74.1%	-77.9%	-81.4%	-84.6%	-87.4%	
40%	-80%	-49.0%	-49.4%	-50.5%	-52.3%	-54.7%	-57.7%	-61.1%	-64.7%	-68.4%	-72.2%	-75.9%	-79.4%	-82.7%	-85.6%	-88.3%	
45%	-90%	-52.4%	-52.8%	-53.8%	-55.5%	-57.8%	-60.6%	-63.7%	-67.1%	-70.6%	-74.1%	-77.5%	-80.8%	-83.8%	-86.6%	-89.1%	
50%	-100%	-55.6%	-55.9%	-56.9%	-58.5%	-60.6%	-63.2%	-66.1%	-69.2%	-72.5%	-75.8%	-79.0%	-82.1%	-84.9%	-87.5%	-89.8%	
55%	-110%	-58.4%	-58.7%	-59.6%	-61.1%	-63.1%	-65.5%	-68.2%	-71.2%	-74.2%	-77.3%	-80.3%	-83.2%	-85.9%	-88.3%	-90.4%	
60%	-120%	-60.9%	-61.2%	-62.1%	-63.5%	-65.4%	-67.6%	-70.2%	-73.0%	-75.8%	-78.7%	-81.5%	-84.2%	-86.7%	-89.0%	-91.0%	

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results, Before Fees and Expenses, that Correspond to Three Times the Inverse (-3x) of the Performance of a Benchmark for a Single Day.

One Year Benchmark Performance	Three Times Inverse (-3x) One Year Benchmark Performance	Benchmark Volatility															
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%	
-60%	180%	1462.5%	1439.2%	1371.5%	1265.2%	1129.1%	973.9%	810.5%	649.2%	498.3%	363.6%	248.6%	154.4%	80.2%	23.8%	-17.4%	
-55%	165%	997.4%	981.1%	933.5%	858.8%	763.2%	654.2%	539.5%	426.2%	320.2%	225.6%	144.9%	78.7%	26.6%	-13.0%	-42.0%	
-50%	150%	700.0%	688.1%	653.4%	599.0%	529.3%	449.8%	366.2%	283.6%	206.3%	137.4%	78.5%	30.3%	-7.7%	-36.6%	-57.7%	
-45%	135%	501.1%	492.1%	466.0%	425.1%	372.8%	313.1%	250.3%	188.2%	130.1%	78.3%	34.1%	-2.1%	-30.7%	-52.4%	-68.2%	
-40%	120%	363.0%	356.1%	336.0%	304.5%	264.2%	218.2%	169.8%	122.0%	77.3%	37.4%	3.3%	-24.6%	-46.6%	-63.3%	-75.5%	
-35%	105%	264.1%	258.7%	242.9%	218.1%	186.4%	150.3%	112.2%	74.6%	39.4%	8.0%	-18.8%	-40.7%	-58.0%	-71.1%	-80.7%	
-30%	90%	191.5%	187.2%	174.6%	154.7%	129.3%	100.4%	69.9%	39.8%	11.6%	-13.5%	-34.9%	-52.5%	-66.4%	-76.9%	-84.6%	
-25%	75%	137.0%	133.5%	123.2%	107.1%	86.5%	62.9%	38.1%	13.7%	-9.2%	-29.7%	-47.1%	-61.4%	-72.7%	-81.2%	-87.5%	
-20%	60%	95.3%	92.4%	83.9%	70.6%	53.6%	34.2%	13.8%	-6.3%	-25.2%	-42.0%	-56.4%	-68.2%	-77.5%	-84.5%	-89.7%	
-15%	45%	62.8%	60.4%	53.4%	42.3%	28.1%	11.9%	-5.1%	-21.9%	-37.7%	-51.7%	-63.7%	-73.5%	-81.2%	-87.1%	-91.4%	
-10%	30%	37.2%	35.1%	29.2%	19.9%	7.9%	-5.7%	-20.1%	-34.2%	-47.5%	-59.3%	-69.4%	-77.7%	-84.2%	-89.1%	-92.7%	
-5%	15%	16.6%	14.9%	9.8%	1.9%	-8.3%	-19.8%	-32.0%	-44.1%	-55.3%	-65.4%	-74.0%	-81.0%	-86.5%	-90.8%	-93.8%	
0%	0%	0.0%	-1.5%	-5.8%	-12.6%	-21.3%	-31.3%	-41.7%	-52.0%	-61.7%	-70.3%	-77.7%	-83.7%	-88.5%	-92.1%	-94.7%	
5%	-15%	-13.6%	-14.9%	-18.6%	-24.5%	-32.0%	-40.6%	-49.7%	-58.6%	-66.9%	-74.4%	-80.7%	-85.9%	-90.0%	-93.2%	-95.4%	
10%	-30%	-24.9%	-26.0%	-29.2%	-34.4%	-40.9%	-48.4%	-56.2%	-64.0%	-71.2%	-77.7%	-83.2%	-87.8%	-91.3%	-94.0%	-96.0%	
15%	-45%	-34.2%	-35.2%	-38.1%	-42.6%	-48.3%	-54.8%	-61.7%	-68.5%	-74.8%	-80.5%	-85.3%	-89.3%	-92.4%	-94.8%	-96.5%	
20%	-60%	-42.1%	-43.0%	-45.5%	-49.4%	-54.5%	-60.2%	-66.3%	-72.3%	-77.8%	-82.8%	-87.1%	-90.6%	-93.3%	-95.4%	-96.9%	
25%	-75%	-48.8%	-49.6%	-51.8%	-55.3%	-59.7%	-64.8%	-70.2%	-75.4%	-80.4%	-84.8%	-88.6%	-91.7%	-94.1%	-95.9%	-97.3%	
30%	-90%	-54.5%	-55.2%	-57.1%	-60.2%	-64.2%	-68.7%	-73.5%	-78.2%	-82.6%	-86.5%	-89.8%	-92.6%	-94.8%	-96.4%	-97.6%	
35%	-105%	-59.4%	-60.0%	-61.7%	-64.5%	-68.0%	-72.1%	-76.3%	-80.5%	-84.4%	-87.9%	-90.9%	-93.4%	-95.3%	-96.8%	-97.9%	
40%	-120%	-63.6%	-64.1%	-65.7%	-68.2%	-71.3%	-75.0%	-78.8%	-82.5%	-86.0%	-89.2%	-91.9%	-94.1%	-95.8%	-97.1%	-98.1%	
45%	-135%	-67.2%	-67.7%	-69.1%	-71.3%	-74.2%	-77.5%	-80.9%	-84.3%	-87.4%	-90.3%	-92.7%	-94.7%	-96.2%	-97.4%	-98.3%	
50%	-150%	-70.4%	-70.8%	-72.1%	-74.1%	-76.7%	-79.6%	-82.7%	-85.8%	-88.7%	-91.2%	-93.4%	-95.2%	-96.6%	-97.7%	-98.4%	
55%	-165%	-73.1%	-73.5%	-74.7%	-76.5%	-78.9%	-81.5%	-84.4%	-87.1%	-89.7%	-92.0%	-94.0%	-95.6%	-96.9%	-97.9%	-98.6%	
60%	-180%	-75.6%	-75.9%	-77.0%	-78.7%	-80.8%	-83.2%	-85.8%	-88.3%	-90.7%	-92.8%	-94.6%	-96.0%	-97.2%	-98.1%	-98.7%	

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results For a single day, Before Fees and Expenses, that Correspond to One and One-Half Times (1.5x) the Daily Performance of an Index.

One Year Index Performance	One and One-Half Times (1.5x) One Year Index Performance	Index Volatility															
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%	75%
-60%	-90.0%	-74.7%	-74.7%	-74.8%	-74.9%	-75.1%	-75.3%	-75.5%	-75.8%	-76.2%	-76.6%	-77.0%	-77.4%	-77.9%	-78.4%	-78.9%	-79.5%
-55%	-82.5%	-69.8%	-69.8%	-69.9%	-70.1%	-70.3%	-70.5%	-70.8%	-71.2%	-71.6%	-72.0%	-72.5%	-73.1%	-73.6%	-74.2%	-74.9%	-75.6%
-50%	-75.0%	-64.6%	-64.7%	-64.8%	-64.9%	-65.2%	-65.5%	-65.8%	-66.2%	-66.7%	-67.2%	-67.8%	-68.4%	-69.1%	-69.8%	-70.6%	-71.4%
-45%	-67.5%	-59.2%	-59.2%	-59.4%	-59.6%	-59.8%	-60.2%	-60.6%	-61.0%	-61.6%	-62.2%	-62.9%	-63.6%	-64.4%	-65.2%	-66.1%	-67.0%
-40%	-60.0%	-53.5%	-53.6%	-53.7%	-53.9%	-54.2%	-54.6%	-55.1%	-55.6%	-56.2%	-56.9%	-57.7%	-58.5%	-59.4%	-60.3%	-61.3%	-62.4%
-35%	-52.5%	-47.6%	-47.6%	-47.8%	-48.0%	-48.4%	-48.8%	-49.3%	-49.9%	-50.6%	-51.4%	-52.3%	-53.2%	-54.2%	-55.3%	-56.4%	-57.6%
-30%	-45.0%	-41.4%	-41.5%	-41.7%	-41.9%	-42.3%	-42.8%	-43.4%	-44.1%	-44.8%	-45.7%	-46.7%	-47.7%	-48.8%	-50.0%	-51.3%	-52.6%
-25%	-37.5%	-35.0%	-35.1%	-35.3%	-35.6%	-36.0%	-36.6%	-37.2%	-38.0%	-38.8%	-39.8%	-40.9%	-42.0%	-43.3%	-44.6%	-46.0%	-47.4%
-20%	-30.0%	-28.4%	-28.5%	-28.7%	-29.0%	-29.5%	-30.1%	-30.8%	-31.7%	-32.6%	-33.7%	-34.8%	-36.1%	-37.5%	-38.9%	-40.5%	-42.1%
-15%	-22.5%	-21.6%	-21.7%	-21.9%	-22.3%	-22.8%	-23.4%	-24.2%	-25.2%	-26.2%	-27.4%	-28.6%	-30.0%	-31.5%	-33.1%	-34.8%	-36.5%
-10%	-15.0%	-14.6%	-14.7%	-14.9%	-15.3%	-15.9%	-16.6%	-17.5%	-18.5%	-19.6%	-20.9%	-22.3%	-23.8%	-25.4%	-27.1%	-29.0%	-30.9%
-5%	-7.5%	-7.4%	-7.5%	-7.8%	-8.2%	-8.8%	-9.6%	-10.5%	-11.6%	-12.8%	-14.2%	-15.7%	-17.3%	-19.1%	-21.0%	-22.9%	-25.0%
0%	0.0%	0.0%	-0.1%	-0.4%	-0.8%	-1.5%	-2.3%	-3.3%	-4.5%	-5.8%	-7.3%	-8.9%	-10.7%	-12.6%	-14.7%	-16.8%	-19.0%
5%	7.5%	7.6%	7.5%	7.2%	6.7%	6.0%	5.1%	4.0%	2.8%	1.3%	-0.3%	-2.0%	-3.9%	-6.0%	-8.2%	-10.5%	-12.9%
10%	15.0%	15.4%	15.3%	14.9%	14.4%	13.7%	12.7%	11.5%	10.2%	8.7%	6.9%	5.0%	3.0%	0.8%	-1.5%	-4.0%	-6.6%
15%	22.5%	23.3%	23.2%	22.9%	22.3%	21.5%	20.5%	19.2%	17.8%	16.1%	14.3%	12.3%	10.1%	7.7%	5.3%	2.6%	-0.1%
20%	30.0%	31.5%	31.3%	31.0%	30.3%	29.5%	28.4%	27.1%	25.6%	23.8%	21.8%	19.7%	17.4%	14.9%	12.2%	9.4%	6.5%
25%	37.5%	39.8%	39.6%	39.2%	38.6%	37.7%	36.5%	35.1%	33.5%	31.6%	29.5%	27.2%	24.8%	22.1%	19.3%	16.3%	13.2%
30%	45.0%	48.2%	48.1%	47.7%	47.0%	46.0%	44.8%	43.3%	41.6%	39.6%	37.4%	35.0%	32.3%	29.5%	26.5%	23.3%	20.0%
35%	52.5%	56.9%	56.7%	56.3%	55.5%	54.5%	53.2%	51.7%	49.8%	47.7%	45.4%	42.8%	40.0%	37.0%	33.9%	30.5%	27.0%
40%	60.0%	65.7%	65.5%	65.0%	64.3%	63.2%	61.8%	60.2%	58.2%	56.0%	53.5%	50.8%	47.9%	44.7%	41.4%	37.8%	34.1%
45%	67.5%	74.6%	74.4%	73.9%	73.1%	72.0%	70.6%	68.8%	66.8%	64.4%	61.8%	59.0%	55.9%	52.6%	49.0%	45.3%	41.4%
50%	75.0%	83.7%	83.5%	83.0%	82.2%	81.0%	79.5%	77.6%	75.5%	73.0%	70.3%	67.3%	64.0%	60.5%	56.8%	52.9%	48.8%
55%	82.5%	93.0%	92.8%	92.3%	91.4%	90.1%	88.5%	86.6%	84.3%	81.7%	78.9%	75.7%	72.3%	68.6%	64.7%	60.6%	56.3%
60%	90.0%	102.4%	102.2%	101.6%	100.7%	99.4%	97.7%	95.7%	93.3%	90.6%	87.6%	84.3%	80.7%	76.8%	72.7%	68.4%	63.9%

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results, Before Fees and Expenses, that Correspond to Two Times (2x) the Daily Performance of a Benchmark.

One Year Benchmark Performance	Two Times (2x) One Year Benchmark Performance	Benchmark Volatility															
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%	
-60%	-120%	-84.0%	-84.0%	-84.2%	-84.4%	-84.6%	-85.0%	-85.4%	-85.8%	-86.4%	-86.9%	-87.5%	-88.2%	-88.8%	-89.5%	-90.2%	
-55%	-110%	-79.8%	-79.8%	-80.0%	-80.2%	-80.5%	-81.0%	-81.5%	-82.1%	-82.7%	-83.5%	-84.2%	-85.0%	-85.9%	-86.7%	-87.6%	
-50%	-100%	-75.0%	-75.1%	-75.2%	-75.6%	-76.0%	-76.5%	-77.2%	-77.9%	-78.7%	-79.6%	-80.5%	-81.5%	-82.6%	-83.6%	-84.7%	
-45%	-90%	-69.8%	-69.8%	-70.1%	-70.4%	-70.9%	-71.6%	-72.4%	-73.2%	-74.2%	-75.3%	-76.4%	-77.6%	-78.9%	-80.2%	-81.5%	
-40%	-80%	-64.0%	-64.1%	-64.4%	-64.8%	-65.4%	-66.2%	-67.1%	-68.2%	-69.3%	-70.6%	-72.0%	-73.4%	-74.9%	-76.4%	-77.9%	
-35%	-70%	-57.8%	-57.9%	-58.2%	-58.7%	-59.4%	-60.3%	-61.4%	-62.6%	-64.0%	-65.5%	-67.1%	-68.8%	-70.5%	-72.3%	-74.1%	
-30%	-60%	-51.0%	-51.1%	-51.5%	-52.1%	-52.9%	-54.0%	-55.2%	-56.6%	-58.2%	-60.0%	-61.8%	-63.8%	-65.8%	-67.9%	-70.0%	
-25%	-50%	-43.8%	-43.9%	-44.3%	-45.0%	-46.0%	-47.2%	-48.6%	-50.2%	-52.1%	-54.1%	-56.2%	-58.4%	-60.8%	-63.1%	-65.5%	
-20%	-40%	-36.0%	-36.2%	-36.6%	-37.4%	-38.5%	-39.9%	-41.5%	-43.4%	-45.5%	-47.7%	-50.2%	-52.7%	-55.3%	-58.1%	-60.8%	
-15%	-30%	-27.8%	-27.9%	-28.5%	-29.4%	-30.6%	-32.1%	-34.0%	-36.1%	-38.4%	-41.0%	-43.7%	-46.6%	-49.6%	-52.6%	-55.7%	
-10%	-20%	-19.0%	-19.2%	-19.8%	-20.8%	-22.2%	-23.9%	-26.0%	-28.3%	-31.0%	-33.8%	-36.9%	-40.1%	-43.5%	-46.9%	-50.4%	
-5%	-10%	-9.8%	-10.0%	-10.6%	-11.8%	-13.3%	-15.2%	-17.5%	-20.2%	-23.1%	-26.3%	-29.7%	-33.3%	-37.0%	-40.8%	-44.7%	
0%	0%	0.0%	-0.2%	-1.0%	-2.2%	-3.9%	-6.1%	-8.6%	-11.5%	-14.8%	-18.3%	-22.1%	-26.1%	-30.2%	-34.5%	-38.7%	
5%	10%	10.3%	10.0%	9.2%	7.8%	5.9%	3.6%	0.8%	-2.5%	-6.1%	-10.0%	-14.1%	-18.5%	-23.1%	-27.7%	-32.5%	
10%	20%	21.0%	20.7%	19.8%	18.3%	16.3%	13.7%	10.6%	7.0%	3.1%	-1.2%	-5.8%	-10.6%	-15.6%	-20.7%	-25.9%	
15%	30%	32.3%	31.9%	30.9%	29.3%	27.1%	24.2%	20.9%	17.0%	12.7%	8.0%	3.0%	-2.3%	-7.7%	-13.3%	-19.0%	
20%	40%	44.0%	43.6%	42.6%	40.8%	38.4%	35.3%	31.6%	27.4%	22.7%	17.6%	12.1%	6.4%	0.5%	-5.6%	-11.8%	
25%	50%	56.3%	55.9%	54.7%	52.8%	50.1%	46.8%	42.8%	38.2%	33.1%	27.6%	21.7%	15.5%	9.0%	2.4%	-4.3%	
30%	60%	69.0%	68.6%	67.3%	65.2%	62.4%	58.8%	54.5%	49.5%	44.0%	38.0%	31.6%	24.9%	17.9%	10.8%	3.5%	
35%	70%	82.3%	81.8%	80.4%	78.2%	75.1%	71.2%	66.6%	61.2%	55.3%	48.8%	41.9%	34.7%	27.2%	19.4%	11.7%	
40%	80%	96.0%	95.5%	94.0%	91.6%	88.3%	84.1%	79.1%	73.4%	67.0%	60.1%	52.6%	44.8%	36.7%	28.5%	20.1%	
45%	90%	110.3%	109.7%	108.2%	105.6%	102.0%	97.5%	92.2%	86.0%	79.2%	71.7%	63.7%	55.4%	46.7%	37.8%	28.8%	
50%	100%	125.0%	124.4%	122.8%	120.0%	116.2%	111.4%	105.6%	99.1%	91.7%	83.8%	75.2%	66.3%	57.0%	47.5%	37.8%	
55%	110%	140.3%	139.7%	137.9%	134.9%	130.8%	125.7%	119.6%	112.6%	104.7%	96.2%	87.1%	77.5%	67.6%	57.5%	47.2%	
60%	120%	156.0%	155.4%	153.5%	150.3%	146.0%	140.5%	134.0%	126.5%	118.1%	109.1%	99.4%	89.2%	78.6%	67.8%	56.8%	

Estimated Fund Return Over One Year When the Fund Objective is to Seek Daily Investment Results, Before Fees and Expenses, that Correspond to Three Times (3x) the Performance of a Benchmark for a Single Day.

One Year Benchmark Performance	Three Times (3x) One Year Benchmark Performance	Benchmark Volatility														
		0%	5%	10%	15%	20%	25%	30%	35%	40%	45%	50%	55%	60%	65%	70%
-60%	-180%	-93.6%	-93.6%	-93.8%	-94.0%	-94.3%	-94.7%	-95.1%	-95.6%	-96.0%	-96.5%	-97.0%	-97.4%	-97.8%	-98.2%	-98.5%
-55%	-165%	-90.9%	-91.0%	-91.2%	-91.5%	-91.9%	-92.4%	-93.0%	-93.7%	-94.4%	-95.0%	-95.7%	-96.3%	-96.9%	-97.4%	-97.9%
-50%	-150%	-87.5%	-87.6%	-87.9%	-88.3%	-88.9%	-89.6%	-90.5%	-91.3%	-92.3%	-93.2%	-94.1%	-95.0%	-95.8%	-96.5%	-97.1%
-45%	-135%	-83.4%	-83.5%	-83.9%	-84.4%	-85.2%	-86.2%	-87.3%	-88.5%	-89.7%	-90.9%	-92.1%	-93.3%	-94.3%	-95.3%	-96.2%
-40%	-120%	-78.4%	-78.6%	-79.0%	-79.8%	-80.8%	-82.1%	-83.5%	-85.0%	-86.6%	-88.2%	-89.8%	-91.3%	-92.7%	-93.9%	-95.0%
-35%	-105%	-72.5%	-72.7%	-73.3%	-74.3%	-75.6%	-77.2%	-79.0%	-81.0%	-83.0%	-85.0%	-87.0%	-88.9%	-90.7%	-92.3%	-93.7%
-30%	-90%	-65.7%	-66.0%	-66.7%	-67.9%	-69.6%	-71.6%	-73.8%	-76.2%	-78.8%	-81.3%	-83.8%	-86.2%	-88.4%	-90.3%	-92.1%
-25%	-75%	-57.8%	-58.1%	-59.1%	-60.6%	-62.6%	-65.0%	-67.8%	-70.8%	-73.9%	-77.0%	-80.1%	-83.0%	-85.7%	-88.1%	-90.3%
-20%	-60%	-48.8%	-49.2%	-50.3%	-52.1%	-54.6%	-57.6%	-60.9%	-64.5%	-68.3%	-72.1%	-75.8%	-79.3%	-82.6%	-85.6%	-88.2%
-15%	-45%	-38.6%	-39.0%	-40.4%	-42.6%	-45.5%	-49.1%	-53.1%	-57.5%	-62.0%	-66.5%	-71.0%	-75.2%	-79.1%	-82.7%	-85.9%
-10%	-30%	-27.1%	-27.6%	-29.3%	-31.9%	-35.3%	-39.6%	-44.3%	-49.5%	-54.9%	-60.3%	-65.6%	-70.6%	-75.2%	-79.5%	-83.2%
-5%	-15%	-14.3%	-14.9%	-16.8%	-19.9%	-24.0%	-28.9%	-34.5%	-40.6%	-46.9%	-53.3%	-59.5%	-65.4%	-70.9%	-75.9%	-80.3%
0%	0%	0.0%	-0.7%	-3.0%	-6.5%	-11.3%	-17.1%	-23.7%	-30.8%	-38.1%	-45.5%	-52.8%	-59.6%	-66.0%	-71.8%	-77.0%
5%	15%	15.8%	14.9%	12.3%	8.2%	2.7%	-4.0%	-11.6%	-19.8%	-28.4%	-36.9%	-45.3%	-53.3%	-60.7%	-67.4%	-73.4%
10%	30%	33.1%	32.1%	29.2%	24.4%	18.0%	10.3%	1.6%	-7.8%	-17.6%	-27.5%	-37.1%	-46.3%	-54.8%	-62.5%	-69.4%
15%	45%	52.1%	51.0%	47.6%	42.2%	34.9%	26.1%	16.1%	5.3%	-5.9%	-17.2%	-28.2%	-38.6%	-48.4%	-57.2%	-65.0%
20%	60%	72.8%	71.5%	67.7%	61.5%	53.3%	43.3%	31.9%	19.7%	6.9%	-5.9%	-18.4%	-30.3%	-41.3%	-51.4%	-60.3%
25%	75%	95.3%	93.9%	89.5%	82.6%	73.2%	61.9%	49.1%	35.2%	20.9%	6.4%	-7.7%	-21.2%	-33.7%	-45.0%	-55.1%
30%	90%	119.7%	118.1%	113.2%	105.4%	94.9%	82.1%	67.7%	52.1%	35.9%	19.7%	3.8%	-11.3%	-25.4%	-38.1%	-49.5%
35%	105%	146.0%	144.2%	138.8%	130.0%	118.2%	104.0%	87.8%	70.4%	52.2%	34.0%	16.2%	-0.7%	-16.4%	-30.7%	-43.4%
40%	120%	174.4%	172.3%	166.3%	156.5%	143.4%	127.5%	109.5%	90.0%	69.8%	49.5%	29.6%	10.7%	-6.8%	-22.7%	-36.9%
45%	135%	204.9%	202.6%	195.9%	185.0%	170.4%	152.7%	132.7%	111.1%	88.6%	66.1%	44.0%	23.0%	3.5%	-14.2%	-29.9%
50%	150%	237.5%	235.0%	227.5%	215.5%	199.3%	179.8%	157.6%	133.7%	108.8%	83.8%	59.4%	36.2%	14.6%	-5.0%	-22.4%
55%	165%	272.4%	269.6%	261.4%	248.1%	230.3%	208.7%	184.3%	157.9%	130.4%	102.8%	75.9%	50.3%	26.5%	4.8%	-14.4%
60%	180%	309.6%	306.5%	297.5%	282.9%	263.3%	239.6%	212.7%	183.6%	153.5%	123.1%	93.5%	65.3%	39.1%	15.3%	-5.8%

The foregoing tables are intended to isolate the effect of benchmark volatility and benchmark performance on the return of inverse, inverse leveraged or leveraged funds. The Geared Funds' actual returns may be significantly greater or less than the returns shown above as a result of any of the factors discussed above or under the below risk factor describing correlation risks.

Correlation Risks Specific to the Geared Funds.

In order to achieve a high degree of correlation with their applicable underlying benchmarks, the Geared Funds seek to rebalance their portfolios daily to keep exposure consistent with their investment objectives. Being materially under- or overexposed to the benchmarks may prevent such Geared Funds from achieving a high degree of correlation with their applicable underlying benchmarks. Market disruptions or closures, large movements of assets into or out of the Geared Funds, regulatory restrictions or extreme market volatility will adversely affect such Geared Funds' ability to adjust exposure to requisite levels. The target amount of portfolio exposure is impacted dynamically by the benchmarks' movements during each day. **Other things being equal, more significant movement in the value of its benchmark up or down will require more significant adjustments to a Fund's portfolio.** Because of this, it is unlikely that the Geared Funds will be perfectly exposed (*i.e.*, -0.5x, -1x, -2x, -3x, 1.5x, 2x, or 3x, as applicable) at the end of each day, and the likelihood of being materially under- or overexposed is higher on days when the benchmark levels are volatile near the close of the trading day. In addition, unlike other funds that do not rebalance their portfolios as frequently, each Geared Fund may be subject to increased trading costs associated with daily portfolio rebalancing in order to maintain appropriate exposure to the underlying benchmarks. Such costs include commissions paid to the FCMs, and may vary by FCM.

Each Geared Fund seeks to rebalance its portfolio on a daily basis. The time and manner in which a Geared Fund rebalances its portfolio may vary from day to day at the discretion of the Sponsor, depending upon market conditions and other circumstances. Unlike other funds that do not rebalance their portfolios as frequently, each Geared Fund may be subject to increased trading costs associated with daily portfolio rebalancing. The effects of these trading costs have been estimated and included in the Breakeven Table.

For general correlation risks of the Funds, please see “Correlation Risks For All Funds.” below.

Intraday Price Performance Risk.

Each Geared Fund is typically rebalanced at or about the time of its NAV calculation time (which may be other than at the close of the U.S. equity markets). As such, the intraday position of the Geared Fund will generally be different from the Geared Fund’s stated daily investment objective (*i.e.*, -0.5x, -1x, -2x, -3x, 1.5x, 2x, or 3x). When Shares are bought intraday, the performance of a Geared Fund’s Shares until the Fund’s next NAV calculation will generally be greater than or less than the Geared Fund’s stated daily inverse, inverse multiple or multiple.

The use of leveraged, inverse and/or inverse leveraged positions could result in the total loss of an investor’s investment.

Each of the Geared Funds (except for the Short Euro Fund) utilizes leverage in seeking to achieve its respective investment objective and will lose more money in market environments adverse to their respective daily investment objectives than funds that do not employ leverage. The use of leveraged and/or inverse leveraged positions could result in the total loss of an investor’s investment, even within a single day. Even if held for only a single day, the Fund is highly vulnerable to sudden large changes in the daily movement of the Index.

For example, because the Ultra Funds and the UltraShort Funds offered hereby include a two times (2x) or a two times inverse (-2x) multiplier, a single-day movement in the benchmark for one of these Funds approaching 50% at any point in the day could result in the total loss or almost total loss of an investment in such Fund if that movement is contrary to the investment objective of the Fund. This would be the case with downward single-day or intraday movements in the underlying benchmark of an Ultra Fund or upward single day or intraday movements in the benchmark of an UltraShort Fund, even if the underlying benchmark maintains a level greater than zero at all times and even if the benchmark subsequently moves in an opposite direction, eliminating all or a portion of the prior adverse movement. It is not possible to predict when sudden large changes in the daily movement in an Index may occur.

Because the Oil Funds offered hereby include a three times (3x) or three times inverse (-3x) multiplier, a single-day movement in the benchmark for one of these Funds approaching 33% at any point in the day could result in the total loss or almost total loss of an investment in such Fund if that movement is contrary to the investment objective of the Fund. This would be the case with downward single-day or intraday movements in the benchmark in the case of the UltraPro Fund or upward single day or intraday movements in the benchmark in the case of the UltraPro Short Fund, even if the benchmark maintains a level greater than zero at all times and even if the benchmark subsequently moves in an opposite direction, eliminating all or a portion of the prior adverse movement. It is not possible to predict when sudden large changes in the daily movement of a benchmark may occur.

A number of factors may have a negative impact on the price of commodities, such as oil, gold, silver and gas, and the price of Financial Instruments based on such commodities.

With regard to the Natural Gas Funds, the Precious Metals Funds and the Oil Funds, a number of factors may affect the price of these commodities and, in turn, the Financial Instruments and other assets, if any, owned by such a Fund, including, but not limited to:

- Significant increases or decreases in the available supply of a physical commodity due to natural or technological factors. Natural factors would include depletion of known cost-effective sources for natural gas, silver, gold or oil or the impact of severe weather or other natural events on the ability to produce or distribute the commodity. Technological factors, such as increases in availability created by new or improved extraction, refining and processing equipment and methods or decreases caused by failure or unavailability of major refining and processing equipment (for example, shutting down or constructing natural gas processing plants), also materially influence the supply of the commodity. General economic conditions in the world or in a major region, such as population growth rates, periods of civil unrest, government austerity programs, or currency exchange rate fluctuations may affect prices of underlying commodities.
- In regard to the Oil Funds, the exploration and production of crude oil are uncertain processes with many risks. The cost of drilling, completing and operating wells for crude oil is often uncertain, and a number of factors can delay or prevent operations or production of crude oil, including (1) unexpected drilling conditions, (2) pressure or irregularities in formations, (3) equipment failures or repairs, (4) fires or other accidents, (5) adverse weather conditions, (6) pipeline ruptures, spills or other supply disruptions, and (7) shortages or delays in the availability of extraction or delivery equipment.

- Significant increases or decreases in the demand for natural gas, silver, gold or oil due to natural or technological factors. Natural factors would include such events as unusual climatological conditions impacting the demand for natural gas, silver, gold or oil. Technological factors may include such developments as substitutes or new uses for particular commodities.
- A significant change in the attitude of speculators and investors towards natural gas, silver, gold or oil or in the hedging activities of commodity producers. Should the speculative community take a negative or positive view towards natural gas, silver, gold or oil, or if there is an increase or decrease in the level of hedge activity of commodity producing companies, countries and/or organizations, such action could cause a change in world prices of any given commodity.
- Large purchases or sales of physical commodities by the official sector. Governments and large institutions have large commodities holdings or may establish major commodities positions. For example, a significant portion of the aggregate world precious metals holdings is owned by governments, central banks and related institutions. Similarly, nations with centralized or nationalized energy production organizations may control large physical quantities of certain commodities. The purchase or sale by one of these institutions in large amounts could potentially cause a change in prices for that commodity.
- With regard to the Oil Funds, nations with centralized or nationalized oil production and organizations such as the Organization of Petroleum Exporting Countries (OPEC) control large physical quantities of crude oil. The purchase or sale by one of these institutions in large amounts could potentially cause a change in prices for that commodity. Tension between the governments of the United States and oil exporting nations, civil unrest and sabotage, the ability of members of OPEC to agree upon and maintain oil prices and production levels, and fluctuations in the reserve capacity of crude oil could impact future oil prices.
- Political activity such as imposition of regulations or entry into trade treaties, as well as political disruptions caused by societal breakdown, insurrection, terrorism, sabotage and/or war may greatly influence prices of particular commodities.
- With regard to the Natural Gas Funds, the demand for natural gas correlates closely with general economic growth rates. The occurrence of recessions or other periods of low or negative economic growth will typically have a direct adverse impact on natural gas demand and natural gas prices. The supply and demand for natural gas may also be impacted by changes in interest rates, inflation, and other local or regional market conditions, as well as by the development of alternative energy sources.
- The recent proliferation of commodity-linked products and their unknown effect on the commodity markets.
- With regard to the Oil and Natural Gas Funds, competition from clean power companies, fluctuations in the supply and demand of alternative energy fuels, energy conservation, changes in consumer preferences regarding the use of renewable energy sources to replace fossil fuels, and tax and other government regulations can significantly affect the prices of oil and natural gas.

Each of these factors could have a negative impact on the value of the Funds. These factors interrelate in complex ways, and the effect of one factor on the market value of a Fund may offset or enhance the effect of another factor.

Risks Specific to the Currency Funds.

A number of factors may have a negative impact on the value of non-U.S. currencies and the value of Financial Instruments based on such currencies.

A number of factors may affect the value of non-U.S. currencies or the U.S. dollar and, in turn, Financial Instruments based on such non-U.S. currencies or the U.S. dollar. These factors include:

- Debt level and trade deficit of the relevant foreign countries;
- Inflation rates of the United States and the relevant foreign countries and investors' expectations concerning inflation rates;
- Interest rates of the United States and the relevant foreign countries and investors' expectations concerning interest rates;
- Investment and trading activities of mutual funds, hedge funds and other market participants;

- Global or regional political, economic or financial events and situations;
- Sovereign action to set or restrict currency conversion;
- Monetary policies and other related activities of central banks within the U.S. and other relevant non-U.S. markets;
- Overall growth and performance of the economies of the relevant countries; and
- Non-U.S. financial markets may be closed on a day when U.S. domestic markets are open for trading. As a result, liquidity and/or pricing may be affected by the absence of trading in a specific currency.

In periods of financial turmoil, capital can move quickly out of countries or geographic regions that are perceived to be more vulnerable to the effects of the crisis than other countries or geographic regions, with sudden and severely adverse consequences to the currencies of those countries or geographic regions. Each of these factors could have a negative impact on the value of a Currency Fund. These factors interrelate in complex ways, and the effect of one factor on the market value of a Currency Fund may offset or enhance the effect of another factor. All of these factors are, in turn, sensitive to the monetary, fiscal and trade policies pursued by the relevant countries and those of other countries important to international trade and finance. In addition, information relating to non-U.S. countries or currencies may not be as well-known or as rapidly or thoroughly reported as information regarding the U.S. or the U.S. dollar.

The value of the Shares of the VIX Futures Fund relates directly to the value of, and realized gain or loss from, the Financial Instruments and other assets held by the Fund. Fluctuations in the price of these Financial Instruments or assets could materially adversely affect an investment in Shares of the VIX Futures Fund .

Several factors may affect the price and/or liquidity of VIX futures contracts and other assets, if any, owned by the VIX Futures Fund, including, but not limited to:

- Prevailing market prices and forward volatility levels of the U.S. stock markets, the S&P 500, the equity securities included in the S&P 500 and prevailing market prices of options on the S&P 500, the VIX, options on the VIX, the relevant VIX futures contracts, or any other financial instruments related to the S&P 500 and the VIX or VIX futures contracts;
- Interest rates, and investors' expectations concerning interest rates;
- Inflation rates and investors' expectations concerning inflation rates;
- Economic, financial, political, regulatory, geographical, judicial and other events that affect the level of the Mid-Term VIX Futures Index or the market price or forward volatility of the U.S. stock markets, the equity securities included in the S&P 500, the S&P 500, the VIX or the relevant futures or option contracts on the VIX;
- Supply and demand as well as hedging activities in the listed and OTC equity derivatives markets;
- The level of margin requirements;
- The position limits imposed by futures exchanges and any position or risk limits imposed by FCMs and swap counterparties;
- Disruptions in trading of the S&P 500, futures contracts on the S&P 500 or options on the S&P 500; and
- The level of contango or backwardation in the VIX futures contract market.

These factors interrelate in complex ways, and the effect of one factor on the market value of the VIX Futures Fund may offset or enhance the effect of another factor.

The Natural Gas Funds are linked to an index comprised of natural gas futures contracts, and are not directly linked to the “spot” price of natural gas. Natural Gas futures contracts may perform very differently from the spot price of natural gas.

The benchmark used by each Natural Gas Fund is intended to reflect the performance of the prices of futures contracts on natural gas. The Natural Gas Funds are not directly linked to the “spot” price of natural gas. The price of a futures contract reflects the expected value of the commodity upon delivery in the future whereas the spot price of a commodity reflects the immediate delivery value of the commodity. While prices of swaps, futures contracts and other derivatives contracts on natural gas are related to the prices of an underlying cash market (i.e., the “spot market”), they have typically performed very differently from, and commonly underperform, the spot price of natural gas. This is primarily due to a variety of factors including the current (and future) expectations of storage costs, geopolitical risks, interest charges incurred to finance the purchase of the commodity, and expectations concerning supply and demand for the commodity. It is possible that during certain time periods the performance of different derivatives contracts may be substantially lower or higher than cash market prices for natural gas due to differences in derivatives contract terms or as supply, demand or other economic or regulatory factors become more pronounced in either the cash or derivatives markets. As a result, the Natural Gas Funds may underperform a similar investment that is linked to the “spot” price of natural gas.

The Oil Funds are linked to an index comprised of crude oil futures contracts, and are not directly linked to the “spot” price of crude oil. Oil futures contracts may perform very differently from the spot price of crude oil.

The benchmark used by each Oil Fund, the Bloomberg WTI Crude Oil SubindexSM (the “Oil Subindex”), is intended to reflect the performance of crude oil as measured by the price of West Texas Intermediate (“WTI”), sweet light crude oil futures contracts traded on the New York Mercantile Exchange (the “NYMEX”). The Oil Funds are not directly linked to the “spot” price of crude oil. The price of a futures contract reflects the expected value of the commodity upon delivery in the future, whereas the spot price of a commodity reflects the immediate delivery values of the commodity. While prices of futures contracts and other derivatives contracts on crude oil are related to the prices of an underlying cash market (i.e., the “spot” market), they may not be well correlated and have typically performed very differently from, and commonly underperform, the spot price of crude oil due to a variety of factors including the current (and future) expectations of storage costs, geopolitical risks, interest charges incurred to finance the purchase of the commodity, and expectations concerning supply and demand for the commodity. It is possible that during certain time periods derivatives contract prices may not be correlated to spot market prices and may be substantially lower or higher than spot market prices for oil due to differences in derivatives contract terms or as supply, demand or other economic or regulatory factors become more pronounced in either the spot or derivatives markets. As a result, the Oil Funds may underperform a similar investment that is linked to the “spot” price of crude oil.

Risks Specific to ProShares UltraShort Euro, ProShares Short Euro and ProShares Ultra Euro

The European financial markets and the value of the euro have experienced significant volatility, in part related to unemployment, budget deficits and economic downturns. In addition, several member countries of the Economic and Monetary Union of the EU have experienced credit rating downgrades, rising government debt levels and, for certain EU member countries (including Greece, Spain, Portugal, Ireland and Italy), weaknesses in sovereign debt. These events, along with decreasing imports or exports, changes in governmental or EU regulations on trade, the default or threat of default by an EU member country on its sovereign debt and/or an economic recession in an EU member country may continue to cause prolonged volatility in euro-related investments. The exit of the UK from membership in the EU (referred to as “Brexit”) in January 2020, may adversely impact the economy of the UK. The effects of Brexit will depend on agreements the UK negotiates to retain access to EU markets either during a transitional period or more permanently. Brexit could lead to legal and tax uncertainty and potentially divergent national laws and regulations as the UK determines which EU laws to replace and replicate.

In addition, given recent events, it is possible that the euro could be abandoned in the future by countries that have already adopted its use. If this were to occur, the value of the euro could fluctuate or decline drastically. Increased volatility related to the euro could exacerbate the effects of daily compounding on the performance of each of ProShares UltraShort Euro, ProShares Short Euro and ProShares Ultra Euro over periods longer than a single day. If the euro is abandoned by all countries that have adopted its use, the Fund may be forced to switch benchmarks or liquidate.

Risks Specific to the VIX Funds

In addition to the risks described elsewhere in this “Risk Factors” section, the following risks apply to the VIX Funds.

The VIX Funds are benchmarked to a VIX Futures Index. They are not benchmarked to the VIX or actual realized volatility of the S&P 500.

The level of each VIX Futures Index is based on the value of the relevant VIX futures contracts based on the Chicago Board Options Exchange, Incorporated Volatility Index (the “VIX”) comprising the applicable VIX Futures Index. Each VIX Fund is benchmarked to its respective VIX Futures Index. The VIX Funds are not linked to the VIX (which is a measure of implied volatility of the S&P 500 over the next 30 days derived from option prices), to realized volatility of the S&P 500 or to the options that underlie the VIX calculation. Each VIX Fund should be expected to perform very differently from the VIX over all periods of time. In many cases, the VIX Futures Indexes will significantly underperform the VIX.

VIX futures contracts are not directly based on a tradable underlying asset.

The VIX is not directly investable. The settlement price at maturity of VIX futures contracts are based on the calculation that determines the level of the VIX. As a result, the behavior of the VIX futures contracts may be different from traditional futures contracts whose settlement price is based on a specific tradable asset.

The level of the VIX has historically reverted to a long-term mean level and is subject to the risk associated with reversion to its mean. Accordingly, investors should not expect the VIX Funds to retain any appreciation in value over extended periods of time.

In the past, the level of the VIX has typically reverted over the longer term to a historical mean, and its absolute level has been constrained within a band. As such, the potential upside of long or short exposure to VIX futures contracts may be limited, and any gains may be subject to sharp reversals during such reversions to the mean.

When economic uncertainty increases and there is an associated increase in expected volatility, the value of VIX futures contracts will likely also increase and the potential upside of an investment in a VIX Short Fund will correspondingly be limited as a result. Similarly, when economic uncertainty recedes, and there is an associated decrease in expected volatility, the value of VIX futures contracts will likely also decrease and the potential upside of an investment in a VIX Ultra Fund or a Matching VIX Fund will correspondingly be limited as a result.

The value of the Shares of a VIX Futures Fund relates directly to the value of, and realized profit or loss from, the Financial Instruments and other assets held by that Fund. Fluctuations in the price of these Financial Instruments or assets could materially adversely affect an investment in such Fund’s Shares.

Several factors may affect the price and/or liquidity of VIX futures contracts and other assets, if any, owned by the VIX Futures Fund, including, but not limited to:

- Prevailing market prices and forward volatility levels of the U.S. stock markets, the S&P 500, the equity securities included in the S&P 500 and prevailing market prices of options on the S&P 500, the VIX, options on the VIX, the relevant VIX futures contracts, or any other financial instruments related to the S&P 500 and the VIX or VIX futures contracts;
- Interest rates, and investors’ expectations concerning interest rates;
- Inflation rates and investors’ expectations concerning inflation rates;
- Economic, financial, political, regulatory, geographical, biological or judicial events that affect the level of the Mid-Term VIX Index or the market price or forward volatility of the U.S. stock markets, the equity securities included in the S&P 500, the S&P 500, the VIX or the relevant futures or option contracts on the VIX;
- Supply and demand as well as hedging activities in the listed and OTC equity derivatives markets;
- Disruptions in trading of the S&P 500, futures contracts on the S&P 500 or options on the S&P 500;
- The level of contango or backwardation in the VIX futures contract market;

- The position limits imposed by FCMs; and
- The level of margin requirements.

Margin requirements for VIX futures contracts and position limits imposed by exchanges and/or FCMs may limit the VIX Futures Fund's ability to achieve sufficient exposure and prevent the Fund from achieving its investment objective.

The term “margin” refers to the minimum amount a Fund must deposit and maintain with its FCM in order to establish an open position in futures contracts. The minimum amount of margin required in connection with a particular futures contract is set by the exchange on which such contract is traded and is subject to change at any time during the term of the contract. Futures contracts are customarily bought and sold on margins that represent a percentage of the aggregate purchase or sales price of the contract.

An FCM may compute margin requirements multiple times per day. When a Fund has an open futures contract position, it is subject to daily variation margin calls by an FCM that could be substantial in the event of adverse price movements. Because futures contracts require only a small initial investment in the form of a deposit or initial margin, they involve a high degree of leverage. A Fund with open positions is subject to maintenance or variation margin on its open positions. When the market value of a particular open futures contract position changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the FCM. If the margin call is not met within a reasonable time, the FCM may close out a Fund's position. If a Fund has insufficient cash to meet daily variation margin requirements, it might need to sell Financial Instruments at a time when such sales are disadvantageous. Futures markets are highly volatile and the use of or exposure to futures contracts may increase volatility of a Fund's NAV.

VIX futures contracts have been subject to periods of sudden and extreme volatility. As a result, margin requirements for VIX futures contracts are higher than the margin requirements for most other types of futures contracts. In addition, the FCMs utilized by the Fund may impose margin requirements in addition to those imposed by the clearinghouse. Margin requirements are subject to change, and may be raised in the future by either or both the clearinghouse and the FCMs. High margin requirements could prevent the Fund from obtaining sufficient exposure to VIX futures contracts and may adversely affect the Fund's ability to achieve its investment objective. An FCM's failure to return required margin to the Fund on a timely basis may cause the Fund to delay redemption settlement dates and/or restrict, postpone or limit the right of redemption.

Futures contracts are subject to liquidity risk. Certain of the FCMs utilized by the Fund have imposed their own “position limits” on the Fund. Position limits restrict the amount of exposure to futures contracts the Fund can obtain through such FCMs. As a result, the Fund may need to transact through a number of FCMs to achieve its investment objective. If enough FCMs are not willing to transact with the Fund, or if the position limits imposed by such FCMs do not provide sufficient exposure, the Fund may not be able to achieve its investment objective.

Risks Related to All Funds

Correlation Risks for all Funds.

While the Funds seek to meet their investment objectives, there is no guarantee they will do so. Factors that may affect a Fund's ability to meet its investment objective include: (1) the Sponsor's ability to purchase and sell each Fund's Financial Instruments in a manner that correlates to a Fund's objective; (2) an imperfect correlation between the performance of the Financial Instruments held by a Fund and the performance of the corresponding benchmark; (3) bid-ask spreads on each Fund's Financial Instruments; (4) fees, expenses, transaction costs, commissions, financing costs and margin requirements associated with the use of each Fund's Financial Instruments; (5) holding or trading Financial Instruments in a market that has become illiquid or disrupted; (6) a Fund's Share prices being rounded to the nearest cent and/or other valuation methodologies; (7) changes to a benchmark that are not disseminated in advance; (8) the need to conform a Fund's Financial Instruments to comply with investment restrictions or policies or regulatory or tax law requirements; (9) early and unanticipated closings of the markets on which the holdings of a Fund trade; (10) accounting standards; (11) differences caused by a Fund obtaining exposure to only a representative sample of the components of a benchmark, overweighting or underweighting certain components of a benchmark or obtaining exposure to assets that are not included in a benchmark; and (12) large movements of assets into and/or out of a Fund.

Each Geared Fund seeks to provide investment results that correspond, before fees and expenses, to the performance of, or a multiple of, the inverse or an inverse multiple the daily performance of a benchmark at all times, even during periods when the applicable benchmark is flat as well as when the benchmark is moving in a manner which causes the Fund's NAV to decline, thereby causing losses to such Fund.

Other than for cash management purposes, the Funds are not actively managed by traditional methods (e.g., by effecting changes in the composition of a portfolio on the basis of judgments relating to economic, financial and market considerations with a view toward obtaining positive results under all market conditions). Rather, the Sponsor seeks to cause the NAV to track the daily performance of a benchmark in accordance with each Fund's investment objective, even during periods in which the benchmark is flat or moving in a manner which causes the NAV of a Fund to decline. It is possible to lose money over time regardless of the performance of an underlying benchmark, due to the effects of daily rebalancing, volatility and compounding, as applicable (see "Correlation Risks Specific to the Geared Funds" in this Annual Report on Form 10-K for additional details).

The assets that the Funds invest in can be highly volatile and the Funds may experience large losses when buying, selling or holding such instruments.

Investments linked to volatility, commodity, currency or fixed income markets can be highly volatile compared to investments in traditional securities and the Funds may experience large losses. The value of these investments may be affected by changes in overall market movements, commodity or currency benchmarks (as the case may be), volatility, changes in interest rates, changes in inflation rates and investors' expectations concerning inflation rates or factors affecting a particular industry, commodity or currency. For example, commodity futures contracts (as may be held by the Commodity Index Funds) may be affected by numerous factors, including drought, floods, fires, weather, livestock diseases, pipeline ruptures or spills, embargoes, tariffs and international, economic, political or regulatory developments. In particular, trading in VIX futures contracts and trading in natural gas futures contracts (or other Financial Instruments linked to natural gas) have been very volatile and can be expected to be very volatile in the future. High volatility may have an adverse impact on the Funds beyond the impact of any performance-based losses of the underlying benchmark.

Potential negative impact from rolling futures positions.

Certain of the Funds invest in or have exposure to futures contracts and are subject to risks related to "rolling" such futures contracts, which is the process by which a Fund closes out a futures position prior to its expiration month and purchases an identical futures contract with a later expiration date. The Funds do not intend to hold futures contracts through expiration, but instead intend to "roll" their respective positions as they approach expiration. The contractual obligations of a buyer or seller holding a futures contract to expiration may be satisfied by settling in cash as designated in the contract specifications. As explained further below, the price of futures contracts further from the expiration may be higher (a condition known as "contango") or lower (a condition known as "backwardation"), which can impact the Funds' returns.

When the market for these futures contracts is such that the prices are higher in the more distant delivery months than in the nearer delivery months, the sale during the course of the rolling process of the more nearby contract would take place at a price that is lower than the price of the more distant futures contract. This pattern of higher prices for longer expiration futures contracts is often referred to as "contango." Alternatively, when the market for these futures contracts is such that the prices are higher in the nearer months than in the more distant months, the sale during the course of the rolling process of the more nearby contract would take place at a price that is higher than the price of the more distant futures contract. This pattern of higher futures prices for shorter expiration futures contracts is referred to as "backwardation." The presence of contango in certain futures contracts at the time of rolling would be expected to adversely affect the relevant Funds with long positions, and positively affect the Funds with short positions. Similarly, the presence of backwardation in certain futures contracts at the time of rolling such contracts would be expected to adversely affect the Funds with short positions and positively affect the Funds with long positions.

There have been extended periods in which contango or backwardation have existed in the futures contract markets for various types of futures contracts and such periods can be expected to occur in the future. These extended periods have caused in the past, and may cause in the future, significant losses, and these periods can have as much or more impact over time than movements in the level of a Fund's benchmark. Additionally, because of the frequency with which the Funds may roll futures contracts, the impact of such contango or backwardation on Fund performance may be greater than it would have been if the Funds rolled futures contracts less frequently.

The Precious Metals Funds do not hold gold or silver bullion. Rather, the Precious Metals Funds use Financial Instruments to gain exposure to gold and silver bullion. Using Financial Instruments to obtain exposure to gold or silver bullion may cause tracking error and subject the Precious Metals Funds to the effects of contango and backwardation as described herein.

Using Financial Instruments such as swaps, forwards and futures in an effort to replicate the inverse performance of gold or silver bullion may cause tracking error which is the divergence between the price behavior of a position and that of a benchmark. While prices of Financial Instruments are related to the prices of an underlying cash market, they may not be perfectly correlated and typically have performed differently. In addition, the use of forward or futures contracts exposes a Fund to risks associated with “rolling” as described herein (forward contracts are subject to the same risks as rolling futures contracts), including the possibility that contango or backwardation can occur. Gold and silver historically exhibit contango markets during most periods. Although the existence of historically prevalent contango markets would be expected to be beneficial to the Precious Metals Funds, there can be no assurance that such contango markets will always exist. Alternatively, the existence of backwardated markets would be expected to adversely impact the Precious Metals Funds.

Credit and liquidity risks associated with collateralized repurchase agreements.

A portion of each Fund’s assets may be held in cash and/or U.S. Treasury securities, agency securities, or other high credit quality short-term fixed-income or similar securities (such as shares of money market funds and collateralized repurchase agreements). These securities may be used for direct investment or serve as collateral for such Fund’s trading in Financial Instruments, as applicable, and may include collateralized repurchase agreements. Collateralized repurchase agreements involve an agreement to purchase a security and to sell that security back to the original seller at an agreed-upon price. The resale price reflects the purchase price plus an agreed- upon incremental amount which is unrelated to the coupon rate or maturity of the purchased security. As protection against the risk that the original seller will not fulfill its obligation, the buyer receives collateral marked-to-market daily, and maintained at a value at least equal to the sale price plus the accrued incremental amount. Although the collateralized repurchase agreements that the Funds enter into require that counterparties (which act as original sellers) over-collateralize the amount owed to a Fund with U.S. Treasury securities and/or agency securities, there is a risk that such collateral could decline in price at the same time that the counterparty defaults on its obligation to repurchase the security. If this occurs, a Fund may incur losses or delays in receiving proceeds. To minimize these risks, the Funds typically enter into transactions only with major global financial institutions.

The discontinuance of LIBOR could cause or contribute to market volatility and could affect the market value and/or liquidity of the Funds’ investments.

Shareholders should be aware that (i) relevant regulatory announcements about the phase out of LIBOR, (ii) the possibility of changes being made to the basis on which LIBOR is calculated and published (or its ceasing to be published), (iii) uncertainty as to whether or how any alternative reference rate may replace LIBOR and (iv) any other actions taken by IBA, the FCA or any other entity with respect to LIBOR or its replacement (if any), could cause or contribute to market volatility and could affect the market value and/or liquidity of the Funds’ investments. The unavailability or replacement of LIBOR may affect the valuation of certain Fund investments. Any pricing adjustments to a Fund’s investments resulting from a substitute reference rate may also adversely affect the Fund’s performance and/or NAV. However, it is not possible at this time to predict or ascertain what precise impact these will have on the Funds.

Possible illiquid markets may exacerbate losses.

Financial Instruments cannot always be liquidated at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption can also make it difficult to liquidate a position or find a swap or forward contract counterparty at a reasonable cost.

Market illiquidity may cause losses for the Funds. The large size of the positions which the Funds may acquire increases the risk of illiquidity by both making their positions more difficult to liquidate and increasing the losses incurred while trying to do so. Any type of disruption or illiquidity will potentially be exacerbated due to the fact that the Funds will typically invest in Financial Instruments related to one benchmark, which in many cases is highly concentrated. Limits imposed by counterparties, exchanges or other regulatory organizations, such as accountability levels, position limits and daily price fluctuation limits, may contribute to lack of liquidity with respect to some Financial Instruments.

It may not be possible to gain exposure to the benchmarks using exchange-traded Financial Instruments in the future.

The Funds may utilize exchange-traded Financial Instruments. It may not be possible to gain exposure to the benchmarks with these Financial Instruments in the future. If these Financial Instruments cease to be traded on regulated exchanges, they may be replaced with Financial Instruments traded on trading facilities that are subject to lesser degrees of regulation or, in some cases, no substantive regulation. As a result, trading in such Financial Instruments, and the manner in which prices and volumes are reported by the relevant trading facilities, may not be subject to the provisions of, and the protections afforded by the CEA, or other applicable statutes and related regulations, that govern trading on regulated U.S. futures exchanges, or similar statutes and regulations that govern trading on regulated U.K. futures exchanges. In addition, many electronic trading facilities have only recently initiated trading and do not have significant trading histories. As a result, the trading of contracts on such facilities, and the inclusion of such contracts in a benchmark, may be subject to certain risks not presented by U.S. or U.K. exchange-traded futures contracts, including risks related to the liquidity and price histories of the relevant contracts.

Fees are charged regardless of a Fund's returns and may result in depletion of assets.

The Funds are subject to the fees and expenses described herein which are payable irrespective of a Fund's returns, as well as the effects of commissions, trading spreads, and embedded financing, borrowing costs and fees associated with applicable swaps, forwards, futures contracts, and costs relating to the purchase of U.S. Treasury securities or similar high credit quality, short-term fixed-income or similar securities. Additional charges may include other fees as applicable. These fees and expenses have a negative impact on the Funds returns.

For the Funds linked to a benchmark, changes implemented by the benchmark provider that affect the composition and valuation of the benchmark could adversely affect the value of Fund Shares and an investment in a Fund Shares.

The Funds, other than the Currency Funds, are linked to benchmarks maintained by third-party providers that are unaffiliated with the Funds or the Sponsor. There can be no guarantee or assurance that the methodology used by the third-party provider to create the benchmark will result in a Fund achieving high, or even positive, returns. The policies implemented by each benchmark provider concerning the calculation or the composition of the benchmark could affect the value of a benchmark and, therefore, the value of the corresponding Fund's Shares. A benchmark provider may change the composition of the benchmark, or make other methodological changes that could change the value of a benchmark. Additionally, a benchmark provider may alter, discontinue or suspend calculation or dissemination of a benchmark. Any of these actions could adversely affect the value of Shares of a Fund using that benchmark. There is no guarantee that the methodology underlying the benchmark will be free of error. Benchmark providers have no obligation to consider Fund shareholder interests in calculating or revising a benchmark. Each of these factors could have a negative impact on the performance of the Funds.

In addition, for the VIX Futures Fund, the Chicago Board Options Exchange, Incorporated ("Cboe") can make methodological changes to the calculation of the VIX that could affect the value of VIX futures contracts and, consequently, the value of the VIX Futures Fund's Shares. There can be no assurance that Cboe will not change the VIX calculation methodology in a way which may affect the value of the VIX Futures Fund's Shares. The Cboe may also alter, discontinue or suspend calculation or dissemination of the VIX and/or exercise settlement value. It is also possible that third party may attempt to manipulate the value of the VIX Futures Index or the VIX. Any of these actions could adversely affect the value of such Fund's Shares. S&P Dow Jones Indices may also make changes to the equity securities underlying the S&P 500 or the futures contracts included in the Index, or make other methodological changes that could change the level of the S&P 500.

Calculation of a benchmark may not be possible or feasible under certain events or circumstances that are beyond the reasonable control of the Sponsor, which in turn may adversely impact both the benchmark and/or the Shares, as applicable. Additionally, benchmark calculations are subject to error and may be disrupted by rollover disruptions, rebalancing disruptions and/or market emergencies, which may have an adverse effect on the value of the Shares.

The particular benchmark used by a Fund may underperform other asset classes and may underperform other indices or benchmarks based upon the same underlying Reference Asset.

The Funds, other than the Currency Funds, are linked to benchmarks maintained by third-party providers unaffiliated with the Funds or the Sponsor. There can be no guarantee or assurance that the methodology used by the third party provider to create the benchmark will result in a Fund achieving high, or even positive, returns. Further, there can be no guarantee that the methodology underlying the benchmark or the daily calculation of the benchmark will be free from error. It is also possible that the value of the benchmark or its underlying Reference Asset may be subject to intentional manipulation by third-party market participants. The particular benchmark used by each Fund may underperform other asset classes and may underperform other indices or benchmarks based upon the same underlying Reference Asset. Each of these factors could have a negative impact on the performance of a Fund.

The Funds may be subject to counterparty risks.

Each Fund may use derivatives such as swap agreements and forward contracts (collectively referred to herein as “derivatives”) in the manner described herein as a means to achieve their respective investment objectives. The use of derivatives by a Fund exposes the Fund to counterparty risks.

Regulatory Treatment

Derivatives are generally traded in over-the-counter (“OTC”) markets and have only recently become subject to comprehensive regulation in the United States. Cash-settled forwards are generally regulated as “swaps”, whereas physically settled forwards are generally not subject to regulation (in the case of commodities other than currencies) or subject to the federal securities laws (in the case of securities).

Title VII of the Dodd-Frank Act (“Title VII”) created a regulatory regime for derivatives, with the CFTC responsible for the regulation of swaps and the SEC responsible for the regulation of “security-based swaps.” The SEC requirements have largely yet to be made effective, but the CFTC requirements are largely in place. The CFTC requirements have included rules for some of the types of transactions in which the Funds will engage, including mandatory clearing and exchange trading for certain categories of swaps, reporting, and margin for OTC swaps. Title VII also created new categories of regulated market participants, such as “swap dealers,” “security-based swap dealers,” “major swap participants,” and “major security-based swap participants” who are, or will be, subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements. The regulatory requirements under Title VII continue to be developed and there may be further modifications that could materially and adversely impact the Funds, the markets in which a Fund trades and the counterparties with which the Fund engages in derivatives transactions.

As noted, the CFTC rules may not apply to all of the physically settled forward contracts entered into by the Funds. Investors, therefore, may not receive the protection of CFTC regulation or the statutory scheme of the CEA in connection with each Fund’s physically settled forward contracts. The lack of regulation in these markets could expose investors to significant losses under certain circumstances, including in the event of trading abuses or financial failure by participants.

Counterparty Credit Risk

The Funds will be subject to the credit risk of the counterparties to the derivatives. In the case of cleared derivatives, the Funds will have credit risk to the clearinghouse in a similar manner as the Funds would for futures contracts. In the case of OTC derivatives, the Funds will be subject to the credit risk of the counterparty to the transaction – typically a single bank or financial institution. As a result, a Fund is subject to increased credit risk with respect to the amount it expects to receive from counterparties to OTC derivatives entered into as part of that Fund’s principal investment strategy. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, or other reasons, a Fund could suffer significant losses on these contracts and the value of an investor’s investment in a Fund may decline.

The Funds have sought to mitigate these risks by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, subject to certain minimum thresholds. However, there are no limitations on the percentage of assets each Fund may invest in swap agreements or forward contracts with a particular counterparty. To the extent any such collateral is insufficient or there are delays in accessing the collateral, the Funds will be exposed to counterparty risk as described above, including possible delays in recovering amounts as a result of bankruptcy proceedings. The Funds typically enter into transactions only with major, global financial institutions.

OTC derivatives of the type that may be utilized by the Funds are generally less liquid than futures contracts because they are not traded on an exchange, do not have uniform terms and conditions, and are generally entered into based upon the creditworthiness of the parties and the availability of credit support, such as collateral, and in general, are not transferable without the consent of the counterparty. These agreements contain various conditions, events of default, termination events, covenants and representations. The triggering of certain events or the default on certain terms of the agreement could allow a party to terminate a transaction under the agreement and request immediate payment in an amount equal to the net positions owed to the party under the agreement. For example, if the level of the Fund's benchmark has a dramatic intraday move that would cause a material decline in the Fund's NAV, the terms of the swap may permit the counterparty to immediately close out the transaction with the Fund. In that event, it may not be possible for the Fund to enter into another swap or to invest in other Financial Instruments necessary to achieve the desired exposure consistent with the Fund's objective. This, in turn, may prevent the Fund from achieving its investment objective, particularly if the level of the Fund's benchmark reverses all or part of its intraday move by the end of the day.

In addition, cleared derivatives benefit from daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. To the extent that a Fund enters into cleared swap transactions, the Fund will deposit collateral with a FCM in cleared swaps customer accounts, which are required by CFTC regulations to be separate from its proprietary collateral posted for cleared swaps transactions. Cleared swap customer collateral is subject to regulations that closely parallel the regulations governing customer segregated funds for futures transactions (described above) but provide certain additional protections to cleared swaps collateral in the event of a clearing broker or clearing broker customer default. For example, in the event of a default of both the clearing broker and a customer of the clearing broker, a clearing house is only permitted to access the cleared swaps collateral in the legally separate (but operationally commingled) account of the defaulting cleared swap customer of the clearing broker, as opposed to the treatment of customer segregated funds, under which the clearing house may access all of the commingled customer segregated funds of a defaulting clearing broker. OTC derivatives entered into directly between two counterparties do not necessarily benefit from such protections, particularly if entered into with an entity that is not registered as a "swap dealer" with the CFTC. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss.

Each counterparty and/or any of its affiliates may be an Authorized Participant or shareholder of a Fund, subject to applicable law.

The counterparty risk for cleared derivatives transactions is generally lower than for OTC derivatives. Once a transaction is cleared, the clearinghouse is substituted and is a Fund's counterparty on the derivative. The clearinghouse guarantees the performance of the other side of the derivative. Nevertheless, some risk remains, as there is no assurance that the clearinghouse, or its members, will satisfy its obligations to a Fund.

As of December 31, 2019, the Funds' approved counterparties for swap agreements and forward contracts are Royal Bank of Canada, Citibank N.A., UBS AG, Goldman Sachs & Co., Goldman Sachs International and Societe Generale. The Sponsor regularly reviews the performance of its counterparties for, among other things, creditworthiness and execution quality. In addition, the Sponsor periodically considers the addition of new counterparties. Thus, the list of counterparties noted above may change at any time. Each day, the Funds disclose their portfolio holdings as of the prior Business Day (as such term is defined in "Creation and Redemption of Shares-Creation Procedures" in Part I, Item 1 of this Annual Report on Form 10-K). Each Fund's portfolio holdings identify its counterparties, as applicable. This portfolio holdings information may be accessed through the web on the Sponsor's website at www.ProShares.com.

More information about Royal Bank of Canada, including its current financial statements, may be found on the SEC's EDGAR website under CIK No. 0001000275 (for Royal Bank of Canada). More information about Citibank N.A., including its current financial statements, may also be found on the SEC's EDGAR website under CIK No. 0000036684 (for Citibank N.A.). More information about UBS AG, including its current financial statements, may also be found on the SEC's EDGAR website under CIK No. 0001114446 (for UBS AG). More information about Goldman Sachs & Co., including its current financial statements, may also be found on the SEC's EDGAR website under CIK No. 0000042352 (for Goldman Sachs & Co. LLC) More information about Goldman Sachs International, a U.K. broker-dealer and subsidiary of The Goldman Sachs Group, Inc., may also be found on the SEC's EDGAR website under CIK No. 0000886982 (for The Goldman Sachs Group, Inc.). The Goldman Sachs Group, Inc. consolidates the financial statements of each of its subsidiaries, including Goldman Sachs & Co. and Goldman Sachs International, with its own. More information about Societe Generale, a French public limited company, including its current financial statements as filed with the AMF (the French securities regulator), may be found on Societe Generale's website. Please note that the references to third-party websites have been provided solely for informational purposes. Neither the Funds nor the Sponsor endorses or is responsible for the content or information contained on any third-party website, including with respect to any financial statements. In addition, neither the Funds nor the Sponsor makes any warranty, express or implied or assumes any legal liability or responsibility for the accuracy, completeness or usefulness of any such information.

Each counterparty and/or any of its affiliates may be an Authorized Participant or shareholder of a Fund, subject to applicable law.

The counterparty risk for cleared derivatives transactions is generally lower than for OTC derivatives since generally a clearing organization becomes substituted for each counterparty to a cleared derivatives contract and, in effect, guarantees the parties' performance under the contract as each party to a trade looks only to the clearing house for performance of financial obligations. However, there can be no assurance that the clearing house, or its members, will satisfy its obligations to the Fund.

Historical correlation trends between Fund benchmarks and other asset classes may not continue or may reverse, limiting or eliminating any potential diversification or other benefit from owning a Fund.

To the extent that an investor purchases a Fund seeking diversification benefits based on the historic correlation (whether positive or negative) between the returns of that Fund or its underlying benchmark and other asset classes, such historic correlation may not continue or may reverse itself. In this circumstance, the diversification or other benefits sought may be limited or nonexistent. The diversification or other benefits sought by an investor in a Fund may also become limited or cease to exist if the Sponsor determines to change the Fund's benchmark or otherwise modify the Fund's investment objective or strategy.

Investors cannot be assured of the Sponsor's continued services, the discontinuance of which may be detrimental to the Funds.

Investors cannot be assured that the Sponsor will be able to continue to service the Funds for any length of time. If the Sponsor discontinues its activities on behalf of the Funds, the Funds may be adversely affected, as there may be no entity servicing the Funds for a period of time. If the Sponsor's registrations with the CFTC or memberships in the NFA were revoked or suspended, the Sponsor would no longer be able to provide services and/or to render advice to the Funds. If the Sponsor were unable to provide services and/or advice to the Funds, the Funds would be unable to pursue their investment objectives unless and until the Sponsor's ability to provide services and advice to the Funds was reinstated or a replacement for the Sponsor as commodity pool operator could be found. Such an event could result in termination of the Funds.

The lack of active trading markets for any of the Shares of the Funds may result in losses on investors' investments at the time of disposition of such Shares.

Although the Shares of the Funds are publicly listed and traded on the applicable Exchange, there can be no guarantee that an active trading market for the Shares of any Fund will develop or be maintained. In this regard, if a Fund is not able to meet the continued listing standards of NYSE Arca and is delisted, there will not be an active trading market for such Fund's Shares. If investors need to sell their Shares at a time when no active market for them exists, the price investors receive for their Shares, assuming that investors are able to sell them, likely will be lower than the price that investors would receive if an active market did exist.

A Fund may change its investment objective, benchmark or strategies and may liquidate at a time that is disadvantageous to shareholders.

A change to the investment objective, benchmark or strategies or the liquidation of a Fund could occur at a time that is disadvantageous to shareholders. When a Fund's assets are sold as part of the Fund's liquidation, the resulting proceeds distributed to shareholders may be less than those that may be realized in a sale outside of a liquidation context.

Investors may be adversely affected by redemption or creation orders that are subject to postponement, suspension or rejection under certain circumstances.

A Fund may, in its discretion, suspend the right of creation or redemption or may postpone the redemption or purchase settlement date, for (1) any period during which the Exchange or any other exchange, marketplace or trading center, deemed to affect the normal operations of any of the Funds, is closed, or when trading is restricted or suspended on such exchanges in any of the Funds' futures contracts, (2) any period during which an emergency exists as a result of which the fulfillment of a purchase order or the redemption distribution is not reasonably practicable, or (3) such other period as the Sponsor determines to be necessary for the protection of the shareholders of the Funds. In addition, a Fund will reject a redemption order if the order is not in proper form as described in the Authorized Participant Agreement or if the fulfillment of the order might be unlawful. Any such postponement, suspension or rejection could adversely affect a redeeming Authorized Participant. For example, the resulting delay may adversely affect the value of the Authorized Participant's redemption proceeds if the NAV of a Fund declines during the period of delay. The Funds disclaim any liability for any loss or damage that may result from any such suspension or postponement. Suspension of creation privileges may adversely impact how the Shares are traded and arbitrated on the secondary market, which could cause them to trade at levels materially different (premiums and discounts) from the fair value of their underlying holdings.

The NAV per Share may not correspond to the market price per Share.

The NAV per Share of a Fund changes as fluctuations occur in the market value of the Fund's portfolio. Investors should be aware that the public trading price per Share of a Fund may be different from the NAV per Share of the Fund (i.e., the secondary market price may trade at a premium or discount to NAV). The price at which an investor may be able to sell Shares at any time, especially in times of market volatility, may be significantly less than the NAV per Share of the Fund at the time of sale. Consequently, an Authorized Participant may be able to create or redeem a Creation Unit of a Fund at a discount or a premium to the public trading price per Share of that Fund.

Authorized Participants or their customers may have an opportunity to realize a profit if they can purchase a Creation Unit at a discount to the public trading price of the Shares of a Fund or can redeem a Creation Unit at a premium over the public trading price of the Shares of a Fund. The Sponsor expects that the exploitation of such arbitrage opportunities by Authorized Participants and their clients and customers will tend to cause the public trading price to track the NAV per Share of the Funds closely over time.

Investors who purchase Fund Shares in the secondary market and pay a premium purchase price over a Fund's indicative optimized portfolio value ("IOPV") could incur significant losses in the event such investor sells such Fund Shares at a time when such premium is no longer present in the marketplace.

The value of a Share may be influenced by non-concurrent trading hours between the Exchange and the market in which Financial Instruments (or related Reference Assets, as applicable) held by a Fund are traded. The Shares of each Fund trade on the Exchange from 9:30 a.m. to 4:00 p.m. (Eastern Time). The Financial Instruments (and/or the related Reference Assets, as applicable) held by a particular Fund, however, have earlier fixing or settlement times or, in the case of the VIX Futures Fund, a later fixing time. Consequently, liquidity in the Financial Instruments (and/or the related Reference Assets, as applicable) may be reduced after such fixing or settlement time. As a result, during the time when the Exchange is open after the applicable fixing or settlement time of an underlying component, trading spreads and the resulting premium or discount on the Shares of a Fund may widen, and, therefore, may increase the difference between the price of the Shares of a Fund and the NAV of such Shares. Also, during the time when the Exchange is open but the Fund's NAV has already been determined (or, in the case of the VIX Futures Fund, closed but before the determination of its NAV), there could be market developments or other events that cause or exacerbate the difference between the price of the Shares of such Funds in the secondary market and the NAV of such Shares.

The VIX futures contracts in which the VIX Futures Fund invests may be traded throughout the day, including between 4:00 p.m. and 4:15 p.m. As a result, during the time when the Exchange is closed but before the determination of NAV, there could be market developments or other events that cause or exacerbate the difference between the price of the Shares of the VIX Futures Fund in the secondary market and the NAV of such Shares.

The number of underlying components included in a Fund's benchmark may impact volatility, which could adversely affect an investment in the Shares.

The number of underlying components in a Fund's benchmark may also impact volatility, which could adversely affect an investment in the Shares. For example, each of the indexes for the Commodity Index Funds is concentrated in terms of the number and type of commodities represented, and some of the subindexes are solely concentrated in a single commodity futures contract. In addition, the benchmarks for the Currency Funds are concentrated solely on a single currency and the benchmarks for the VIX Funds are concentrated solely in VIX futures contracts. Investors should be aware that other benchmarks are more diversified in terms of both the number and variety of investments included. Concentration in fewer underlying components may result in a greater degree of volatility in a benchmark and the NAV of the Fund which corresponds to that benchmark under specific market conditions and over time.

Trading on exchanges outside the United States is generally not subject to U.S. regulation and may result in different or diminished investor protections.

To the extent that a Fund places trades on exchanges outside the United States trading on such exchanges is generally not regulated by any U.S. governmental agency and may involve certain risks not applicable to trading on U.S. exchanges, including different or diminished investor protections. In trading contracts denominated in currencies other than U.S. dollars, the Shares are subject to the risk of adverse exchange rate movements between the dollar and the functional currencies of such contracts. Investors could incur substantial losses from trading on foreign exchanges which such investors would not have otherwise been subject had the Funds' trading been limited to U.S. markets.

Competing claims of intellectual property rights may affect the Funds and an investment in the shares.

The Sponsor believes that it has obtained all required licenses or the appropriate consent of all necessary parties with respect to the intellectual property rights necessary to operate the Funds. However, other third parties could allege ownership as to such rights and may bring legal action asserting their claims. The expenses in litigating, negotiating, cross-licensing or otherwise settling such claims may adversely affect the Funds. Additionally, as a result of such action, a Fund could potentially change its investment objective, strategies or benchmark. Each of these factors could have a negative impact on the performance of the Funds.

Investors may be adversely affected by an overstatement or understatement of a Fund's NAV due to the valuation method employed or errors in the NAV calculation.

Under normal circumstances, the NAV of a Fund reflects the value of the Financial Instruments held by the Fund, as of the time the NAV is calculated. The NAV of the Funds includes, in part, any unrealized profits or losses on open Financial Instrument positions. In certain circumstances (e.g., if the Sponsor believes market quotations do not accurately reflect fair value of an investment, or a trading halt closes an exchange or market early), the Sponsor may, in its sole discretion, choose to determine a fair value price as the basis for determining the market value of such position for such day. The fair value of an investment determined by the Sponsor may be different from other value determinations of the same investment. Such fair value prices generally would be determined based on available inputs about the current value of the underlying Reference Assets and would be based on principles that the Sponsor deems fair and equitable. The valuation method or errors in calculation of a Fund's NAV also may cause the Fund's NAV to be overstated or understated and may affect the performance of the Fund and value of an investment in the Shares.

The liquidity of the Shares may also be affected by the withdrawal from participation of Authorized Participants, which could adversely affect the market price of the Shares.

In the event that one or more Authorized Participants which have substantial interests in the Shares withdraw from participation, the liquidity of the Shares will likely decrease, which could adversely affect the market price of the Shares and result in investors incurring a loss on their investment.

Additionally, Authorized Participants with large holdings may choose to terminate the Trust. This power may be exercised by a relatively small number of holders and, if exercised, investors may have to find another vehicle in which to invest and may have difficulty finding one offering the same features as the Trust

Shareholders that are not Authorized Participants may only purchase or sell their Shares in secondary trading markets, and the conditions associated with trading in secondary markets may adversely affect investors' investment in the Shares.

Only Authorized Participants may create or redeem Creation Units. All other investors that desire to purchase or sell Shares must do so through the Exchange or in other markets, if any, in which the Shares may be traded. Shares may trade at a premium or discount to NAV per Share.

The applicable Exchange may halt trading in the Shares of a Fund which would adversely impact investors' ability to sell Shares.

Trading in Shares of a Fund may be halted due to market conditions or, in light of the applicable Exchange rules and procedures, for reasons that, in the view of the applicable Exchange, make trading in Shares of a Fund inadvisable. In addition, trading is subject to trading halts caused by extraordinary market volatility pursuant to "circuit breaker" rules that require trading to be halted for a specified period based on a specified decline or rise in a market index (e.g., the Dow Jones Industrial Average) or in the price of a Fund's Shares. Additionally, the ability to short sell a Fund's Shares may be restricted when there is a 10% or greater change from the previous day's official closing price. There can be no assurance that the requirements necessary to maintain the listing of the Shares of a Fund will continue to be met or will remain unchanged.

Shareholders do not have the protections associated with ownership of shares in an investment company registered under the 1940 Act.

The Funds are not subject to registration or regulation under the 1940 Act. Consequently, shareholders do not have the regulatory protections provided to investors in investment companies registered under 1940 Act. These protections include, but are not limited to, provisions in the 1940 Act that limit transactions with affiliates, prohibit the suspension of redemptions (except under limited circumstances), require a board of directors that must include disinterested directors, limit leverage, impose a fiduciary duty on the fund's manager with respect to the receipt of compensation for services, require shareholder approval for certain fundamental changes, limit sales loads, and require proper valuation of fund assets.

Shareholders do not have the rights enjoyed by investors in certain other vehicles and may be adversely affected by a lack of statutory rights and by limited voting and distribution rights.

The Shares have limited voting and distribution rights. For example, shareholders do not have the right to elect directors, the Funds may enact splits or reverse splits without shareholder approval and the Funds are not required to pay regular distributions, although the Funds may pay distributions at the discretion of the Sponsor.

The value of the Shares will be adversely affected if the Funds are required to indemnify Wilmington Trust Company (the "Trustee") and/or the Sponsor.

Under the Trust Agreement, the Trustee and the Sponsor each has the right to be indemnified for any liability or expense incurred without gross negligence or willful misconduct. That means the Sponsor may require the assets of a Fund to be sold in order to cover losses or liability suffered by it or by the Trustee. Any such sale would decrease the value of an investment in an impacted Fund.

Although the Shares of the Funds are limited liability investments, certain circumstances such as bankruptcy of a Fund will increase a shareholder's liability.

The Shares of the Funds are limited liability investments; investors may not lose more than the amount that they invest plus any profits recognized on their investment. However, shareholders could be required, as a matter of bankruptcy law, to return to the estate of a Fund any distribution they received at a time when such Fund was in fact insolvent or in violation of the Trust Agreement.

Failure of the FCMs to segregate assets may increase losses in the Funds.

The CEA requires a clearing broker to segregate all funds received from customers from such broker's proprietary assets. There is a risk that assets deposited by the Sponsor on behalf of the Funds as margin with the FCMs may, in certain circumstances, be used to satisfy losses of other clients of the FCMs. If an FCM fails to segregate the funds received from the Sponsor, the assets of the Funds might not be fully protected in the event of the FCM's bankruptcy. Furthermore, in the event of an FCM's bankruptcy, Fund Shares could be limited to recovering only a *pro rata* share of all available funds segregated on behalf of the FCM's combined customer accounts, even though certain property specifically traceable to a particular Fund was held by the FCM. Each FCM may, from time to time, be the subject of certain regulatory and private causes of action.

Similarly, the CEA requires a clearing organization approved by the CFTC as a derivatives clearing organization to segregate all funds and other property received from a clearing member's clients in connection with domestic futures and options contracts from any funds held at the clearing organization to support the clearing member's proprietary trading. Nevertheless, customer funds held at a clearing organization in connection with any futures or options contracts may be held in a commingled omnibus account, which may not identify the name of the clearing member's individual customers. With respect to futures and options contracts, a clearing organization may use assets of a non-defaulting customer held in an omnibus account at the clearing organization to satisfy payment obligations of a defaulting customer of the clearing member to the clearing organization. As a result, in the event of a default of the clearing FCM's other clients or the clearing FCM's failure to extend its own funds in connection with any such default, a Fund may not be able to recover the full amount of assets deposited by the clearing FCM on behalf of the Fund with the clearing organization.

In the event of a bankruptcy or insolvency of any exchange or a clearing house, a Fund could experience a loss of the funds deposited through its FCM as margin with the exchange or clearing house, a loss of any profits on its open positions on the exchange, and the loss of unrealized profits on its closed positions on the exchange.

A court could potentially conclude that the assets and liabilities of one Fund are not segregated from those of another Fund and may thereby potentially expose assets in a Fund to the liabilities of another Fund.

Each Fund is a separate series of a Delaware statutory trust and not itself a separate legal entity. Section 3804(a) of the Delaware Statutory Trust Act, as amended (the "DSTA") provides that if certain provisions are in the formation and governing documents of a statutory trust organized in series, and if separate and distinct records are maintained for any series and the assets associated with that series are held in separate and distinct records (directly or indirectly, including through a nominee or otherwise) and accounted for in such separate and distinct records separately from the other assets of the statutory trust, or any series thereof, then the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series are enforceable against the assets of such series only, and not against the assets of the statutory trust generally or any other series thereof, and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the statutory trust generally or any other series thereof shall be enforceable against the assets of such series. The Sponsor is not aware of any court case that has interpreted Section 3804(a) of the DSTA or provided any guidance as to what is required for compliance. The Sponsor maintains separate and distinct records for each Fund and accounts for them separately, but it is possible a court could conclude that the methods used did not satisfy Section 3804(a) of the DSTA and thus potentially expose assets in a Fund to the liabilities of another Fund.

There may be circumstances that could prevent a Fund from being operated in a manner consistent with its investment objective and principal investment strategies.

There may be circumstances outside the control of the Sponsor and/or a Fund that could prevent or make it impractical to reposition such Fund's portfolio investments, to process purchase or redemption orders, or to otherwise operate in a manner consistent with its investment objective and principal investment strategies. Examples of such circumstances include: market disruptions; significant market volatility, particularly late in the trading day; natural disasters; public service disruptions or utility problems such as those caused by fires, floods, extreme weather conditions, and power outages resulting in telephone, telecopy, and computer failures; market conditions or activities causing trading halts; systems failures involving computer or other information systems affecting the aforementioned parties, as well as the Depository Trust Company ("DTC"), the National Securities Clearing Corporation ("NSCC"), or any other participant in the trading or operations of a Fund; and similar extraordinary events.

While the Sponsor has implemented and tested a business continuity plan and a disaster recovery plan designed to address circumstances such as those above, these and other circumstances may prevent a Fund from being operated in a manner consistent with its investment objective and/or principal investment strategies.

Due to the increased use of technologies, intentional and unintentional cyber-attacks pose operational and information security risks.

With the increased use of technologies such as the Internet and the dependence on computer systems to perform necessary business functions, the Funds and their service providers are susceptible to operational and information security risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites. Cyber security failures or breaches of a Fund's third party service provider (including, but not limited to, index providers, the administrator and transfer agent) or the issuers of securities in which the Funds invest, have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability of Fund shareholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. The Funds and their shareholders could be negatively impacted as a result. While the Funds have established business continuity plans and systems to prevent such cyber-attacks, there are inherent limitations in such plans and risk management systems including the possibility that certain risks have not been identified. Furthermore, the Funds cannot control the cyber security plans and systems of each Fund's service providers, market makers, Authorized Participants or issuers of securities in which each Fund invests.

Shareholders' tax liability may exceed cash distributions on the Shares.

Shareholders of each Fund may be subject to U.S. federal income taxation and, in some cases, state, local, or foreign income taxation on their share of the Fund's taxable income, whether or not they receive cash distributions from the Fund. Each Fund does not currently expect to make distributions with respect to capital gains or ordinary income. Accordingly, shareholders of a Fund will not receive cash distributions equal to their share of the Fund's taxable income or the tax liability that results from such income. A Fund's income, gains, losses and deductions are allocated to shareholders on a monthly basis. If you own Shares in a Fund at the beginning of a month and sell them during the month, you are generally still considered a shareholder through the end of that month.

The U.S. Internal Revenue Service ("IRS") could adjust or reallocate items of income, gain, deduction, loss and credit with respect to the Shares if the IRS does not accept the assumptions or conventions utilized by the Fund.

U.S. federal income tax rules applicable to partnerships, which each Fund is anticipated to be treated as under the Internal Revenue Code of 1986, as amended (the "Code"), are complex and their application is not always clear. Moreover, the rules generally were not written for, and in some respects are difficult to apply to, publicly traded interests in partnerships. The Funds apply certain assumptions and conventions intended to comply with the intent of the rules and to report income, gain, deduction, loss and credit to shareholders in a manner that reflects the shareholders' economic gains and losses, but these assumptions and conventions may not comply with all aspects of the applicable regulations. It is possible therefore that the IRS will successfully assert that these assumptions or conventions do not satisfy the technical requirements of the Code or the Treasury regulations promulgated thereunder and will require that items of income, gain, deduction, loss and credit be adjusted or reallocated in a manner that could be adverse to investors.

Shareholders will receive partner information tax returns on Schedule K-1, which could increase the complexity of tax returns.

The partner information tax returns on Schedule K-1 which the Funds will distribute to shareholders will contain information regarding the income items and expense items of the Funds. If you have not received Schedule K-1s from other investments, you may find that preparing your tax return may require additional time, or it may be necessary for you to retain an accountant or other tax preparer, at an additional expense to you, to assist you in the preparation of your return.

Shareholders of each Fund may recognize significant amounts of ordinary income and short-term capital gain.

Due to the investment strategy of the Funds, the Funds may realize and pass-through to Shareholders significant amounts of ordinary income and short-term capital gains as opposed to long-term capital gains, which generally are taxed at a preferential rate. A Fund's income, gains, losses and deductions are allocated to shareholders on a monthly basis. If you own shares in a Fund at the beginning of a month and sell them during the month, the fund will generally still consider you a shareholder through the end of that month.

A Fund may be liable for U.S. federal income tax on any "imputed underpayment" of tax resulting from an adjustment as a result of an IRS audit. The amount of the imputed underpayment generally includes increases in allocations of items of income or gains to any shareholder and decreases in allocations of items of deduction, loss, or credit to any shareholder without any offset for any corresponding reductions in allocations of items of income or gain to any shareholder or increases in allocations of items of deduction, loss, or credit to any shareholder. If a Fund is required to pay any U.S. federal income taxes on any imputed underpayment, the resulting tax liability would reduce the net assets of the Fund and would likely have an adverse impact on the value of the Shares. Under certain circumstances, a Fund may be eligible to make an election to cause the shareholders to take into account the amount of any imputed underpayment, including any interest and penalties. However, there can be no assurance that such election will be made or effective. If the election is made, the Fund would be required to provide shareholders who owned beneficial interests in the Shares in the year to which the adjusted allocations relate with a statement setting forth their proportionate shares of the adjustment ("Adjustment Statements"). Those shareholders would be required to take the adjustment into account in the taxable year in which the Adjustment Statements are issued.

A Fund could be treated as a corporation for federal income tax purposes, which may substantially reduce the value of Shares.

Each Fund has received an opinion of counsel that, under current U.S. federal income tax laws, such will be treated as a partnership that is not taxable as a corporation for U.S. federal income tax purposes, provided that, *inter alia*, (i) at least 90 percent of such Fund's annual gross income will be derived from qualifying income which includes dividends, interest, capital gains from the sale or other disposition of stocks and debt instruments and, in the case of a partnership a principal activity of which is the buying and selling of commodities or certain positions with respect to commodities, income and gains derived from certain swap agreements or regulated futures or forward contracts with respect to commodities, (ii) such Fund is organized and operated in accordance with its governing agreements and applicable law and (iii) such Fund does not elect to be taxed as a corporation for federal income tax purposes. Although the Sponsor anticipates that each Fund has satisfied and will continue to satisfy the "qualifying income" requirement for all of its taxable years, such result cannot be assured. The Funds have not requested and will not request any ruling from the IRS with respect to their classification that each Fund is treated as a partnership not taxable as a corporation for federal income tax purposes. If the IRS were to successfully assert that a Fund is taxable as a corporation for federal income tax purposes in any taxable year, rather than passing through its income, gains, losses and deductions proportionately to shareholders, such Fund would be subject to tax on its net income for the year at the 21% corporate tax rate. In addition, although each Fund does not currently intend to make distributions with respect to Shares, any distributions would be taxable to shareholders as dividend income. Taxation of a Fund as a corporation could materially reduce the after-tax return on an investment in Shares and could substantially reduce the value of the Shares.

Changes in U.S. federal income tax law could affect an investment in the Shares.

Recently enacted legislation commonly known as the "Tax Cuts and Jobs Act" has made significant changes to U.S. federal income tax rules. As of the date of this filing, the long-term impact of the Tax Cuts and Jobs Act, including on the Shares, is unclear. Investors are urged to consult their tax advisors regarding the effect of the Tax Cuts and Jobs Act prior to investing in the Shares.

INVESTORS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISERS AND COUNSEL WITH RESPECT TO THE POSSIBLE TAX CONSEQUENCES TO THEM OF AN INVESTMENT IN THE SHARES OF A FUND; SUCH TAX CONSEQUENCES MAY DIFFER IN RESPECT OF DIFFERENT INVESTORS.

Regulatory changes or actions, including the implementation of new legislation, may alter the operations and profitability of the Funds.

The U.S. derivatives markets and market participants have been subject to comprehensive regulation, not only by the CFTC but also by self-regulatory organizations, including the NFA and the exchanges on which the derivatives contracts are traded and/or cleared. As with any regulated activity, changes in regulations may have unexpected results. For example, changes in the amount or quality of the collateral that traders in derivatives contracts are required to provide to secure their open positions, or in the limits on number or size of positions that a trader may have open at a given time, may adversely affect the ability of the Funds to enter into certain transactions that could otherwise present lucrative opportunities. Considerable regulatory attention has been focused on non-traditional investment pools which are publicly distributed in the United States. There is a possibility of future regulatory changes altering, perhaps to a material extent, the nature of an investment in the Funds or the ability of the Funds to continue to implement their investment strategies.

In addition, the SEC, CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of swaps, forwards and futures transactions in the United States is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Funds is impossible to predict, but could be substantial and adverse.

In particular, the Dodd-Frank Act was signed into law on July 21, 2010. The Dodd-Frank Act has made and will continue to make sweeping changes to the way in which the U.S. financial system is supervised and regulated. Title VII of the Dodd-Frank Act sets forth a new legislative framework for OTC derivatives, including certain Financial Instruments, such as swaps, in which certain of the Funds may invest. Title VII of the Dodd-Frank Act makes broad changes to the OTC derivatives market, grants significant new authority to the SEC and the CFTC to regulate OTC derivatives and market participants, and will require clearing and exchange trading of many OTC derivatives transactions.

Pursuant to relatively recent regulations adopted by the CFTC, swap dealers are required to be registered and are subject to various regulatory requirements, including, but not limited to, margin, recordkeeping, reporting and various business conduct requirements, as well as proposed minimum financial capital requirements.

Pursuant to the Dodd-Frank Act, regulations adopted by the CFTC and the federal banking regulators that are now in effect require swap dealers to post and collect variation margin (comprised of specified liquid instruments and subject to a required haircut) in connection with trading of OTC swaps with a Fund. These requirements may increase the amount of collateral the Funds are required to provide and the costs associated with providing it.

OTC swap agreements submitted for clearing are subject to minimum initial and variation margin requirements set by the relevant clearinghouse, as well as margin requirements mandated by the CFTC, SEC and/or federal banking regulators. Swap dealers also typically demand the unilateral ability to increase a Fund's collateral requirements for cleared swap agreements beyond any regulatory and clearinghouse minimums. Such requirements may make it more difficult and costly for investment funds, such as the Funds, to enter into customized transactions. They may also render certain strategies in which a Fund might otherwise engage impossible or so costly that they will no longer be economical to implement. If a Fund decides to execute swap agreements through an exchange or execution facility, the Fund would be subject to the rules of the exchange or execution facility, which would bring additional risks and liabilities, and potential requirements under applicable regulations and under rules of the relevant exchange or execution facility.

With respect to cleared OTC derivatives, a Fund will not face a clearinghouse directly but rather will do so through a swap dealer that is registered with the CFTC or SEC and that acts as a clearing member. A Fund may face the indirect risk of the failure of another clearing member customer to meet its obligations to its clearing member. This risk could arise due to a default by the clearing member on its obligations to the clearinghouse triggered by a customer's failure to meet its obligations to the clearing member.

Swap dealers also are required to post margin to the clearinghouses through which they clear their customers' trades instead of using such margin in their operations, as was widely permitted before Dodd-Frank. This has increased and will continue to increase swap dealers' costs, and these increased costs are generally passed through to other market participants such as the Funds in the form of higher upfront and mark-to-market margin, less favorable trade pricing, and the imposition of new or increased fees, including clearing account maintenance fees.

While certain regulations have been promulgated and are already in effect, the full impact of the Dodd-Frank Act on any of the Funds remains uncertain. The legislation and the related regulations that have been and may be promulgated in the future may negatively impact a Fund's ability to meet its investment objective either through limits on its investments or requirements imposed on it or any of its counterparties. In particular, new requirements, including capital requirements and mandatory clearing of OTC derivatives transactions, which may increase derivative counterparties' costs and are expected to generally be passed through to other market participants in the form of higher upfront and mark-to-market margin, less favorable trade pricing, and the imposition of new or increased fees, including clearinghouse account maintenance fees, may increase the cost of a Fund's investments and the cost of doing business, which could adversely affect investors.

Regulatory bodies outside the U.S. have also passed or proposed, or may propose in the future, legislation similar to that proposed by Dodd-Frank or other legislation containing other restrictions that could adversely impact the liquidity of and increase costs of participating in the commodities markets.

In addition, regulations adopted by U.S. federal banking regulators that began to take effect in 2019 will require certain bank-regulated swap dealer counterparties and certain of their affiliates and subsidiaries, including swap dealers, to include in certain financial contracts, including many derivatives contracts, such as swap agreements, terms that delay or restrict the rights of counterparties, such as a Fund, to terminate such contracts, foreclose upon collateral, exercise other default rights or restrict transfers of credit support in the event that the counterparty and/or its affiliates are subject to certain types of resolution or insolvency proceedings. Similar regulations and laws have been adopted in the United Kingdom and the European Union that applies to the Funds' counterparties located in those jurisdictions. It is possible that these new requirements could adversely affect the Funds' ability to terminate existing derivatives agreements or to realize amounts to be received under such agreements.

Regulatory and exchange accountability levels may restrict the creation of Creation Units and the operation of the Trust.

Many U.S. commodities exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day by regulations referred to as "daily price fluctuation limits" or "daily limits." Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit or trading may be suspended for specified periods during the trading day. In addition, the CFTC, U.S. futures exchanges and certain non-U.S. exchanges have established limits referred to as "speculative position limits" or "accountability levels" on the maximum net long or short futures positions that any person may hold or control in derivatives traded on such exchanges.

In connection with these limits, the Dodd-Frank Act has required the CFTC to adopt regulations establishing speculative position limits applicable to regulated futures and OTC derivatives and impose aggregate speculative position limits across regulated U.S. futures, OTC positions and certain futures contracts traded on non-U.S. exchanges. In December 2016, the CFTC re-proposed rules on position limits with respect to the 25 physical delivery commodity futures and options contracts, as well as to swaps that are economically equivalent to such contracts. The re-proposed position limits would apply with respect to contracts traded on all U.S. and certain foreign exchanges on an aggregate basis. In addition, the CFTC proposed amendments to the requirement of U.S. commodities exchanges to establish corresponding speculative position limits (the "Position Limit Rules"). The re-proposed Position Limit Rules are based on the position limit rules previously proposed in 2013 by the CFTC. In December 2016, the CFTC also adopted final regulations requiring that all accounts owned or managed by an entity that is responsible for such accounts' trading decisions, their principals and their affiliates would be aggregated for position limit purposes.

Although it is unclear what future position limit rules will be, the Sponsor is subject to current position and accountability limits established by the CFTC and exchanges. Accordingly, it may be required to reduce the size of outstanding positions or not enter into new positions that would otherwise be taken for the Fund or not trade certain markets on behalf of the Fund in order to comply with those limits or any future limits established by the CFTC and the relevant exchanges. Derivatives contract prices could move to a limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of derivatives positions and potentially subjecting the Fund to substantial losses or periods in which the Fund does not create additional Creation Units. Modification of trades made by the Trust, if required, could adversely affect the Trust's operations and profitability and significantly limit the Trust's ability to reinvest income in additional contracts, create additional Creation Units, or add to existing positions in the desired amount.

In addition, the Sponsor may be required to liquidate certain open positions in order to ensure compliance with the speculative position limits at unfavorable prices, which may result in substantial losses for the relevant Funds. There also can be no assurance that the Sponsor will liquidate positions held on behalf of all the Sponsor's accounts, including any proprietary accounts, in a proportionate manner. In the event the Sponsor chooses to liquidate a disproportionate number of positions held on behalf of any of the Funds at unfavorable prices, such Funds may incur substantial losses and the value of the Shares may be adversely affected.

CFTC rules require each registered FCM to establish risk-based limits on position and order size. As a result, the Trust's FCMs may be required to reduce their internal limits on the size of the positions they will execute or clear for the Funds, and the Trust may seek to use additional FCMs, which may increase the costs for the Funds and adversely affect the value of the Shares.

The Trust may apply to the CFTC or to the relevant exchanges for relief from certain position limits. If the Trust is unable to obtain such relief, a Fund's ability to issue new Creation Units, or the Fund's ability to reinvest income in additional futures contracts, may be limited to the extent these activities cause the Trust to exceed applicable position limits. Limiting the size of a Fund may affect the correlation between the price of the Shares, as traded on an exchange, and the net asset value of the Fund. Accordingly, the inability to create additional Creation Units or add to existing positions in the desired amount could result in Shares trading at a premium or discount to NAV.

Margin for Non-cleared Swap and Forward Transactions

In 2015, the regulators adopted, and in 2016 the CFTC adopted new mandatory margin requirements for non-cleared swap and foreign currency forward transactions and new requirements for the holding of collateral by derivative dealers. These requirements, which are still pending final adoption, may increase the amount of collateral a Fund is required to provide to derivative dealers for non-cleared swaps and foreign currency forwards.

Regulatory changes or actions may alter the operations and profitability of the Funds.

The regulation of commodity interest transactions and markets, including under the Dodd-Frank Act, is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. In particular, the Dodd-Frank Act has expanded the regulation of markets, market participants and financial instruments. The regulatory regime under the Dodd-Frank Act has imposed additional compliance and legal burdens on participants in the markets for futures and other commodity interests. For example, under the Dodd-Frank Act new capital and risk requirements have been imposed on market intermediaries. Those requirements may cause the cost of trading to increase for market participants, like the Funds, that must interact with those intermediaries to carry out their trading activities. These increased costs can detract from the Funds' performance.

A Fund's performance could be adversely affected if the FCM reduces its internal risk limits for the Fund.

Further, CFTC rules require clearing member FCMs to establish risk-based limits on position and order size. As a result, the Trust's FCMs may be required to reduce their internal limits on the size of the positions they will execute or clear for the Funds, and the Funds' ability to transact in futures contracts could be reduced. Under these circumstances, the Trust may seek to use additional FCMs, which may increase the costs for the Funds, make the Funds' trading less efficient or more prone to error, or adversely affect the value of the Shares.

The Funds and the Sponsor are subject to extensive legal and regulatory requirements.

The Funds are subject to a comprehensive scheme of regulation under the federal commodity futures trading and securities laws, as well as futures exchange rules and the rules and listing standards for their Shares. Each of the Funds and the Sponsor could each be subject to sanctions for a failure to comply with those requirements, which could adversely affect the Funds' financial performance and their ability to pursue their investment objectives. In addition, the SEC, CFTC, and exchanges are empowered to intervene in their respective markets in response to extreme market conditions. Those interventions could adversely affect the Funds' ability to pursue their investment objectives and could lead to losses for the Funds and their shareholders.

In addition, each of the Funds is subject to significant disclosure, internal control, governance, and financial reporting requirements because the Shares are publicly traded.

For example, the Funds are responsible for establishing and maintaining internal controls over financial reporting. Under this requirement, the Funds must adopt, implement and maintain an internal control system designed to provide reasonable assurance to its management regarding the preparation and fair presentation of published financial statements. The Funds are also required to adopt, implement, and maintain disclosure controls and procedures that are designed to ensure information required to be disclosed by the Funds in reports that they file or submit to the SEC is recorded, processed, summarized and reported within the time periods specified by the SEC. There is a risk that the Funds' internal controls over financial reporting and disclosure controls and procedures could fail to operate as designed or otherwise fail to satisfy SEC requirements. Such a failure could result in the reporting or disclosure of incorrect information or a failure to report information on a timely basis. Such a failure could be to the disadvantage of shareholders and could expose the Funds to penalties or otherwise adversely affect each of the Fund's status under the federal securities laws and SEC regulations. Any internal control system, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective may provide only reasonable assurance with respect to financial statement preparation and presentation and other disclosure matters.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Not applicable.

Item 3. Legal Proceedings.

The Sponsor and the Trust are named as defendants in the following purported class action lawsuits filed in the United States District Court for the Southern District of New York on the following dates: (i) on January 29, 2019 and captioned *Ford v. ProShares Trust II et al.*; (ii) on February 27, 2019 and captioned *Bittner v. ProShares Trust II, et al.*; and (iii) on March 1, 2019 and captioned *Mareno v. ProShares Trust II, et al.* The allegations in the complaints are substantially the same, namely that the defendants violated Sections 11 and 15 of the 1933 Act, Sections 10(b) and 20(a) and Rule 10b-5 of the 1934 Act, and Items 303 and 105 of Regulation S-K, 17 C.F.R. §§ 229.303(a)(3)(ii), 229.105 by issuing untrue statements of material fact and omitting material facts in the prospectus for ProShares Short VIX Short-Term Futures ETF, and allegedly failing to state other facts necessary to make the statements made not misleading. Certain Principals of the Sponsor and Officers of the Trust are also defendants in the actions, along with a number of others. The Court consolidated the three actions and appointed lead plaintiffs and lead counsel. On January 3, 2020, the Court granted defendants' motion to dismiss the consolidated class action in its entirety and ordered the case closed. On January 31, 2020, plaintiffs filed a notice of appeal to the Second Circuit Court of Appeals. The Trust and Sponsor will continue to vigorously defend against this lawsuit. The Trust and the Sponsor cannot predict the outcome of this action. ProShares Short VIX Short-Term Futures ETF may incur expenses in defending against such claims.

Item 4. Mine Safety Disclosures.

Not applicable.

Part II.

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

- a) The Shares of each Fund that has commenced investment operations are listed on the NYSE Arca. The dates the Shares of each Fund began trading on the NYSE Arca and their symbols are indicated below:

Fund	Commencement of Operations	Ticker Symbol
ProShares Short Euro	June 26, 2012	EUFX
ProShares Short VIX Short-Term Futures ETF	October 3, 2011	SVXY
ProShares Ultra Bloomberg Crude Oil	November 25, 2008	UCO
ProShares Ultra Bloomberg Natural Gas	October 4, 2011	BOIL
ProShares Ultra Euro	November 25, 2008	ULE
ProShares Ultra Gold	December 3, 2008	UGL
ProShares Ultra Silver	December 3, 2008	AGQ
ProShares Ultra VIX Short-Term Futures ETF	October 3, 2011	UVXY
ProShares Ultra Yen	November 25, 2008	YCL
ProShares UltraPro 3x Crude Oil ETF	March 24, 2017	OILU
ProShares UltraPro 3x Short Crude Oil ETF	March 24, 2017	OILD
ProShares UltraShort Australian Dollar	July 17, 2012	CROC
ProShares UltraShort Bloomberg Crude Oil	November 25, 2008	SCO
ProShares UltraShort Bloomberg Natural Gas	October 4, 2011	KOLD
ProShares UltraShort Euro	November 25, 2008	EUO
ProShares UltraShort Gold	December 3, 2008	GLL
ProShares UltraShort Silver	December 3, 2008	ZSL
ProShares UltraShort Yen	November 25, 2008	YCS
ProShares VIX Mid-Term Futures ETF	January 3, 2011	VIXM
ProShares VIX Short-Term Futures ETF	January 3, 2011	VIXY

The approximate number of holders of the Shares of each Fund as of December 31, 2019 was as follows:

Fund	Number of Holders
ProShares Short Euro	262
ProShares Short VIX Short-Term Futures ETF	11,794
ProShares Ultra Bloomberg Crude Oil	27,384
ProShares Ultra Bloomberg Natural Gas	3,935
ProShares Ultra Euro	796
ProShares Ultra Gold	5,703
ProShares Ultra Silver	19,106
ProShares Ultra VIX Short-Term Futures ETF	40,762
ProShares Ultra Yen	220
ProShares UltraPro 3x Crude Oil ETF	4,101
ProShares UltraPro 3x Short Crude Oil ETF	2,521
ProShares UltraShort Australian Dollar	195
ProShares UltraShort Bloomberg Crude Oil	5,571
ProShares UltraShort Bloomberg Natural Gas	981
ProShares UltraShort Euro	5,387
ProShares UltraShort Gold	1,476
ProShares UltraShort Silver	1,496
ProShares UltraShort Yen	1,701
ProShares VIX Mid-Term Futures ETF	3,124
ProShares VIX Short-Term Futures ETF	15,912
Total Trust:	152,427

The Funds made no distributions to Shareholders during the fiscal year ended December 31, 2019. The Funds have no obligation to make periodic distributions to Shareholders.

b) Not applicable.

<u>Title of Securities Registered</u>	<u>Amount Registered as of December 31, 2019</u>	<u>Shares Sold For the Three Months Ended December 31, 2019</u>	<u>Sale Price of Shares Sold For the Three Months Ended December 31, 2019</u>	<u>Shares Sold For the Year Ended December 31, 2019</u>	<u>Sale Price of Shares Sold For the Year Ended December 31, 2019</u>
ProShares Short Euro					
Common Units of Beneficial Interest	\$ 140,213,786	—	\$ —	300,000	\$ 13,205,150
ProShares Short VIX Short-Term Futures ETF					
Common Units of Beneficial Interest	\$ 8,945,616,566	350,000	\$ 22,279,185	1,500,000	\$ 84,372,594
ProShares Ultra Bloomberg Crude Oil					
Common Units of Beneficial Interest	\$ 3,767,599,303	8,400,000	\$ 132,246,531	34,050,000	\$ 569,843,253
ProShares Ultra Bloomberg Natural Gas					
Common Units of Beneficial Interest	\$ 353,205,850	4,600,000	\$ 50,401,495	8,250,000	\$ 115,544,309
ProShares Ultra Euro					
Common Units of Beneficial Interest	\$ 90,976,566	50,000	\$ 678,115	100,000	\$ 1,422,682
ProShares Ultra Gold					
Common Units of Beneficial Interest	\$ 246,598,845	50,000	\$ 2,448,525	900,000	\$ 38,466,355
ProShares Ultra Silver					
Common Units of Beneficial Interest	\$ 1,200,576,548	250,000	\$ 7,276,965	2,300,000	\$ 62,741,459
ProShares Ultra VIX Short-Term Futures ETF					
Common Units of Beneficial Interest	\$ 6,661,218,948	27,900,000	\$ 504,882,722	83,750,000	\$ 2,454,259,697
ProShares Ultra Yen					
Common Units of Beneficial Interest	\$ 132,956,903	100,000	\$ 5,563,743	200,000	\$ 11,322,305

<u>Title of Securities Registered</u>	<u>Amount Registered as of December 31, 2019</u>	<u>Shares Sold For the Three Months Ended December 31, 2019</u>	<u>Sale Price of Shares Sold For the Three Months Ended December 31, 2019</u>	<u>Shares Sold For the Year Ended December 31, 2019</u>	<u>Sale Price of Shares Sold For the Year Ended December 31, 2019</u>
ProShares UltraPro 3x Crude Oil ETF					
Common Units of Beneficial Interest	\$ 829,485,301	6,050,000	\$ 91,792,208	15,150,000	\$ 251,308,636
ProShares UltraPro 3x Short Crude Oil ETF					
Common Units of Beneficial Interest	\$ 908,565,729	10,850,000	\$ 145,081,783	20,600,000	\$ 304,935,397
ProShares UltraShort Australian Dollar					
Common Units of Beneficial Interest	\$ 162,940,781	—	\$ —	50,000	\$ 3,004,977
ProShares UltraShort Bloomberg Crude Oil					
Common Units of Beneficial Interest	\$ 1,353,775,887	9,250,000	\$ 126,711,618	25,950,000	\$ 397,696,425
ProShares UltraShort Bloomberg Natural Gas					
Common Units of Beneficial Interest	\$ 663,864,980	400,000	\$ 11,096,468	1,200,000	\$ 30,089,484
ProShares UltraShort Euro					
Common Units of Beneficial Interest	\$ 1,857,267,878	600,000	\$ 16,398,643	1,050,000	\$ 27,861,560
ProShares UltraShort Gold					
Common Units of Beneficial Interest	\$ 197,613,808	50,000	\$ 2,867,682	600,000	\$ 39,522,691
ProShares UltraShort Silver					
Common Units of Beneficial Interest	\$ 887,571,447	150,000	\$ 4,694,420	1,000,000	\$ 35,269,175
ProShares UltraShort Yen					
Common Units of Beneficial Interest	\$ 906,315,192	—	\$ —	450,000	\$ 34,403,213
ProShares VIX Mid-Term Futures ETF					
Common Units of Beneficial Interest	\$ 471,970,126	275,000	\$ 6,458,915	1,400,000	\$ 31,405,087
ProShares VIX Short-Term Futures ETF					
Common Units of Beneficial Interest	\$ 1,157,471,315	9,800,000	\$ 150,212,946	30,800,000	\$ 623,530,990
Total Trust:		79,125,000	\$ 1,281,091,964	229,600,000	\$ 5,130,205,439

c) From October 1, 2019 through December 31, 2019, the number of Shares redeemed and average price per Share for each Fund were as follows:

Fund	Total Number of Shares Redeemed	Average Price Per Share
ProShares Short Euro		
10/01/19 to 10/31/19	350,000	\$ 46.31
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	—	\$ —
ProShares Short VIX Short-Term Futures ETF		
10/01/19 to 10/31/19	1,450,000	\$ 57.00
11/01/19 to 11/30/19	850,000	\$ 59.90
12/01/19 to 12/31/19	—	\$ —
ProShares Ultra Bloomberg Crude Oil		
10/01/19 to 10/31/19	5,400,000	\$ 16.82
11/01/19 to 11/30/19	3,350,000	\$ 18.06
12/01/19 to 12/31/19	3,550,000	\$ 19.52
ProShares Ultra Bloomberg Natural Gas		
10/01/19 to 10/31/19	350,000	\$ 13.47
11/01/19 to 11/30/19	550,000	\$ 14.99
12/01/19 to 12/31/19	250,000	\$ 9.88
ProShares Ultra Euro		
10/01/19 to 10/31/19	—	\$ —
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	—	\$ —
ProShares Ultra Gold		
10/01/19 to 10/31/19	150,000	\$ 48.29
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	—	\$ —
ProShares Ultra Silver		
10/01/19 to 10/31/19	100,000	\$ 31.19
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	—	\$ —
ProShares Ultra VIX Short-Term Futures ETF		
10/01/19 to 10/31/19	5,400,000	\$ 28.50
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	4,400,000	\$ 17.38
ProShares Ultra Yen		
10/01/19 to 10/31/19	—	\$ —
11/01/19 to 11/30/19	50,000	\$ 55.68
12/01/19 to 12/31/19	—	\$ —
ProShares UltraPro 3x Crude Oil ETF		
10/01/19 to 10/31/19	3,600,000	\$ 16.34
11/01/19 to 11/30/19	2,750,000	\$ 18.28
12/01/19 to 12/31/19	2,050,000	\$ 20.15
ProShares UltraPro 3x Short Crude Oil ETF		
10/01/19 to 10/31/19	2,750,000	\$ 17.87
11/01/19 to 11/30/19	1,650,000	\$ 13.61
12/01/19 to 12/31/19	1,750,000	\$ 12.94

Fund	Total Number of Shares Redeemed	Average Price Per Share
ProShares UltraShort Australian Dollar		
10/01/19 to 10/31/19	50,000	\$ 60.98
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	—	\$ —
ProShares UltraShort Bloomberg Crude Oil		
10/01/19 to 10/31/19	2,550,000	\$ 16.63
11/01/19 to 11/30/19	500,000	\$ 14.78
12/01/19 to 12/31/19	1,550,000	\$ 14.70
ProShares UltraShort Bloomberg Natural Gas		
10/01/19 to 10/31/19	100,000	\$ 28.30
11/01/19 to 11/30/19	200,000	\$ 31.22
12/01/19 to 12/31/19	50,000	\$ 35.31
ProShares UltraShort Euro		
10/01/19 to 10/31/19	150,000	\$ 27.35
11/01/19 to 11/30/19	700,000	\$ 27.59
12/01/19 to 12/31/19	100,000	\$ 27.19
ProShares UltraShort Gold		
10/01/19 to 10/31/19	—	\$ —
11/01/19 to 11/30/19	50,000	\$ 57.78
12/01/19 to 12/31/19	—	\$ —
ProShares UltraShort Silver		
10/01/19 to 10/31/19	100,000	\$ 27.55
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	50,000	\$ 30.20
ProShares UltraShort Yen		
10/01/19 to 10/31/19	—	\$ —
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	50,000	\$ 77.03
ProShares VIX Mid-Term Futures ETF		
10/01/19 to 10/31/19	25,000	\$ 22.92
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	—	\$ —
ProShares VIX Short-Term Futures ETF		
10/01/19 to 10/31/19	1,075,000	\$ 21.85
11/01/19 to 11/30/19	—	\$ —
12/01/19 to 12/31/19	1,575,000	\$ 13.81

Item 6. Selected Financial Data.

Financial Highlights for the years ended December 31, 2019, 2018, 2017, 2016 and 2015 for each Fund, as applicable, are summarized below and should be read in conjunction with the Funds' audited financial statements, and the notes and schedules related thereto, which are included in this Annual Report on Form 10-K.

PROSHARES SHORT EURO

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total assets	\$ 2,289,155	\$ 8,631,926	\$ 8,041,728	\$ 15,859,440	\$ 17,524,993
Total shareholders' equity at end of period	2,282,195	8,619,686	7,991,880	15,770,088	17,510,898
Net investment income (loss)	176,251	44,457	(37,627)	(122,728)	(178,761)
Net realized and unrealized gain (loss)	1,002,978	583,349	(1,461,940)	553,281	1,417,580
Net income (loss)	1,179,229	627,806	(1,499,567)	430,553	1,238,819
Net increase (decrease) in net asset value per share	2.54	3.14	(5.10)	1.28	3.72

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total assets	\$ 284,649,062	\$ 360,341,566	\$ 816,337,770	\$ 228,630,598	\$ 674,236,256
Total shareholders' equity at end of period	284,437,179	344,596,263	770,163,871	228,075,387	642,811,361
Net investment income (loss)	1,162,163	(2,209,355)	(5,373,544)	(5,396,850)	(5,798,200)
Net realized and unrealized gain (loss)	150,375,598	(1,917,289,617)	924,694,573	419,316,869	96,936,157
Net income (loss)	151,537,761	(1,919,498,972)	919,321,029	413,920,019	91,137,957
Net increase (decrease) in net asset value per share	23.26	(466.84)	326.74	80.83	(21.16)

PROSHARES ULTRA BLOOMBERG CRUDE OIL

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total assets	\$ 310,368,837	\$ 441,765,830	\$ 534,325,767	\$ 962,419,733	\$ 859,276,004
Total shareholders' equity at end of period	309,844,582	368,399,654	524,445,526	933,731,860	783,922,475
Net investment income (loss)	3,864,584	3,022,808	(1,379,461)	(6,631,380)	(8,473,155)
Net realized and unrealized gain (loss)	253,585,147	(139,204,737)	35,389,465	225,050,768	(863,611,244)
Net income (loss)	257,449,731	(136,181,929)	34,010,004	218,419,388	(872,084,399)
Net increase (decrease) in net asset value per share	7.31	(10.60)	0.32	(1.81)	(76.33)

PROSHARES ULTRA BLOOMBERG NATURAL GAS

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 45,196,991	\$ 17,951,294	\$ 67,524,849	\$ 44,767,860	\$ 38,879,917
Total shareholders' equity at end of period	45,160,205	14,617,440	63,268,950	43,203,386	38,851,184
Net investment income (loss)	162,388	96,319	(233,762)	(384,486)	(761,335)
Net realized and unrealized gain (loss)	(24,707,604)	3,545,801	(36,107,690)	13,794,133	(59,570,610)
Net income (loss)	(24,545,216)	3,642,120	(36,341,452)	13,409,647	(60,331,945)
Net increase (decrease) in net asset value per share	(16.88)	(7.36)	(61.60)	1.39	(215.40)

PROSHARES ULTRA EURO

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 6,209,342	\$ 7,554,617	\$ 9,656,271	\$ 12,500,772	\$ 12,437,492
Total shareholders' equity at end of period	6,204,424	7,544,569	9,591,516	11,914,585	10,857,730
Net investment income (loss)	58,528	30,823	(29,782)	(74,522)	(104,071)
Net realized and unrealized gain (loss)	(670,417)	(1,269,677)	3,049,926	(1,039,312)	(1,274,395)
Net income (loss)	(611,889)	(1,238,854)	3,020,144	(1,113,834)	(1,378,466)
Net increase (decrease) in net asset value per share	(1.30)	(2.35)	3.42	(1.49)	(4.36)

PROSHARES ULTRA GOLD

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 110,810,975	\$ 87,308,381	\$ 93,779,522	\$ 96,632,172	\$ 72,172,441
Total shareholders' equity at end of period	110,726,032	83,523,294	93,708,748	92,127,200	69,864,815
Net investment income (loss)	902,937	625,631	(136,329)	(650,951)	(796,424)
Net realized and unrealized gain (loss)	23,404,029	(6,664,992)	19,581,562	3,617,098	(22,915,651)
Net income (loss)	24,306,966	(6,039,361)	19,445,233	2,966,147	(23,712,075)
Net increase (decrease) in net asset value per share	12.09	(2.76)	6.98	3.17	(10.27)

PROSHARES ULTRA SILVER

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 239,830,381	\$ 202,021,571	\$ 261,786,204	\$ 296,979,700	\$ 239,160,686
Total shareholders' equity at end of period	239,254,842	201,824,376	258,244,696	275,779,940	216,416,642
Net investment income (loss)	1,856,270	1,469,179	(409,752)	(2,179,392)	(2,507,859)
Net realized and unrealized gain (loss)	38,597,244	(52,558,544)	10,949,744	63,914,077	(88,492,326)
Net income (loss)	40,453,514	(51,089,365)	10,539,992	61,734,685	(91,000,185)
Net increase (decrease) in net asset value per share	5.31	(7.16)	0.11	6.38	(12.31)

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 562,277,336	\$ 222,583,868	\$ 394,379,433	\$ 552,972,566	\$ 560,771,363
Total shareholders' equity at end of period	527,636,003	214,304,871	394,035,141	515,758,754	547,708,740
Net investment income (loss)	95,052	(3,145,671)	(4,896,061)	(8,936,777)	(7,410,148)
Net realized and unrealized gain (loss)	(690,606,892)	455,645,412	(1,047,275,669)	(1,587,220,286)	(419,888,086)
Net income (loss)	(690,511,840)	452,499,741	(1,052,171,730)	(1,596,157,063)	(427,298,234)
Net increase (decrease) in net asset value per share	(68.79)	29.79	(817.96)	(13,172.38)	(48,688.01)

PROSHARES ULTRA YEN

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 5,595,968	\$ 5,756,235	\$ 2,901,405	\$ 5,887,949	\$ 5,483,876
Total shareholders' equity at end of period	5,580,964	5,751,716	2,864,269	5,540,957	5,473,848
Net investment income (loss)	38,514	(983)	(21,882)	(45,847)	(44,423)
Net realized and unrealized gain (loss)	(129,576)	41,854	260,916	113,155	(196,091)
Net income (loss)	(91,062)	40,871	239,034	67,308	(240,514)
Net increase (decrease) in net asset value per share	(1.70)	0.21	1.89	0.68	(1.72)

PROSHARES ULTRAPRO 3X CRUDE OIL ETF

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Total assets	\$ 73,000,005	\$ 87,728,540	\$ 11,335,483
Total shareholders' equity at end of period	70,859,329	87,667,042	11,335,483
Net investment income (loss)	730,081	(38,284)	(119,518)
Net realized and unrealized gain (loss)	99,897,682	(62,304,155)	7,436,616
Net income (loss)	100,627,763	(62,342,439)	7,317,098
Net increase (decrease) in net asset value per share	8.39	(24.70)	12.78

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Total assets	\$ 91,463,267	\$ 18,772,977	\$ 21,688,274
Total shareholders' equity at end of period	91,389,147	18,665,099	21,161,176
Net investment income (loss)	103,397	(108,691)	(110,590)
Net realized and unrealized gain (loss)	(17,779,115)	17,384,911	(10,034,783)
Net income (loss)	(17,675,718)	17,276,220	(10,145,373)
Net increase (decrease) in net asset value per share	(39.13)	7.47	(57.68)

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>	<u>Year Ended</u> <u>December 31, 2015</u>
Total assets	\$ 5,651,054	\$ 11,068,693	\$ 13,766,301	\$ 16,658,768	\$ 20,477,446
Total shareholders' equity at end of period	5,608,612	11,060,333	13,702,102	16,613,473	20,460,679
Net investment income (loss)	80,325	36,746	(46,774)	(145,652)	(209,987)
Net realized and unrealized gain (loss)	97,591	1,534,232	(2,943,227)	(1,183,820)	3,166,384
Net income (loss)	177,916	1,570,978	(2,990,001)	(1,329,472)	2,956,397
Net increase (decrease) in net asset value per share	0.79	9.63	(9.71)	(3.08)	7.08

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>	<u>Year Ended</u> <u>December 31, 2015</u>
Total assets	\$ 129,574,044	\$ 114,514,333	\$ 257,334,914	\$ 213,341,677	\$ 96,858,373
Total shareholders' equity at end of period	125,451,681	114,377,311	225,843,284	200,958,303	95,897,894
Net investment income (loss)	709,799	1,038,630	(355,651)	(1,408,964)	(2,166,211)
Net realized and unrealized gain (loss)	(45,316,202)	16,471,427	(27,449,491)	(90,265,381)	57,732,875
Net income (loss)	(44,606,403)	17,510,057	(27,805,142)	(91,674,345)	55,566,664
Net increase (decrease) in net asset value per share	(17.60)	5.48	(7.39)	(34.90)	27.61

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>	<u>Year Ended</u> <u>December 31, 2015</u>
Total assets	\$ 12,532,289	\$ 22,163,554	\$ 7,009,957	\$ 4,042,309	\$ 11,260,804
Total shareholders' equity at end of period	12,515,603	17,825,441	6,902,743	4,038,794	10,462,856
Net investment income (loss)	29,417	(4,454)	(54,451)	(122,172)	(177,124)
Net realized and unrealized gain (loss)	9,121,181	(2,213,011)	4,146,852	2,578,744	8,800,372
Net income (loss)	9,150,598	(2,217,465)	4,092,401	2,456,572	8,623,248
Net increase (decrease) in net asset value per share	16.92	(17.87)	16.38	(23.43)	18.54

PROSHARES ULTRASHORT EURO

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>	<u>Year Ended</u> <u>December 31, 2015</u>
Total assets	\$ 123,046,852	\$ 158,275,753	\$ 209,513,363	\$ 356,811,359	\$ 556,539,359
Total shareholders' equity at end of period	120,581,173	154,120,159	202,548,197	349,392,650	522,306,518
Net investment income (loss)	1,528,830	1,324,494	(396,715)	(2,764,657)	(5,000,587)
Net realized and unrealized gain (loss)	12,993,771	23,822,591	(62,222,928)	19,174,666	86,176,969
Net income (loss)	14,522,601	25,147,085	(62,619,643)	16,410,009	81,176,382
Net increase (decrease) in net asset value per share	2.53	3.06	(5.87)	1.54	3.95

PROSHARES ULTRASHORT GOLD

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total assets	\$22,262,798	\$19,105,095	\$ 33,013,345	\$ 63,709,441	\$ 75,031,735
Total shareholders' equity at end of period	21,047,560	18,098,997	31,497,410	63,653,647	74,971,764
Net investment income (loss)	186,714	171,341	(60,865)	(461,423)	(703,582)
Net realized and unrealized gain (loss)	(5,733,559)	1,796,398	(11,543,036)	(11,000,717)	16,807,446
Net income (loss)	(5,546,845)	1,967,739	(11,603,901)	(11,462,140)	16,103,864
Net increase (decrease) in net asset value per share	(20.26)	2.81	(20.86)	(24.55)	19.23

PROSHARES ULTRASHORT SILVER

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total assets	\$15,813,405	\$13,578,709	\$ 19,713,505	\$ 23,037,206	\$ 56,035,123
Total shareholders' equity at end of period	13,834,163	11,768,863	14,806,259	23,017,656	55,987,938
Net investment income (loss)	131,913	112,472	(36,600)	(255,853)	(516,464)
Net realized and unrealized gain (loss)	(4,741,974)	4,905,754	(1,980,408)	(20,928,956)	14,943,700
Net income (loss)	(4,610,061)	5,018,226	(2,017,008)	(21,184,809)	14,427,236
Net increase (decrease) in net asset value per share	(10.37)	5.42	(5.60)	(27.27)	6.77

PROSHARES ULTRASHORT YEN

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Total assets	\$38,165,164	\$59,214,608	\$134,986,033	\$277,139,658	\$261,207,696
Total shareholders' equity at end of period	38,132,320	55,363,675	131,077,453	276,781,747	237,372,900
Net investment income (loss)	555,474	607,874	(355,974)	(1,609,562)	(3,623,678)
Net realized and unrealized gain (loss)	1,240,842	(2,528,655)	(23,960,625)	8,431,035	(3,541,134)
Net income (loss)	1,796,316	(1,920,781)	(24,316,599)	6,821,473	(7,164,812)
Net increase (decrease) in net asset value per share	2.48	(1.04)	(5.31)	(7.70)	(1.39)

PROSHARES VIX MID-TERM FUTURES ETF

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 47,145,739	\$ 57,571,528	\$ 27,429,888	\$ 47,936,506	\$ 27,671,016
Total shareholders' equity at end of period	45,986,584	56,299,121	26,347,948	45,818,914	27,650,638
Net investment income (loss)	493,213	116,328	(81,807)	(294,491)	(240,600)
Net realized and unrealized gain (loss)	(12,266,525)	10,305,853	(26,246,741)	(12,029,971)	(3,939,933)
Net income (loss)	(11,773,312)	10,422,181	(26,328,548)	(12,324,462)	(4,180,533)
Net increase (decrease) in net asset value per share	(5.38)	5.36	(20.85)	(11.82)	(9.64)

PROSHARES VIX SHORT-TERM FUTURES ETF

	<u>Year Ended December 31, 2019</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>	<u>Year Ended December 31, 2015</u>
Total assets	\$ 292,836,738	\$ 155,107,403	\$ 141,228,210	\$ 174,247,783	\$ 105,350,240
Total shareholders' equity at end of period	279,792,503	149,547,115	137,741,560	174,160,146	105,272,823
Net investment income (loss)	2,153,399	366,665	(293,186)	(1,436,647)	(1,150,794)
Net realized and unrealized gain (loss)	(227,121,451)	112,056,276	(198,310,919)	(194,856,158)	(26,753,742)
Net income (loss)	(224,968,052)	112,422,941	(198,604,105)	(196,292,805)	(27,904,536)
Net increase (decrease) in net asset value per share	(26.28)	15.24	(61.52)	(179.98)	(153.80)

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

This information should be read in conjunction with the financial statements and notes to the financial statements included with this Annual Report on Form 10-K. The discussion and analysis that follows may contain statements that relate to future events or future performance. In some cases, such forward-looking statements can be identified by terminology such as “will,” “may,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “intend,” “project,” “seek” or the negative of these terms or other comparable terminology. None of the Trust, the Sponsor, the Trustee, or the Administrator assumes responsibility for the accuracy or completeness of any forward-looking statements. Except as expressly required by federal securities laws, none of the Trust, the Sponsor, the Trustee, or the Administrator is under a duty to update any of the forward-looking statements to conform such statements to actual results or to a change in expectations or predictions.

Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risk and changes in circumstances that are difficult to predict and many of which are outside of the Funds’ control. The Funds’ forward-looking statements are not guarantees of future results and conditions and important factors, risks and uncertainties in the markets for financial instruments that the Funds trade, in the markets for related physical commodities, in the legal and regulatory regimes applicable to the Sponsor, the Funds, and the Funds’ service providers, and in the broader economy may cause the Funds’ actual results to differ materially from those expressed in forward-looking statements.

Introduction

Each of the Funds generally invests in Financial Instruments (i.e., instruments whose value is derived from the value of an underlying asset, rate or index), including futures contracts, swap agreements, forward contracts and other instruments as a substitute for investing directly in commodities, currencies, or spot volatility products in order to gain exposure to its applicable underlying commodity futures index, commodity, currency exchange rate or equity volatility index. Financial Instruments also are used to produce economically “inverse,” “inverse leveraged” or “leveraged” investment results for the Geared Funds.

As further described in Item 1 in this Annual Report on Form 10-K, each “Short” Fund seeks daily investment results, before fees and expenses, that correspond to either one-half inverse (-0.5x) or the inverse (-1x) of the daily performance of its corresponding benchmark. Each “UltraShort” Fund seeks daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of its corresponding benchmark. Each “UltraPro Short” Fund seeks daily investment results, before fees and expenses, that correspond to three times the inverse (-3x) of the daily performance of its corresponding benchmark. Each “Ultra” Fund seeks daily investment results, before fees and expenses, that correspond to either one and one-half times (1.5x) or two times (2x) the daily performance of its corresponding benchmark. Each “UltraPro” Fund seeks daily investment results, before fees and expenses, that correspond to three times (3x) of the daily performance of its corresponding benchmark. Each Matching VIX Fund seeks investment results, before fees and expenses, both over a single day and over time, that match (1x) the performance of its corresponding benchmark. Daily performance is measured from the calculation of each Fund’s net asset value (“NAV”) to the Fund’s next NAV calculation.

Each Geared Fund seeks investment results for a single day only, not for any other period. This is different from most exchange-traded funds and means that the return of such Fund for a period longer than a single trading day will be the result of each day’s returns compounded over the period, which will very likely differ from -0.5x, -1x, -2x, -3x, 1.5x, 2x or 3x of the return of the benchmark to which such Fund is benchmarked for that period. In periods of higher market volatility, the volatility of the benchmark may be at least as important to a Geared Fund’s return for the period as the return of the benchmark. Geared Funds, that use leverage, are riskier than similarly benchmarked exchange-traded funds that do not use leverage. Accordingly, these Funds may not be suitable for all investors and should be used only by knowledgeable investors who understand the potential consequences of seeking daily leveraged, inverse or inverse leveraged investment results. Shareholders who invest in the Geared Funds should actively manage and monitor their investments, as frequently as daily.

The Matching VIX Fund seeks results, before fees and expenses, that match the performance of the S&P 500 VIX Short-Term Futures Index (the “Short-Term VIX Index”) or the S&P 500 VIX Mid-Term Futures Index (the “Mid-Term VIX Index”) (each a “VIX Futures Index”). Each Geared VIX Fund seeks daily investment results, before fees and expenses, that correspond to a multiple or the inverse of the daily performance of the Short-Term VIX Index. Each VIX Fund intends to obtain exposure to its benchmark by investing primarily in futures contracts (“VIX futures contracts”) based on the Chicago Board Options Exchange (“Cboe”) Volatility Index (the “VIX”).

ProShares UltraShort Bloomberg Crude Oil, ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraShort Bloomberg Natural Gas, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, and ProShares Ultra Bloomberg Natural Gas are benchmarked to Indices designed to track the performance of commodity futures contracts, as applicable. The daily performance of these Indexes and the corresponding Funds will likely be very different from the daily performance of the price of the related physical commodities.

Liquidity and Capital Resources

In order to collateralize derivatives positions in indices, commodities or currencies, a portion of the NAV of each Fund is held in cash and/or U.S. Treasury securities, agency securities, or other high credit quality short term fixed-income or similar securities (such as shares of money market funds, bank deposits, bank money market accounts, certain variable rate-demand notes and repurchase agreements collateralized by government securities, whether denominated in U.S. dollars or the applicable foreign currency with respect to a Currency Fund). A portion of these investments may be posted as collateral in connection with swap agreements, futures, and/or forward contracts. The percentage that U.S. Treasury bills and other short-term fixed-income securities bear to the shareholders' equity of each Fund varies from period to period as the market values of the underlying swaps, futures contracts and forward contracts change. During the years ended December 31, 2019, 2018 and 2017, each of the Funds earned interest income as follows:

Fund	Interest Income Year Ended December 31, 2019	Interest Income Year Ended December 31, 2018
ProShares Short Euro	\$ 314,021	\$ 123,954
ProShares Short VIX Short-Term Futures ETF	5,618,666	5,721,966
ProShares Ultra Bloomberg Crude Oil	7,627,706	7,041,517
ProShares Ultra Bloomberg Natural Gas	589,183	489,924
ProShares Ultra Euro	121,071	112,904
ProShares Ultra Gold	1,798,692	1,437,347
ProShares Ultra Silver	3,823,565	3,490,072
ProShares Ultra VIX Short-Term Futures ETF	7,903,309	3,853,146
ProShares Ultra Yen	78,463	26,930
ProShares UltraPro 3x Crude Oil ETF*	2,114,130	351,928
ProShares UltraPro 3x Short Crude Oil ETF*	562,435	190,658
ProShares UltraShort Australian Dollar	159,039	119,098
ProShares UltraShort Bloomberg Crude Oil	1,570,676	2,758,399
ProShares UltraShort Bloomberg Natural Gas	167,939	121,027
ProShares UltraShort Euro	2,822,207	3,045,321
ProShares UltraShort Gold	380,158	423,926
ProShares UltraShort Silver	279,294	309,090
ProShares UltraShort Yen	1,007,112	1,399,342
ProShares VIX Mid-Term Futures ETF	903,643	368,351
ProShares VIX Short-Term Futures ETF	4,458,270	1,594,294

Each Fund's underlying swaps, futures, forward contracts and foreign currency forward contracts, as applicable, may be subject to periods of illiquidity because of market conditions, regulatory considerations and other reasons. For example, swaps and forward contracts are not traded on an exchange, do not have uniform terms and conditions, and in general are not transferable without the consent of the counterparty. In the case of futures contracts, commodity exchanges may limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily limits." During a single day, no futures trades may be executed at prices beyond the daily limit. Once the price of a futures contract has increased or decreased by an amount equal to the daily limit, positions in such futures contracts can neither be taken nor liquidated unless the traders are willing to effect trades at or within the limit. Futures contract prices have occasionally moved to the daily limit for several consecutive days with little or no trading. Such market conditions could prevent a Fund from promptly liquidating its futures positions.

Entry into swap agreements or forward contracts may further impact liquidity because these contractual agreements are executed "off-exchange" between private parties and, therefore, the time required to offset or "unwind" these positions may be greater than that for exchange-traded instruments. This potential delay could be exacerbated to the extent a counterparty is not a United States person.

The large size of the positions in which a Fund may acquire increases the risk of illiquidity by both making their positions more difficult to liquidate and increasing the losses incurred while trying to do so. Any type of disruption or illiquidity will potentially be exacerbated due to the fact that the Funds will typically invest in Financial Investments related to one benchmark, which in many cases is highly concentrated.

Because each Fund may enter into swaps and may trade futures and forward contracts, its capital is at risk due to changes in the value of these contracts (market risk) or the inability of counterparties to perform under the terms of the contracts (credit risk).

Market Risk

Trading in derivatives contracts involves each Fund entering into contractual commitments to purchase or sell a commodity, currency or spot volatility product underlying such Fund's benchmark at a specified date and price, should it hold such derivative contract into the deliverable period. Should a Fund enter into a contractual commitment to sell a physical commodity, currency or spot volatility product, it would be required to make delivery of that commodity, currency or spot volatility product at the contract price and then repurchase the contract at prevailing market prices or settle in cash. Since the repurchase price to which the value of a commodity, currency or spot volatility product can rise is unlimited, entering into commitments to sell commodities, currencies or spot volatility products would expose a Fund to theoretically unlimited risk.

For more information, see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in this Annual Report on Form 10-K.

Credit Risk

When a Fund enters into swap agreements, futures contracts or forward contracts, the Fund is exposed to credit risk that the counterparty to the contract will not meet its obligations.

The counterparty for futures contracts traded on United States and most foreign futures exchanges as well as certain swaps is the clearing house associated with the particular exchange. In general, clearing houses are backed by their corporate members who may be required to share in the financial burden resulting from the nonperformance by one of their members and, as such, should significantly reduce this credit risk. In cases where the clearing house is not backed by the clearing members (i.e., some foreign exchanges, which may become applicable in the future), it may be backed by a consortium of banks or other financial institutions.

Certain swap and forward agreements are contracted for directly with counterparties. There can be no assurance that any counterparty, clearing member or clearing house will meet its obligations to a Fund.

Swap agreements do not generally involve the delivery of underlying assets either at the outset of a transaction or upon settlement. Accordingly, if the counterparty to an OTC swap agreement defaults, the Fund's risk of loss typically consists of the net amount of payments that the Fund is contractually entitled to receive, if any. Swap counterparty risk is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with the recovery of collateral posted in segregated tri-party accounts at the Fund's custodian bank.

Forward agreements do not involve the delivery of assets at the onset of a transaction, but may be settled physically in the underlying asset if such contracts are held to expiration, particularly in the case of currency forwards. Thus, prior to settlement, if the counterparty to a forward contract defaults, a Fund's risk of loss will generally consist of the net amount of payments that the Fund is contractually entitled to receive, if any. However, if physically settled forwards are held until expiration (presently, there is no plan to do this), at the time of settlement, a Fund may be at risk for the full notional value of the forward contracts depending on the type of settlement procedures used.

The Sponsor attempts to minimize certain of these market and credit risks by normally:

- executing and clearing trades with creditworthy counterparties, as determined by the Sponsor;
- limiting the outstanding amounts due from counterparties to the Funds;
- not posting margin directly with a counterparty;
- requiring that the counterparty posts collateral in amounts approximately equal to that owed to the Funds, as marked to market daily, subject to certain minimum thresholds;

- limiting the amount of margin or premium posted at a FCM; and
- ensuring that deliverable contracts are not held to such a date when delivery of the underlying asset could be called for.

Off-Balance Sheet Arrangements and Contractual Obligations

As of February 21, 2020, the Funds have not used, nor do they expect to use in the future, special purpose entities to facilitate off-balance sheet financing arrangements and have no loan guarantee arrangements or off-balance sheet arrangements of any kind other than agreements entered into in the normal course of business, which may include indemnification provisions related to certain risks service providers undertake in performing services which are in the best interests of the Funds. While each Fund's exposure under such indemnification provisions cannot be estimated, these general business indemnifications are not expected to have a material impact on a Fund's financial position.

Management fee payments made to the Sponsor are calculated as a fixed percentage of each Fund's NAV. As such, the Sponsor cannot anticipate the payment amounts that will be required under these arrangements for future periods as NAVs are not known until a future date. The agreement with the Sponsor may be terminated by either party upon 30 days written notice to the other party.

Critical Accounting Policies

Preparation of the financial statements and related disclosures in compliance with accounting principles generally accepted in the United States of America requires the application of appropriate accounting rules and guidance, as well as the use of estimates. The Trust's and the Funds' application of these policies involves judgments and actual results may differ from the estimates used.

Each Fund has significant exposure to Financial Instruments. The Funds hold a significant portion of their assets in swaps, futures, forward contracts or foreign currency forward contracts, all of which are recorded on a trade date basis and at fair value in the financial statements, with changes in fair value reported in the Statements of Operations.

The use of fair value to measure Financial Instruments, with related unrealized gains or losses recognized in earnings in each period, is fundamental to the Trust's and the Funds' financial statements. The fair value of a Financial Instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

For financial reporting purposes, the Funds value investments based upon the closing price in their primary markets. Accordingly, the investment valuations in these financial statements may differ from those used in the calculation of certain Funds' final creation/redemption NAV for the period ended December 31, 2019.

Short-term investments are valued at amortized cost which approximates fair value for daily NAV purposes. For financial reporting purposes, short-term investments are valued at their market price using information provided by a third-party pricing service or market quotations.

Derivatives (e.g., futures contracts, swap agreements, forward agreements and foreign currency forward contracts) are generally valued using independent sources and/or agreements with counterparties or other procedures as determined by the Sponsor. Futures contracts, except for those entered into by the Gold, Silver, Australian Dollar and Short Euro Funds, are generally valued at the last settled price on the applicable exchange on which that future trades. Futures contracts entered into by the Gold, Silver, Australian Dollar and Short Euro Funds are valued at the last sales price prior to the time at which the NAV per Share of a Fund is determined. For financial reporting purposes, all futures contracts are valued at last settled price. Futures contracts valuations are typically categorized as Level I in the fair value hierarchy. Swap agreements, forward agreements and foreign currency forward contracts valuations are typically categorized as Level II in the fair value hierarchy. The Sponsor may in its sole discretion choose to determine a fair value price as the basis for determining the market value of such position. Such fair value prices would be generally determined based on available inputs about the current value of the underlying financial instrument or commodity and would be based on principles that the Sponsor deems fair and equitable so long as such principles are consistent with normal industry standards. The Sponsor may fair value an asset of a Fund pursuant to the policies the Sponsor has adopted, which are consistent with normal industry standards. Depending on the source and relevant significance of valuation inputs, these instruments may be classified as Level II or Level III in the fair value hierarchy.

Fair value pricing may require subjective determinations about the value of an investment. While each Fund’s policy is intended to result in a calculation of the Fund’s NAV that fairly reflects investment values as of the time of pricing, the Funds cannot ensure that fair values determined by the Sponsor or persons acting at their direction would accurately reflect the price that the Fund could obtain for an investment if it were to dispose of that investment as of the time of pricing (for instance, in a forced or distressed sale).

The prices used by a Fund may differ from the value that would be realized if the investments were sold and the differences could be material to the financial statements.

The Funds disclose the fair value of their investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

Discounts on short-term securities purchased are amortized and reflected as Interest Income in the Statements of Operations.

Realized gains (losses) and changes in unrealized gain (loss) on open investments are determined on a specific identification basis and recognized in the Statements of Operations in the period in which the contract is closed or the changes occur, respectively.

Each Fund pays its respective brokerage commissions, including applicable exchange fees, NFA fees, give up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities for each Fund’s investment in U.S. Commodity Futures Trading Commission regulated investments. Brokerage commissions on futures contracts are recognized on a half-turn basis. The Sponsor is currently paying brokerage commissions in VIX futures contracts for the Matching VIX Funds that exceed variable create/redeem fees collected by more than 0.02% of the Matching VIX Fund’s average net assets annually.

Results of Operations for the Year Ended December 31, 2019 Compared to the Year Ended December 31, 2018

For discussion of 2018 results and comparison with 2017 results refer to “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

ProShares Short Euro

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 8,619,686	\$ 7,991,880
NAV end of period	\$ 2,282,195	\$ 8,619,686
Percentage change in NAV	(73.5)%	7.9%
Shares outstanding beginning of period	200,000	200,000
Shares outstanding end of period	50,000	200,000
Percentage change in shares outstanding	(75.0)%	—
Shares created	300,000	—
Shares redeemed	450,000	—
Per share NAV beginning of period	\$ 43.10	\$ 39.96
Per share NAV end of period	\$ 45.64	\$ 43.10
Percentage change in per share NAV	5.9%	7.9%
Percentage change in benchmark	(2.1)%	(4.5)%
Benchmark annualized volatility	5.1%	7.2%

During the year ended December 31, 2019, the decrease in the Fund’s NAV resulted primarily from a decrease from 200,000 outstanding Shares at December 31, 2018 to 50,000 outstanding Shares at December 31, 2019. The decrease in the Fund’s NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the inverse (-1x) of the daily performance of the spot price of the euro versus the U.S. dollar. By comparison, during the year ended December 31, 2018, the increase in the Fund’s NAV resulted from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the inverse of the daily performance of the spot price of the euro versus the U.S. dollar. There was no net change in the Fund’s outstanding Shares during the year ended December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 of the inverse of the daily performance of its benchmark. The Fund's per Share NAV increase of 5.9% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 7.9% for the year ended December 31, 2018, was primarily due to lesser appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 2.1% for the year ended December 31, 2019, as compared to the benchmark's decline of 4.5% for the year ended December 31, 2018, can be attributed to a lesser decrease in the value of the euro versus the U.S. dollar during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Net investment income (loss)	\$ 176,251	\$ 44,457
Management fee	135,292	78,253
Brokerage commissions	2,478	1,244
Net realized gain (loss)	973,665	459,984
Change in net unrealized appreciation (depreciation)	29,313	123,365
Net income (loss)	\$ 1,179,229	\$ 627,806

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to the timing of shareholder activity during the year ended December 31, 2019.

ProShares Short VIX Short-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 344,596,263	\$ 770,163,871
NAV end of period	\$ 284,437,179	\$ 344,596,263
Percentage change in NAV	(17.5)%	(55.3)%
Shares outstanding beginning of period	8,134,307	1,512,500
Shares outstanding end of period	4,334,307	8,134,307
Percentage change in shares outstanding	(46.7)%	437.8%
Shares created	1,500,000	19,000,000
Shares redeemed	5,300,000	12,378,193
Per share NAV beginning of period	\$ 42.36	\$ 509.20
Per share NAV end of period	\$ 65.62	\$ 42.36
Percentage change in per share NAV	54.9%	(91.7)%
Percentage change in benchmark	(67.8)%	68.1%
Benchmark annualized volatility	60.4%	118.0%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 8,134,307 outstanding Shares at December 31, 2018 to 4,334,307 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to one-half the inverse (-0.5x) of the daily performance of the S&P 500 VIX Short-Term Futures Index. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the inverse of the daily performance of the S&P 500 VIX Short-Term Futures Index prior to close of business on February 27, 2018, and one-half the inverse of the daily performance of the S&P 500 VIX Short-Term Futures Index, effective as of the close of business, February 27, 2018, through the end of the reporting period. The decrease in the Fund's NAV was offset by an increase from 1,512,500 outstanding Shares to 8,134,307 outstanding Shares during the year ended at December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 of the inverse of the daily performance of its benchmark prior to close of business on February 27, 2018, and to 0.5x of the inverse of the daily performance of its benchmark as of the close of business, February 27, 2018, through the end of the reporting period. The Fund's per Share NAV increase of 54.9% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 91.7% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 67.8% for the year ended December 31, 2019, as compared to the benchmark's rise of 68.1% for the year ended December 31, 2018, can be attributed to a decrease in the value of futures prices during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 1,162,163	\$ (2,209,355)
Management fee	3,333,950	5,617,477
Brokerage commissions	723,282	2,162,086
Non-recurring fees and expenses	398,550	—
Net realized gain (loss)	125,641,839	(1,885,823,832)
Change in net unrealized appreciation (depreciation)	24,733,759	(31,465,785)
Net income (loss)	\$ 151,537,761	\$(1,919,498,972)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, due to a decrease in the value of the futures prices during the year ended December 31, 2019.

ProShares Ultra Bloomberg Crude Oil

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 368,399,654	\$ 524,445,526
NAV end of period	\$ 309,844,582	\$ 368,399,654
Percentage change in NAV	(15.9)%	(29.8)%
Shares outstanding beginning of period	28,211,317	22,161,317
Shares outstanding end of period	15,211,317	28,211,317
Percentage change in shares outstanding	(46.1)%	27.3%
Shares created	34,050,000	24,600,000
Shares redeemed	47,050,000	18,550,000
Per share NAV beginning of period	\$ 13.06	\$ 23.66
Per share NAV end of period	\$ 20.37	\$ 13.06
Percentage change in per share NAV	56.0%	(44.8)%
Percentage change in benchmark	34.4%	(20.5)%
Benchmark annualized volatility	33.7%	31.1%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 28,211,317 outstanding Shares at December 31, 2018 to 15,211,317 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the Bloomberg WTI Crude Oil SubindexSM. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of the Bloomberg WTI Crude Oil SubindexSM. The decrease in the Fund's NAV was offset by an increase from 22,161,317 outstanding Shares to 28,211,317 outstanding Shares during the year ended December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark. The Fund's per Share NAV increase of 56.0% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 44.8% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's rise of 34.4% for the year ended December 31, 2019, as compared to the benchmark's decline of 20.5% for the year ended December 31, 2018, can be attributed to an increase in the value of WTI Crude Oil during the year ended at December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 3,864,584	\$ 3,022,808
Management fee	3,612,580	3,918,014
Brokerage commissions	150,542	100,695
Net realized gain (loss)	144,188,809	21,754,687
Change in net unrealized appreciation (depreciation)	109,396,338	(160,959,424)
Net income (loss)	\$ 257,449,731	\$ (136,181,929)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, due to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

ProShares Ultra Bloomberg Natural Gas

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 14,617,440	\$ 63,268,950
NAV end of period	\$ 45,160,205	\$ 14,617,440
Percentage change in NAV	208.9%	(76.9)%
Shares outstanding beginning of period	578,150	1,938,434
Shares outstanding end of period	5,378,150	578,150
Percentage change in shares outstanding	830.2%	(70.2)%
Shares created	8,250,000	1,600,000
Shares redeemed	3,450,000	2,960,284
Per share NAV beginning of period	\$ 25.28	\$ 32.64
Per share NAV end of period	\$ 8.40	\$ 25.28
Percentage change in per share NAV	(66.8)%	(22.5)%
Percentage change in benchmark	(37.2)%	(0.1)%
Benchmark annualized volatility	36.1%	45.8%

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 578,150 outstanding Shares at December 31, 2018 to 5,378,150 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the Bloomberg Natural Gas SubindexSM. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 1,938,434 outstanding Shares to 578,150 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of the Bloomberg Natural Gas SubindexSM.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark. The Fund's per Share NAV decrease of 66.8% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 22.5% for the year ended December 31, 2018, was primarily due to greater depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 37.2% for the year ended December 31, 2019, as compared to the benchmark's decline of 0.1% for the year ended December 31, 2018, can be attributed to a greater decrease in the value of Henry Hub Natural Gas during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 162,388	\$ 96,319
Management fee	297,043	305,706
Brokerage commissions	129,752	87,899
Net realized gain (loss)	(32,380,218)	21,092,833
Change in net unrealized appreciation (depreciation)	7,672,614	(17,547,032)
Net income (loss)	\$ (24,545,216)	\$ 3,642,120

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a greater decrease in the value of the Henry Hub Natural Gas during the year ended December 31, 2019.

ProShares Ultra Euro

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 7,544,569	\$ 9,591,516
NAV end of period	\$ 6,204,424	\$ 7,544,569
Percentage change in NAV	(17.8)%	(21.3)%
Shares outstanding beginning of period	500,000	550,000
Shares outstanding end of period	450,000	500,000
Percentage change in shares outstanding	(10.0)%	(9.1)%
Shares created	100,000	150,000
Shares redeemed	150,000	200,000
Per share NAV beginning of period	\$ 15.09	\$ 17.44
Per share NAV end of period	\$ 13.79	\$ 15.09
Percentage change in per share NAV	(8.6)%	(13.5)%
Percentage change in benchmark	(2.1)%	(4.5)%
Benchmark annualized volatility	5.1%	7.2%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 500,000 outstanding Shares at December 31, 2018 to 450,000 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV also resulted in part from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the spot price of the euro versus the U.S. dollar. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of the spot price of the euro versus the U.S. dollar. The decrease in the Fund's NAV also resulted in part from a decrease from 550,000 outstanding Shares to 500,000 outstanding Shares during the year December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark. The Fund's per Share NAV decrease of 8.6% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 13.5% for the year ended December 31, 2018, was primarily due to lesser depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 2.1% for the year ended December 31, 2019, as compared to the benchmark's decline of 4.5% for the year ended December 31, 2018, can be attributed to a lesser decrease in the value of the euro versus the U.S. dollar during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Net investment income (loss)	\$ 58,528	\$ 30,823
Management fee	62,543	82,081
Net realized gain (loss)	(722,691)	(1,063,816)
Change in net unrealized appreciation (depreciation)	52,274	(205,861)
Net income (loss)	\$ (611,889)	\$ (1,238,854)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a lesser decrease in the value of the euro versus the U.S. dollar during the year ended December 31, 2019.

ProShares Ultra Gold

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 83,523,294	\$ 93,708,748
NAV end of period	\$ 110,726,032	\$ 83,523,294
Percentage change in NAV	32.6%	(10.9)%
Shares outstanding beginning of period	2,250,000	2,350,000
Shares outstanding end of period	2,250,000	2,250,000
Percentage change in shares outstanding	—	(4.3)%
Shares created	900,000	550,000
Shares redeemed	900,000	650,000
Per share NAV beginning of period	\$ 37.12	\$ 39.88
Per share NAV end of period	\$ 49.21	\$ 37.12
Percentage change in per share NAV	32.6%	(6.9)%
Percentage change in benchmark	18.0%	(0.9)%
Benchmark annualized volatility	11.5%	9.0%

On December 20, 2018, the Trust announced that the ProShares Ultra Gold Fund would change its benchmark. The ProShares Ultra Gold Fund struck its NAV using its new benchmark for the first time on January 7, 2019. The new benchmark for the ProShares Ultra Gold Fund is the Bloomberg Gold Subindex (ticker: BCOMGC). Prior to January 7, 2019, the benchmark for the ProShares Ultra Gold Fund was the LBMA Gold Price PM.

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the Bloomberg Gold SubindexSM. There was no net change in the Fund's outstanding Shares from December 31, 2018 to December 31, 2019. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of gold bullion as measured by the U.S. dollar p.m. LBMA Gold Price. The decrease in the Fund's NAV also resulted in part from a decrease from 2,350,000 outstanding Shares to 2,250,000 outstanding Shares during the year ended at December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark. The Fund's per Share NAV increase of 32.6% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 6.9% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The new benchmark's rise of 18.0% for the year ended December 31, 2019, as compared to the former LBMA Gold Price benchmark's decline of 0.9% for the year ended December 31, 2018, can be attributed to an increase in the value of gold futures contracts during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 902,937	\$ 625,631
Management fee	884,410	811,581
Brokerage commissions	11,345	135
Net realized gain (loss)	19,588,339	(7,345,178)
Change in net unrealized appreciation (depreciation)	3,815,690	680,186
Net income (loss)	\$ 24,306,966	\$ (6,039,361)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of futures prices during the year ended December 31, 2019.

ProShares Ultra Silver

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 201,824,376	\$ 258,244,696
NAV end of period	\$ 239,254,842	\$ 201,824,376
Percentage change in NAV	18.5%	(21.8)%
Shares outstanding beginning of period	7,646,526	7,696,526
Shares outstanding end of period	7,546,526	7,646,526
Percentage change in shares outstanding	(1.3)%	(0.6)%
Shares created	2,300,000	2,100,000
Shares redeemed	2,400,000	2,150,000
Per share NAV beginning of period	\$ 26.39	\$ 33.55
Per share NAV end of period	\$ 31.70	\$ 26.39
Percentage change in per share NAV	20.1%	(21.3)%
Percentage change in benchmark	13.9%	(8.3)%
Benchmark annualized volatility	19.6%	13.8%

On December 20, 2018, the Trust announced that the ProShares Ultra Silver Fund would change its benchmark. The ProShares Ultra Silver Fund struck its NAV using its new benchmark for the first time on January 7, 2019. The new benchmark for the ProShares Ultra Silver Fund is the Bloomberg Silver Subindex (ticker: BCOMSI). Prior to January 7, 2019, the benchmark for the ProShares Ultra Silver Fund was the London Silver Price.

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the Bloomberg Silver SubindexSM. The increase in the Fund's NAV was offset by a decrease from 7,646,526 outstanding Shares at December 31, 2018 to 7,546,526 outstanding Shares at December 31, 2019. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of the silver bullion as measured by the London Silver Price. The decrease in the Fund's NAV also resulted in part from a decrease from 7,696,526 outstanding Shares to 7,646,526 outstanding Shares during the year ended at December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark. The Fund's per Share NAV increase of 20.1% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 21.3% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The new benchmark's rise of 13.9% for the year ended December 31, 2019, as compared to the former London Silver Price benchmark's decline of 8.3% for the year ended December 31, 2018, can be attributed to an increase in the value of silver futures contracts during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 1,856,270	\$ 1,469,179
Management fee	1,928,478	2,020,586
Brokerage commissions	38,814	307
Net realized gain (loss)	34,374,143	(57,489,729)
Change in net unrealized appreciation (depreciation)	4,223,101	4,931,185
Net income (loss)	\$ 40,453,514	\$ (51,089,365)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of futures prices during the year ended December 31, 2019.

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 214,304,871	\$ 394,035,141
NAV end of period	\$ 527,636,003	\$ 214,304,871
Percentage change in NAV	146.2%	(45.6)%
Shares outstanding beginning of period	2,630,912	7,625,448
Shares outstanding end of period	41,630,912	2,630,912
Percentage change in shares outstanding	1,482.4%	(65.5)%
Shares created	83,750,000	38,280,000
Shares redeemed	44,750,000	43,274,536
Per share NAV beginning of period	\$ 81.46	\$ 51.67
Per share NAV end of period	\$ 12.67	\$ 81.46
Percentage change in per share NAV	(84.4)%	57.7%
Percentage change in benchmark	(67.8)%	68.1%
Benchmark annualized volatility	60.4%	118.0%

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 2,630,912 outstanding Shares at December 31, 2018 to 41,630,912 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to one and one-half times (1.5x) the daily performance of the S&P 500 VIX Short-Term Futures Index. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 7,625,448 outstanding Shares to 2,630,912 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of the S&P 500 VIX Short-Term Futures Index prior to close of business on February 27, 2018, and 1.5x the daily performance of the S&P 500 VIX Short-Term Futures Index, effective as of the close of business, February 27, 2018, through the end of the reporting period.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark prior to close of business on February 27, 2018, and 1.5x the daily performance of its benchmark as of the close of business, February 27, 2018, through the end of the reporting period. The Fund's per Share NAV increase of 57.7% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 57.7% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 67.8% for the year ended December 31, 2019, as compared to the benchmark's rise of 68.1% for the year ended December 31, 2018, can be attributed to a decrease in the value of futures prices during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 95,052	\$ (3,145,671)
Management fee	4,819,171	3,966,185
Brokerage commissions	2,936,813	3,032,632
Non-recurring fees and expenses	27,508	—
Net realized gain (loss)	(612,840,041)	389,993,011
Change in net unrealized appreciation (depreciation)	(77,766,851)	65,652,401
Net income (loss)	\$ (690,511,840)	\$ 452,499,741

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a decrease in the value of the futures prices during the year ended December 31, 2019.

ProShares Ultra Yen

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 5,751,716	\$ 2,864,269
NAV end of period	\$ 5,580,964	\$ 5,751,716
Percentage change in NAV	(3.0)%	100.8%
Shares outstanding beginning of period	99,970	49,970
Shares outstanding end of period	99,970	99,970
Percentage change in shares outstanding	—	100.1%
Shares created	200,000	50,000
Shares redeemed	200,000	—
Per share NAV beginning of period	\$ 57.53	\$ 57.32
Per share NAV end of period	\$ 55.83	\$ 57.53
Percentage change in per share NAV	(3.0)%	0.4%
Percentage change in benchmark	0.9%	2.8%
Benchmark annualized volatility	5.7%	6.6%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the spot price of the Japanese yen versus the U.S. dollar. There was no net change in the Fund's outstanding Shares from December 31, 2018 to December 31, 2019. By comparison, during the year ended December 31, 2018, the increase in the Fund's NAV resulted primarily from an increase from 49,970 outstanding Shares to 99,970 outstanding Shares at December 31, 2018. The increase in the Fund's NAV also resulted in part from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the daily performance of the spot price of the Japanese yen versus the U.S. dollar.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the daily performance of its benchmark. The Fund's per Share NAV decrease of 3.0% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 0.4% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's rise of 0.9% for the year ended December 31, 2019, as compared to the benchmark's rise of 2.8% for the year ended December 31, 2018, can be attributed to a lesser increase in the value of the Japanese yen versus the U.S. dollar during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Net investment income (loss)	\$ 38,514	\$ (983)
Management fee	39,949	27,913
Net realized gain (loss)	57,990	(170,364)
Change in net unrealized appreciation (depreciation)	(187,566)	212,218
Net income (loss)	\$ (91,062)	\$ 40,871

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a lesser increase in the value of the Japanese yen versus the U.S. dollar during the year ended December 31, 2019.

ProShares UltraPro 3x Crude Oil ETF

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 87,667,042	\$ 11,335,483
NAV end of period	\$ 70,859,329	\$ 87,667,042
Percentage change in NAV	(19.2)%	673.4%
Shares outstanding beginning of period	6,700,000	300,008
Shares outstanding end of period	3,300,000	6,700,000
Percentage change in shares outstanding	(50.7)%	2,133.3%
Shares created	15,150,000	7,250,000
Shares redeemed	18,550,000	850,008
Per share NAV beginning of period	\$ 13.08	\$ 37.78
Per share NAV end of period	\$ 21.47	\$ 13.08
Percentage change in per share NAV	64.1%	(65.4)%
Percentage change in benchmark	34.4%	(20.5)%
Benchmark annualized volatility	33.7%	31.1%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 6,700,000 outstanding Shares at December 31, 2018 to 3,300,000 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to three times (3x) the daily performance of the Bloomberg WTI Crude Oil SubindexSM. By comparison, during the year ended December 31, 2018, the increase in the Fund's NAV resulted primarily from an increase from 300,008 outstanding Shares to 6,700,000 outstanding Shares at December 31, 2018. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 3x of the daily performance of the Bloomberg WTI Crude Oil SubindexSM.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 3x of the daily performance of its benchmark. The Fund's per Share NAV increase of 64.1% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 65.4% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's rise of 34.4% for the year ended December 31, 2019, as compared to the benchmark's decline of 20.5% for the year ended December 31, 2018, can be attributed to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 730,081	\$ (38,284)
Management fee	1,049,564	277,762
Brokerage commissions	334,485	86,561
Offering costs	—	52,846
Limitation by Sponsor	—	(26,957)
Net realized gain (loss)	69,178,251	(37,435,672)
Change in net unrealized appreciation (depreciation)	30,719,431	(24,868,483)
Net income (loss)	\$ 100,627,763	\$ (62,342,439)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

ProShares UltraPro 3x Short Crude Oil ETF

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 18,665,099	\$ 21,161,176
NAV end of period	\$ 91,389,147	\$ 18,665,099
Percentage change in NAV	389.6%	(11.8)%
Shares outstanding beginning of period	374,906	500,002
Shares outstanding end of period	8,574,906	374,906
Percentage change in shares outstanding	2,187.2%	(25.0)%
Shares created	20,600,000	2,637,500
Shares redeemed	12,400,000	2,762,596
Per share NAV beginning of period	\$ 49.79	\$ 42.32
Per share NAV end of period	\$ 10.66	\$ 49.79
Percentage change in per share NAV	(78.6)%	17.7%
Percentage change in benchmark	34.4%	(20.5)%
Benchmark annualized volatility	33.7%	31.1%

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 374,906 outstanding Shares at December 31, 2018 to 8,574,906 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to three times the inverse (-3x) of the daily performance of the Bloomberg WTI Crude Oil SubindexSM. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 500,002 outstanding Shares to 374,906 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 3x of the inverse of the daily performance of the Bloomberg WTI Crude Oil SubindexSM.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 3x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV decrease of 78.6% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 17.7% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's rise of 34.4% for the year ended December 31, 2019, as compared to the benchmark's decline of 20.5% for the year ended December 31, 2018, can be attributed to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 103,397	\$ (108,691)
Management fee	312,430	176,390
Brokerage commissions	146,608	70,338
Offering costs	—	52,797
Limitation by Sponsor	—	(176)
Net realized gain (loss)	(2,404,520)	7,377,281
Change in net unrealized appreciation (depreciation)	(15,374,595)	10,007,630
Net income (loss)	\$ (17,675,718)	\$ 17,276,220

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

ProShares UltraShort Australian Dollar

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 11,060,333	\$ 13,702,102
NAV end of period	\$ 5,608,612	\$ 11,060,333
Percentage change in NAV	(49.3)%	(19.3)%
Shares outstanding beginning of period	200,000	300,000
Shares outstanding end of period	100,000	200,000
Percentage change in shares outstanding	(50.0)%	(33.3)%
Shares created	50,000	100,000
Shares redeemed	150,000	200,000
Per share NAV beginning of period	\$ 55.30	\$ 45.67
Per share NAV end of period	\$ 56.09	\$ 55.30
Percentage change in per share NAV	1.4%	21.1%
Percentage change in benchmark	(0.4)%	(9.7)%
Benchmark annualized volatility	6.9%	8.7%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 200,000 outstanding Shares at December 31, 2018 to 100,000 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV was partially offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the spot price of the Australian dollar versus the U.S. dollar. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 300,000 outstanding Shares to 200,000 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of the spot price of the Australian dollar versus the U.S. dollar.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x the inverse of the daily performance of its benchmark. The Fund's per Share NAV increase of 1.4% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 21.1% for the year ended December 31, 2018, was primarily due to lesser appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 0.4% for the year ended December 31, 2019, as compared to the benchmark's decline of 9.7% for the year ended December 31, 2018, can be attributed to a lesser decrease in the value of the Australian dollar versus the U.S. dollar during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 80,325	\$ 36,746
Management fee	72,858	75,944
Brokerage commissions	5,856	6,408
Net realized gain (loss)	833,199	128,204
Change in net unrealized appreciation (depreciation)	(735,608)	1,406,028
Net income (loss)	\$ 177,916	\$ 1,570,978

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a lesser decrease in the value of the Australian dollar versus the U.S. dollar during the year ended December 31, 2019.

ProShares UltraShort Bloomberg Crude Oil

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 114,377,311	\$ 225,843,284
NAV end of period	\$ 125,451,681	\$ 114,377,311
Percentage change in NAV	9.7%	(49.4)%
Shares outstanding beginning of period	3,839,884	9,289,884
Shares outstanding end of period	10,289,884	3,839,884
Percentage change in shares outstanding	168.0%	(58.7)%
Shares created	25,950,000	13,300,000
Shares redeemed	19,500,000	18,750,000
Per share NAV beginning of period	\$ 29.79	\$ 24.31
Per share NAV end of period	\$ 12.19	\$ 29.79
Percentage change in per share NAV	(59.1)%	22.5%
Percentage change in benchmark	34.4%	(20.5)%
Benchmark annualized volatility	33.7%	31.1%

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 3,839,884 outstanding Shares at December 31, 2018 to 10,289,884 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the Bloomberg WTI Crude Oil SubindexSM. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 9,289,884 outstanding Shares to 3,839,884 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of the Bloomberg WTI Crude Oil SubindexSM.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV decrease of 59.1% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 22.5% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's rise of 34.4% for the year ended December 31, 2019, as compared to the benchmark's decline of 20.5% for the year ended December 31, 2018, can be attributed to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Net investment income (loss)	\$ 709,799	\$ 1,038,630
Management fee	769,401	1,663,576
Brokerage commissions	91,476	56,193
Net realized gain (loss)	(14,247,456)	(42,039,983)
Change in net unrealized appreciation (depreciation)	(31,068,746)	58,511,410
Net income (loss)	\$ (44,606,403)	\$ 17,510,057

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of WTI Crude Oil during the year ended December 31, 2019.

ProShares UltraShort Bloomberg Natural Gas

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 17,825,441	\$ 6,902,743
NAV end of period	\$ 12,515,603	\$ 17,825,441
Percentage change in NAV	(29.8)%	158.2%
Shares outstanding beginning of period	824,832	174,832
Shares outstanding end of period	324,832	824,832
Percentage change in shares outstanding	(60.6)%	371.8%
Shares created	1,200,000	2,500,000
Shares redeemed	1,700,000	1,850,000
Per share NAV beginning of period	\$ 21.61	\$ 39.48
Per share NAV end of period	\$ 38.53	\$ 21.61
Percentage change in per share NAV	78.3%	(45.3)%
Percentage change in benchmark	(37.2)%	(0.1)%
Benchmark annualized volatility	36.1%	45.8%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 824,832 outstanding Shares at December 31, 2018 to 324,832 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the Bloomberg Natural Gas SubindexSM. By comparison, during the year ended December 31, 2018, the increase in the Fund's NAV resulted primarily from an increase from 174,832 outstanding Shares to 824,832 outstanding Shares at December 31, 2018. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of the Bloomberg Natural Gas SubindexSM.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV increase of 78.3% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 45.3% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 37.2% for the year ended December 31, 2019, as compared to the benchmark's decline of 0.1% for the year ended December 31, 2018, can be attributed to a greater decrease in the value of Henry Hub Natural Gas during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 29,417	\$ (4,454)
Management fee	83,978	84,418
Brokerage commissions	54,544	41,063
Net realized gain (loss)	19,286,567	(14,147,964)
Change in net unrealized appreciation (depreciation)	(10,165,386)	11,934,953
Net income (loss)	\$ 9,150,598	\$ (2,217,465)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a greater decrease in the value of the Henry Hub Natural Gas during the year ended December 31, 2019.

ProShares UltraShort Euro

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 154,120,159	\$ 202,548,197
NAV end of period	\$ 120,581,173	\$ 154,120,159
Percentage change in NAV	(21.8)%	(23.9)%
Shares outstanding beginning of period	6,350,000	9,550,000
Shares outstanding end of period	4,500,000	6,350,000
Percentage change in shares outstanding	(29.1)%	(33.5)%
Shares created	1,050,000	1,700,000
Shares redeemed	2,900,000	4,900,000
Per share NAV beginning of period	\$ 24.27	\$ 21.21
Per share NAV end of period	\$ 26.80	\$ 24.27
Percentage change in per share NAV	10.4%	14.4%
Percentage change in benchmark	(2.1)%	(4.5)%
Benchmark annualized volatility	5.1%	7.2%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 6,350,000 outstanding Shares at December 31, 2018 to 4,500,000 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the spot price of the euro versus the U.S. dollar. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 9,550,000 outstanding Shares to 6,350,000 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of the spot price of the euro versus the U.S. dollar.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV increase of 10.4% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 14.4% for the year ended December 31, 2018, was primarily due to lesser appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 2.1% for the year ended December 31, 2019, as compared to the benchmark's decline of 4.5% for the year ended December 31, 2018, can be attributed to a lesser decrease in the value of the euro versus the U.S. dollar during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 1,528,830	\$ 1,324,494
Management fee	1,293,377	1,720,827
Net realized gain (loss)	13,747,208	18,953,236
Change in net unrealized appreciation (depreciation)	(753,437)	4,869,355
Net income (loss)	\$ 14,522,601	\$ 25,147,085

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a lesser decrease in the value of the euro versus the U.S. dollar during the year ended December 31, 2019.

ProShares UltraShort Gold

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 18,098,997	\$ 31,497,410
NAV end of period	\$ 21,047,560	\$ 18,098,997
Percentage change in NAV	16.3%	(42.5)%
Shares outstanding beginning of period	246,978	446,978
Shares outstanding end of period	396,977	246,978
Percentage change in shares outstanding	60.7%	(44.7)%
Shares created	600,000	250,000
Shares redeemed	450,001	450,000
Per share NAV beginning of period	\$ 73.28	\$ 70.47
Per share NAV end of period	\$ 53.02	\$ 73.28
Percentage change in per share NAV	(27.6)%	4.0%
Percentage change in benchmark	18.0%	(0.9)%
Benchmark annualized volatility	11.5%	9.0%

On December 20, 2018, the Trust announced that the ProShares UltraShort Gold Fund would change its benchmark. The ProShares UltraShort Gold Fund struck its NAV using its new benchmark for the first time on January 7, 2019. The new benchmark for the ProShares UltraShort Gold Fund is the Bloomberg Gold Subindex (ticker: BCOMGC). Prior to January 7, 2019, the benchmark for the ProShares UltraShort Gold Fund was the LBMA Gold Price PM.

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 246,978 outstanding Shares at December 31, 2018 to 396,977 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the Bloomberg Gold SubindexSM. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 446,978 outstanding Shares to 246,977 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of gold bullion as measured by the U.S. dollar p.m. LBMA Gold Price.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV decrease of 27.6% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 4.0% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The new benchmark's rise of 18.0% for the year ended December 31, 2019, as compared to the former LBMA Gold Price benchmark's decline of 0.9% for the year ended December 31, 2018, can be attributed to an increase in the value of gold futures contracts during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Net investment income (loss)	\$ 186,714	\$ 171,341
Management fee	188,089	252,524
Brokerage commissions	5,355	61
Net realized gain (loss)	(5,192,568)	1,323,731
Change in net unrealized appreciation (depreciation)	(540,991)	472,667
Net income (loss)	\$ (5,546,845)	\$ 1,967,739

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of the futures prices during the year ended December 31, 2019.

ProShares UltraShort Silver

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 11,768,863	\$ 14,806,259
NAV end of period	\$ 13,834,163	\$ 11,768,863
Percentage change in NAV	17.5%	(20.5)%
Shares outstanding beginning of period	316,976	466,976
Shares outstanding end of period	516,976	316,976
Percentage change in shares outstanding	63.1%	(32.1)%
Shares created	1,000,000	800,000
Shares redeemed	800,000	950,000
Per share NAV beginning of period	\$ 37.13	\$ 31.71
Per share NAV end of period	\$ 26.76	\$ 37.13
Percentage change in per share NAV	(27.9)%	17.1%
Percentage change in benchmark	13.9%	(8.3)%
Benchmark annualized volatility	19.6%	13.8%

On December 20, 2018, the Trust announced that the ProShares UltraShort Silver Fund would change its benchmark. The ProShares UltraShort Silver Fund struck its NAV using its new benchmark for the first time on January 7, 2019. The new benchmark for the ProShares UltraShort Silver Fund is the Bloomberg Silver Subindex (ticker: BCOMSI). Prior to January 7, 2019, the benchmark for the ProShares UltraShort Silver Fund was the London Silver Price.

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 316,976 outstanding Shares at December 31, 2018 to 516,976 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the Bloomberg Silver SubindexSM. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 466,976 outstanding Shares to 316,976 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of silver bullion as measured by the London Silver Price.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV decrease of 27.9% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 17.1% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The new benchmark's rise of 13.9% for the year ended December 31, 2019, as compared to the former London Silver Price benchmark's decline of 8.3% for the year ended December 31, 2018, can be attributed to an increase in the value of silver futures contracts during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 131,913	\$ 112,472
Management fee	139,668	196,546
Brokerage commissions	7,713	72
Net realized gain (loss)	(4,544,543)	5,022,945
Change in net unrealized appreciation (depreciation)	(197,432)	(117,191)
Net income (loss)	\$ (4,610,062)	\$ 5,018,226

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to an increase in the value of the spot silver in U.S. dollar terms during the year ended December 31, 2019.

ProShares UltraShort Yen

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 55,363,675	\$ 131,077,453
NAV end of period	\$ 38,132,320	\$ 55,363,675
Percentage change in NAV	(31.1)%	(57.8)%
Shares outstanding beginning of period	749,290	1,749,290
Shares outstanding end of period	499,290	749,290
Percentage change in shares outstanding	(33.4)%	(57.2)%
Shares created	450,000	100,000
Shares redeemed	700,000	1,100,000
Per share NAV beginning of period	\$ 73.89	\$ 74.93
Per share NAV end of period	\$ 76.37	\$ 73.89
Percentage change in per share NAV	3.4%	(1.4)%
Percentage change in benchmark	0.9%	2.8%
Benchmark annualized volatility	5.7%	6.6%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from a decrease from 749,290 outstanding Shares at December 31, 2018 to 499,290 outstanding Shares at December 31, 2019. The decrease in the Fund's NAV also resulted in part from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the spot price of the Japanese yen versus the U.S. dollar. By comparison, during the year ended December 31, 2018, the decrease in the Fund's NAV resulted primarily from a decrease from 1,749,290 outstanding Shares to 749,290 outstanding Shares at December 31, 2018. The decrease in the Fund's NAV also resulted in part from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to 2x of the inverse of the daily performance of the spot price of the Japanese yen versus the U.S. dollar.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to 2x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV increase of 3.4% for the year ended December 31, 2019, as compared to the Fund's per Share NAV decrease of 1.4% for the year ended December 31, 2018, was primarily due to appreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's rise of 0.9% for the year ended December 31, 2019, as compared to the benchmark's rise of 2.8% for the year ended December 31, 2018, can be attributed to a lesser increase in the value of the Japanese yen versus the U.S. dollar during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Net investment income (loss)	\$ 555,474	\$ 607,874
Management fee	451,638	791,468
Net realized gain (loss)	(1,979,679)	2,111,630
Change in net unrealized appreciation (depreciation)	3,220,521	(4,640,285)
Net income (loss)	\$ 1,796,316	\$ (1,920,781)

The Fund's net income increased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a lesser increase in the value of the Japanese yen versus the U.S. dollar during the year ended December 31, 2019.

ProShares VIX Mid-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
NAV beginning of period	\$ 56,299,121	\$ 26,347,948
NAV end of period	\$ 45,986,584	\$ 56,299,121
Percentage change in NAV	(18.3)%	113.7%
Shares outstanding beginning of period	2,112,403	1,237,403
Shares outstanding end of period	2,162,403	2,112,403
Percentage change in shares outstanding	2.4%	70.7%
Shares created	1,400,000	2,325,000
Shares redeemed	1,350,000	1,450,000
Per share NAV beginning of period	\$ 26.65	\$ 21.29
Per share NAV end of period	\$ 21.27	\$ 26.65
Percentage change in per share NAV	(20.2)%	25.2%
Percentage change in benchmark	(19.3)%	27.2%
Benchmark annualized volatility	25.3%	39.8%

During the year ended December 31, 2019, the decrease in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the daily performance of the S&P 500 VIX Mid-Term Futures Index. The decrease in the Fund's NAV was offset by an increase from 2,112,403 outstanding Shares at December 31, 2018 to 2,162,403 outstanding Shares at December 31, 2019. By comparison, during the year ended December 31, 2018, the increase in the Fund's NAV resulted primarily from an increase from 1,237,403 outstanding Shares to 2,112,403 outstanding Shares at December 31, 2018. The increase in the Fund's NAV also resulted in part from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the daily performance of the S&P 500 VIX Mid-Term Futures Index.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to the daily performance of its benchmark. The Fund's per Share NAV decrease of 20.2% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 25.2% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 19.3% for the year ended December 31, 2019, as compared to the benchmark's rise of 27.2% for the year ended December 31, 2018, can be attributed to a decrease in the value of the futures prices during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 493,213	\$ 116,328
Management fee	380,474	221,717
Brokerage commissions	29,956	30,306
Net realized gain (loss)	(6,228,644)	4,332,654
Change in net unrealized appreciation (depreciation)	(6,037,881)	5,973,199
Net income (loss)	\$ (11,773,312)	\$ 10,422,181

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a decrease in the value of the futures prices during the year ended December 31, 2019.

ProShares VIX Short-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
NAV beginning of period	\$ 149,547,115	\$ 137,741,560
NAV end of period	\$ 279,792,503	\$ 149,547,115
Percentage change in NAV	87.1%	8.6%
Shares outstanding beginning of period	3,876,317	5,901,317
Shares outstanding end of period	22,751,317	3,876,317
Percentage change in shares outstanding	486.9%	(34.3)%
Shares created	30,800,000	8,275,000
Shares redeemed	11,925,000	10,300,000
Per share NAV beginning of period	\$ 38.58	\$ 23.34
Per share NAV end of period	\$ 12.30	\$ 38.58
Percentage change in per share NAV	(68.1)%	65.3%
Percentage change in benchmark	(67.8)%	68.1%
Benchmark annualized volatility	60.4%	118.0%

During the year ended December 31, 2019, the increase in the Fund's NAV resulted primarily from an increase from 3,876,317 outstanding Shares at December 31, 2018 to 22,751,317 outstanding Shares at December 31, 2019. The increase in the Fund's NAV was offset by the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the daily performance of the S&P 500 VIX Short-Term Futures Index. By comparison, during the year ended December 31, 2018, the increase in the Fund's NAV resulted primarily from the cumulative effect of the Fund seeking daily investment results, before fees and expenses, that correspond to the daily performance of the S&P 500 VIX Short-Term Futures Index. The increase in the Fund's NAV was offset by a decrease from 5,901,317 outstanding Shares to 3,876,317 outstanding Shares at December 31, 2018.

For the years ended December 31, 2019 and 2018, the Fund's daily performance had a statistical correlation over 0.99 to the daily performance of its benchmark. The Fund's per Share NAV decrease of 68.1% for the year ended December 31, 2019, as compared to the Fund's per Share NAV increase of 65.3% for the year ended December 31, 2018, was primarily due to depreciation in the value of the assets held by the Fund during the year ended December 31, 2019.

The benchmark's decline of 67.8% for the year ended December 31, 2019, as compared to the benchmark's rise of 68.1% for the year ended December 31, 2018, can be attributed to a decrease in the value of the futures prices during the year ended December 31, 2019.

Net Income/Loss

The following table provides summary income information for the Fund for the years ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net investment income (loss)	\$ 2,153,399	\$ 366,665
Management fee	2,038,850	1,046,876
Brokerage commissions	253,057	176,459
Net realized gain (loss)	(194,350,788)	89,901,119
Change in net unrealized appreciation (depreciation)	(32,770,663)	22,155,157
Net income (loss)	\$ (224,968,052)	\$ 112,422,941

The Fund's net income decreased for the year ended December 31, 2019 as compared to the year ended December 31, 2018, primarily due to a decrease in the value of the futures prices during the year ended December 31, 2019.

ALL REFERENCES TO LBMA GOLD PRICE PM ARE USED WITH THE PERMISSION OF ICE BENCHMARK ADMINISTRATION LIMITED AND HAVE BEEN PROVIDED FOR INFORMATIONAL PURPOSES ONLY. ICE BENCHMARK ADMINISTRATION LIMITED ACCEPTS NO LIABILITY OR RESPONSIBILITY FOR THE ACCURACY OF THE PRICES OR THE UNDERLYING PRODUCT TO WHICH THE PRICES MAY BE.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Quantitative Disclosure

Exchange Rate Sensitivity, Equity Market Volatility Sensitivity, and Commodity Price Sensitivity

Each of the Funds is exposed to certain risks pertaining to the use of Financial Instruments. Each of the Currency Funds is exposed to exchange rate risk through its holdings of Financial Instruments. Each of the VIX Funds is exposed to equity market volatility risk through its holdings of Financial Instruments. Each of the Commodity Funds and Commodity Index Funds is exposed to commodity price risk through its holdings of Financial Instruments.

The tables below provide information about each of the Currency Funds' Financial Instruments, VIX Funds' Financial Instruments, and Commodity Funds' and the Commodity Index Funds' Financial Instruments. As of December 31, 2019 and 2018, each of the Fund's positions were as follows:

ProShares Short Euro:

As of December 31, 2019 and 2018, the ProShares Short Euro Fund was exposed to inverse exchange rate price risk through its holdings of Euro/USD foreign currency futures contracts. The following table provides information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to exchange rate price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Euro Fx Currency Futures (CME)	Short	March 2020	16	\$ 1.13	125,000	\$ (2,256,400)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Euro Fx Currency Futures (CME)	Short	March 2019	60	\$ 1.15	125,000	\$ (8,641,875)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$1.00 of short exposure to the euro for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the appreciation or depreciation of the euro and multiplying by negative one. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares Short VIX Short-Term Futures ETF

As of December 31, 2019 and 2018, the ProShares Short VIX Short-Term Futures ETF Fund was exposed to inverse equity market volatility risk through its holding of VIX futures contracts. The following table provides information about the Fund’s positions in VIX futures contracts as of December 31, 2019 and 2018, which were sensitive to equity market volatility risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
VIX Futures (Cboe)	Short	January 2020	5,442	\$ 14.63	1,000	\$ (79,589,250)
VIX Futures (Cboe)	Short	February 2020	3,764	16.63	1,000	(62,576,500)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
VIX Futures (Cboe)	Short	January 2019	4,103	\$ 24.18	1,000	\$ (99,190,025)
VIX Futures (Cboe)	Short	February 2019	3,282	22.28	1,000	(73,106,550)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its position in Financial Instruments each day to have \$0.50 of short exposure to the Index for every \$1.00 of net assets. Future period returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by negative one-half. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares Ultra Bloomberg Crude Oil:

As of December 31, 2019 and 2018, the ProShares Ultra Bloomberg Crude Oil Fund was exposed to commodity price risk through its holding of Crude Oil futures contracts and its holding of swap agreements linked to the Bloomberg WTI Crude Oil SubindexSM. The following tables provide information about the Fund’s positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Long	March 2020	554	\$ 60.77	1,000	\$ 33,666,580

Swap Agreements as of December 31, 2019

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
Bloomberg WTI Crude Oil Subindex	Citibank, N.A.	Long	\$ 90.3776	\$ 172,174,920
Bloomberg WTI Crude Oil Subindex	Goldman Sachs International	Long	90.3776	120,411,487
Bloomberg WTI Crude Oil Subindex	Royal Bank of Canada	Long	90.3776	115,540,626
Bloomberg WTI Crude Oil Subindex	Societe Generale	Long	90.3776	64,308,537
Bloomberg WTI Crude Oil Subindex	UBS AG	Long	90.3776	113,574,303

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Long	March 2019	3,121	\$ 45.72	1,000	\$142,692,120

Swap Agreements as of December 31, 2018

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg WTI Crude Oil Subindex	Citibank N.A.	Long	\$68.6586	\$192,061,821
Bloomberg WTI Crude Oil Subindex	Goldman Sachs International	Long	68.6586	112,179,333
Bloomberg WTI Crude Oil Subindex	Royal Bank of Canada	Long	68.6586	113,997,533
Bloomberg WTI Crude Oil Subindex	Societe Generale	Long	68.6586	38,382,074
Bloomberg WTI Crude Oil Subindex	UBS AG	Long	68.6586	137,242,162

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 swap notional values are calculated by multiplying the number of units times the closing level of the Index. These notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract or the level of the Index, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by two. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Swap counterparty risk is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund’s third-party custodian.

ProShares Ultra Bloomberg Natural Gas:

As of December 31, 2019 and 2018, the ProShares Ultra Bloomberg Natural Gas Fund was exposed to commodity price risk through its holding of Natural Gas futures contracts. The following tables provide information about the Fund’s positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Natural Gas (NYMEX)	Long	March 2020	4,185	\$ 2.16	10,000	\$ 90,312,300

Futures Positions as of December 31, 2018

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Natural Gas (NYMEX)	Long	March 2019	1,025	\$ 2.85	10,000	\$ 29,222,750

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by two. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares Ultra Euro:

As of December 31, 2019 and 2018, the ProShares Ultra Euro Fund was exposed to exchange rate price risk through its holdings of EUR/USD foreign currency forward contracts. The following tables provide information about the Fund’s positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of December 31, 2019

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Euro	Goldman Sachs International	Long	01/10/20	5,436,377	1.1121	\$ 6,045,958
Euro	UBS AG	Long	01/10/20	5,589,416	1.1123	6,217,058

Foreign Currency Forward Contracts as of December 31, 2018

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Euro	Goldman Sachs International	Long	01/11/19	7,046,525	1.1425	\$ 8,050,889
Euro	UBS AG	Long	01/11/19	6,507,700	1.1414	7,427,758
Euro	Goldman Sachs International	Short	01/11/19	(206,300)	1.1363	(234,428)
Euro	UBS AG	Short	01/11/19	(203,200)	1.1371	(231,052)

The December 31, 2019 and 2018 USD market value equals the number of euros multiplied by the forward rate. These notional values will increase (decrease) proportionally with increases (decreases) in the forward price. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of exposure to the euro for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the appreciation or depreciation of the euro and multiplying by two. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to foreign currency forward contracts is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund’s third-party custodian.

ProShares Ultra Gold:

As of December 31, 2019 the ProShares Ultra Gold Fund was exposed to commodity price risk through its holding of Gold futures contracts and swap agreements linked to the Bloomberg Gold SubindexSM. As of December 31, 2018 the ProShares Ultra Gold Fund was exposed to commodity price risk through its holding of Gold futures contracts and Gold forward agreements. The following tables provide information about the Fund’s positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Gold Futures (COMEX)	Long	February 2020	438	\$1,523.10	100	\$ 66,711,780

Swap Agreements as of December 31, 2019

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Gold Subindex	Citibank, N.A.	Long	\$174.6300	\$ 60,437,683
Bloomberg Gold Subindex	Goldman Sachs International	Long	174.6300	44,172,192
Bloomberg Gold Subindex	UBS AG	Long	174.6300	50,125,199

Futures Positions as of December 31, 2018

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Gold Futures (COMEX)	Long	February 2019	47	\$1,282.70	100	\$6,022,110

Forward Agreements as of December 31, 2018

Reference Index	Counterparty	Long or Short	Valuation Price	Notional Amount at Value
0.995 Fine Troy Ounce Gold	Citibank N.A.	Long	\$1,279.65	\$64,366,395
0.995 Fine Troy Ounce Gold	Goldman Sachs International	Long	1,279.71	48,862,980
0.995 Fine Troy Ounce Gold	Societe Generale	Long	1,279.64	1,279,640
0.995 Fine Troy Ounce Gold	UBS AG	Long	1,279.62	48,497,598

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 forward and swap notional values equal units multiplied by the forward or swap price. These notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract, swap or forward price, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by two. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to the swap and forward agreements is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund’s third-party custodian.

ProShares Ultra Silver:

As of December 31, 2019 the ProShares Ultra Silver Fund was exposed to commodity price risk through its holding of Silver futures contracts and swap agreements linked to the Bloomberg Silver SubindexSM. As of December 31, 2018, the ProShares Ultra Silver Fund was exposed to commodity price risk through its holding of Silver futures contracts and Silver forward agreements. The following tables provide information about the Fund’s positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Silver Futures (COMEX)	Long	March 2020	1,316	\$ 17.92	5,000	\$ 117,920,180

Swap Agreements as of December 31, 2019

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Silver Subindex	Citibank, N.A.	Long	\$170.1072	\$ 152,640,569
Bloomberg Silver Subindex	Goldman Sachs International	Long	170.1072	83,225,484
Bloomberg Silver Subindex	UBS AG	Long	170.1072	124,680,616

Futures Positions as of December 31, 2018

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Silver Futures (COMEX)	Long	March 2019	129	\$ 15.55	5,000	\$10,023,300

Forward Agreements as of December 31, 2018

Reference Index	Counterparty	Long or Short	Valuation Price	Notional Amount at Value
0.999 Fine Troy Ounce Silver	Citibank N.A.	Long	\$15.4734	\$146,687,832
0.999 Fine Troy Ounce Silver	Goldman Sachs International	Long	15.4746	124,892,402
0.999 Fine Troy Ounce Silver	Societe Generale	Long	15.4732	1,547,320
0.999 Fine Troy Ounce Silver	UBS AG	Long	15.4747	120,486,014

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 forward and swap notional values equal units multiplied by the forward or swap price. These notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract, swap or forward price, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by two. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to the swap and forward agreements is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund’s third-party custodian.

ProShares Ultra VIX Short-Term Futures ETF

As of December 31, 2019 and 2018, the ProShares Ultra VIX Short-Term Futures ETF Fund was exposed to equity market volatility risk through its holding of VIX futures contracts and its holding of swap agreements linked to VIX futures contracts. The following tables provide information about the Fund’s positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to equity market volatility risk.

Futures Positions as of December 31, 2019

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
VIX Futures (Cboe)	Long	January 2020	29,402	\$ 14.63	1,000	\$ 430,004,250
VIX Futures (Cboe)	Long	February 2020	20,358	16.63	1,000	338,451,750

Swap Agreements as of December 31, 2019

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
iPath Series B S&P 500 VIX Short-Term Futures ETN iNAV Index	Goldman Sachs & Co.	Long	\$ 14.9650	\$ 23,078,793

Futures Positions as of December 31, 2018

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
VIX Futures (Cboe)	Long	January 2019	5,932	\$ 24.18	1,000	\$143,406,100
VIX Futures (Cboe)	Long	February 2019	4,746	22.28	1,000	105,717,150

Swap Agreements as of December 31, 2018

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
iPath S&P 500 VIX Short-Term Futures ETN IOPV	Goldman Sachs International	Long	\$ 46.8826	\$ 72,301,516

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 swap notional values are calculated by multiplying the number of units times the closing level of the Index. These notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract or the level of the Index, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$1.50 of exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by one and one-half. See “Item 1A. Risk Factors” in the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Swap counterparty risk is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund’s third-party custodian.

ProShares Ultra Yen:

As of December 31, 2019 and 2018, the ProShares Ultra Yen Fund was exposed to exchange rate price risk through its holdings of Yen/USD foreign currency forward contracts. The following table provides information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of December 31, 2019

<u>Reference Currency</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Settlement Date</u>	<u>Local Currency</u>	<u>Forward Rate</u>	<u>Market Value USD</u>
Yen	Goldman Sachs International	Long	01/10/20	325,804,302	0.009213	\$ 3,001,477
Yen	UBS AG	Long	01/10/20	888,782,738	0.009214	8,189,206
Yen	UBS AG	Short	01/10/20	(6,892,531)	0.009164	(63,163)

Foreign Currency Forward Contracts as of December 31, 2018

<u>Reference Currency</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Settlement Date</u>	<u>Local Currency</u>	<u>Forward Rate</u>	<u>Market Value USD</u>
Yen	Goldman Sachs International	Long	01/11/19	314,867,300	0.008893	\$ 2,800,074
Yen	UBS AG	Long	01/11/19	955,546,600	0.009017	8,615,742
Yen	UBS AG	Short	01/11/19	(10,055,200)	0.008921	(89,698)

The December 31, 2019 and 2018 USD market values equal the number of yen multiplied by the forward rate. These notional values will increase (decrease) proportionally with increases (decreases) in the forward price. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of exposure to the yen for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the appreciation or depreciation of the yen and multiplying by two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to foreign currency forward contracts is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund's third-party custodian.

ProShares UltraPro 3x Crude Oil ETF

As of December 31, 2019 and 2018, the ProShares UltraPro 3x Crude Oil ETF was exposed to commodity price risk through its holding of Crude Oil futures contracts linked to the Bloomberg WTI Crude Oil SubindexSM. The following table provides information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Long	March 2020	3,498	\$ 60.77	1,000	\$ 212,573,460

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Long	March 2019	5,751	\$ 45.72	1,000	\$ 262,935,720

The December 31, 2019 and 2018 futures notional amount is calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The notional amount will increase (decrease) proportionally with increases (decreases) in the price of the futures contract, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional amount, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments each day to have \$3.00 of exposure to the Index for every \$1.00 of net assets. Future period returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by three. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares UltraPro 3x Short Crude Oil ETF

As of December 31, 2019 and 2018, the ProShares UltraPro 3x Short Crude Oil ETF was exposed to inverse commodity price risk through its holding of Crude Oil futures contracts linked to the Bloomberg WTI Crude Oil SubindexSM. The following table provides information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Short	March 2020	4,511	\$ 60.77	1,000	\$(274,133,470)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Short	March 2019	1,225	\$ 45.72	1,000	\$(56,007,000)

The December 31, 2019 and 2018 short futures notional amount is calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The short notional amount will increase (decrease) proportionally with decreases (increases) in the price of the futures contract, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional amount, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments each day to have \$3.00 of short exposure to the Index for every \$1.00 of net assets. Future period returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by negative three. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares UltraShort Australian Dollar:

As of December 31, 2019 and 2018, the ProShares UltraShort Australian Dollar Fund was exposed to inverse exchange rate price risk through its holdings of AUD/USD foreign currency futures contracts. The following table provides information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to exchange rate price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Australian Dollar Fx Currency Futures (CME)	Short	March 2020	160	\$ 70.31	1,000	\$(11,260,800)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Australian Dollar Fx Currency Futures (CME)	Short	March 2019	315	\$ 70.54	1,000	\$(22,313,800)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the Australian dollar for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the appreciation or depreciation of the Australian dollar and multiplying by negative two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares UltraShort Bloomberg Crude Oil:

As of December 31, 2019 and 2018, the ProShares UltraShort Bloomberg Crude Oil Fund was exposed to inverse commodity price risk through its holding of Crude Oil futures contracts and its holding of swap agreements linked to the Bloomberg WTI Crude Oil SubindexSM. The following tables provide information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Short	March 2020	1,864	\$ 60.77	1,000	\$(113,275,280)

Swap Agreements as of December 31, 2019

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
Bloomberg WTI Crude Oil Subindex	Citibank, N.A.	Short	\$ 90.3776	\$(39,727,981)
Bloomberg WTI Crude Oil Subindex	Goldman Sachs International	Short	90.3776	(37,407,865)
Bloomberg WTI Crude Oil Subindex	Royal Bank of Canada	Short	90.3776	(31,487,418)
Bloomberg WTI Crude Oil Subindex	Societe Generale	Short	90.3776	(9,213,127)
Bloomberg WTI Crude Oil Subindex	UBS AG	Short	90.3776	(19,757,339)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
WTI Crude Oil (NYMEX)	Short	March 2019	641	\$ 45.72	1,000	\$(29,306,520)

Swap Agreements as of December 31, 2018

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
Bloomberg WTI Crude Oil Subindex	Citibank N.A.	Short	\$68.6586	\$(67,986,223)
Bloomberg WTI Crude Oil Subindex	Goldman Sachs International	Short	68.6586	(43,744,157)
Bloomberg WTI Crude Oil Subindex	Royal Bank of Canada	Short	68.6586	(31,327,722)
Bloomberg WTI Crude Oil Subindex	Societe Generale	Short	68.6586	(13,980,566)
Bloomberg WTI Crude Oil Subindex	UBS AG	Short	68.6586	(42,493,832)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 short swap notional values are calculated by multiplying the number of units times the closing level of the Index. These short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract or the level of the Index, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by negative two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Swap counterparty risk is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund's third-party custodian.

ProShares UltraShort Bloomberg Natural Gas:

As of December 31, 2019 and 2018, the ProShares UltraShort Bloomberg Natural Gas Fund was exposed to inverse commodity price risk through its holding of Natural Gas futures contracts. The following tables provide information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Natural Gas (NYMEX)	Short	March 2020	1,160	\$ 2.16	10,000	\$ (25,032,800)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Natural Gas (NYMEX)	Short	March 2019	1,250	\$ 2.85	10,000	\$(35,637,500)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of Contracts held times the valuation price times the contract multiplier. The short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by negative two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares UltraShort Euro:

As of December 31, 2019 and 2018, the ProShares UltraShort Euro Fund was exposed to inverse exchange rate price risk through its holdings of Euro/USD foreign currency forward contracts. The following tables provide information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of December 31, 2019

<u>Reference Currency</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Settlement Date</u>	<u>Local Currency</u>	<u>Forward Rate</u>	<u>Market Value USD</u>
Euro	UBS AG	Long	01/10/20	19,396,955	1.1162	\$ 21,651,280
Euro	Goldman Sachs International	Short	01/10/20	(112,762,143)	1.1121	(125,406,162)
Euro	UBS AG	Short	01/10/20	(122,358,446)	1.1121	(136,077,171)

Foreign Currency Forward Contracts as of December 31, 2018

<u>Reference Currency</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Settlement Date</u>	<u>Local Currency</u>	<u>Forward Rate</u>	<u>Market Value USD</u>
Euro	Goldman Sachs International	Long	01/11/19	11,497,100	1.1418	\$ 13,127,174
Euro	UBS AG	Long	01/11/19	33,071,100	1.1451	37,868,488
Euro	Goldman Sachs International	Short	01/11/19	(152,127,525)	1.1422	(173,757,198)
Euro	UBS AG	Short	01/11/19	(161,054,700)	1.1407	(183,722,475)

The December 31, 2019 and 2018 USD market values equal the number of euros multiplied by the forward rate. These short notional values will increase (decrease) proportionally with decreases (increases) in the forward price. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the euro for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the appreciation or depreciation of the euro and multiplying by negative two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to foreign currency forward contracts is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund's third-party custodian.

ProShares UltraShort Gold:

As of December 31, 2019 the ProShares UltraShort Gold Fund was exposed to inverse commodity price risk through its holding of Gold futures contracts and swap agreements linked to the Bloomberg Gold SubindexSM. As of December 31, 2018 ProShares Ultra Gold Fund was exposed to inverse commodity price risk through its holding of Gold futures contracts and Gold forward agreements. The following tables provide information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Gold Futures (COMEX)	Short	February 2020	76	\$1,523.10	100	\$ (11,575,560)

Swap Agreements as of December 31, 2019

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
Bloomberg Gold Subindex	Citibank, N.A.	Short	\$174.6300	\$ (13,940,590)
Bloomberg Gold Subindex	Goldman Sachs International	Short	174.6300	(6,884,579)
Bloomberg Gold Subindex	UBS AG	Short	174.6300	(9,756,431)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Gold Futures (COMEX)	Short	February 2019	10	\$1,282.70	100	\$(1,281,300)

Forward Agreements as of December 31, 2018

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Valuation Price</u>	<u>Notional Amount at Value</u>
0.995 Fine Troy Ounce Gold	Citibank N.A	Short	\$1,279.65	\$(14,332,080)
0.995 Fine Troy Ounce Gold	Goldman Sachs International	Short	1,279.71	(9,723,237)
0.995 Fine Troy Ounce Gold	Societe Generale	Short	1,279.64	(1,279,640)
0.995 Fine Troy Ounce Gold	UBS AG	Short	1,279.62	(9,533,169)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 short forward notional values equal units multiplied by the forward price. These short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract swap or forward price, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by negative two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to the swap and forward agreements is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund's third-party custodian.

ProShares UltraShort Silver:

As of December 31, 2019 the ProShares UltraShort Silver Fund was exposed to inverse commodity price risk through its holding of Silver futures contracts and swap agreements linked to the Bloomberg Silver SubindexSM. As of December 31, 2018 ProShares UltraShort Silver Fund was exposed to inverse commodity price risk through its holding of Silver futures contracts and Silver forward agreements. The following tables provide information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to commodity price risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Silver Futures (COMEX)	Short	March 2020	27	\$ 17.92	5,000	\$ (2,419,335)

Swap Agreements as of December 31, 2019

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
Bloomberg Silver Subindex	Citibank, N.A.	Short	\$170.1072	\$ (9,595,700)
Bloomberg Silver Subindex	Goldman Sachs International	Short	170.1072	(4,926,137)
Bloomberg Silver Subindex	UBS AG	Short	170.1072	(10,687,683)

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
Silver Futures (COMEX)	Short	March 2019	11	\$ 15.55	5,000	\$(854,700)

Forward Agreements as of December 31, 2018

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Valuation Price</u>	<u>Notional Amount at Value</u>
0.999 Fine Troy Ounce Silver	Citibank N.A.	Short	\$15.4734	\$(6,173,887)
0.999 Fine Troy Ounce Silver	Goldman Sachs International	Short	15.4746	(8,658,038)
0.999 Fine Troy Ounce Silver	Societe Generale	Short	15.4732	(1,547,320)
0.999 Fine Troy Ounce Silver	UBS AG	Short	15.4747	(6,298,203)

The December 31, 2019 and 2018 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The December 31, 2019 and 2018 short forward and swap notional values equal units multiplied by the forward or swap price. These short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract, swap or forward price, as applicable. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the Index for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index and multiplying by negative two. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to the forward agreements is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund's third-party custodian.

ProShares UltraShort Yen:

As of December 31, 2019 and 2018 the ProShares UltraShort Yen Fund was exposed to inverse exchange rate price risk through its holdings of Yen/USD foreign currency forward contracts. The following tables provide information about the Fund's positions in these Financial Instruments as of December 31, 2019 and 2018, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of December 31, 2019

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Yen	UBS AG	Long	01/10/20	1,025,624,482	0.009170	\$ 9,404,720
Yen	Goldman Sachs International	Short	01/10/20	(4,448,656,033)	0.009213	(40,983,307)
Yen	UBS AG	Short	01/10/20	(4,893,578,348)	0.009211	(45,072,829)

Foreign Currency Forward Contracts as of December 31, 2018

Reference Currency	Counterparty	Long or Short	Settlement Date	Yen	Forward Rate	Market Value USD
Yen	Goldman Sachs International	Long	01/11/19	1,459,634,700	0.008901	\$ 12,991,545
Yen	UBS AG	Long	01/11/19	2,446,453,800	0.008985	21,980,969
Yen	Goldman Sachs International	Short	01/11/19	(7,490,711,300)	0.008893	(66,611,796)
Yen	UBS AG	Short	01/11/19	(8,547,990,500)	0.008888	(75,970,705)

The December 31, 2019 and 2018 USD market values equal the number of yen multiplied by the forward rate. These short notional values will increase (decrease) proportionally with decreases (increases) in the forward price. Additional gains (losses) associated with these contracts will be equal to any such subsequent decreases (increases) in short notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to have \$2.00 of short exposure to the yen for every \$1.00 of net assets. Future *period* returns, before fees and expenses, cannot be estimated simply by estimating the appreciation or depreciation of the yen and multiplying by negative two. See “Item 1A. Risk Factors” in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day. Counterparty risk related to foreign currency forward contracts is generally limited to the amount of any unrealized gains, although in the event of a counterparty bankruptcy, there could be delays and costs associated with recovering collateral posted in segregated tri-party accounts at the Fund’s third-party custodian.

ProShares VIX Mid-Term Futures ETF

As of December 31, 2019 and 2018, the ProShares VIX Mid-Term Futures ETF Fund was exposed to equity market volatility risk through its holding of VIX futures contracts. The following table provides information about the Fund’s positions in VIX futures contracts as of December 31, 2019 and 2018, which were sensitive to equity market volatility risk.

Futures Positions as of December 31, 2019

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
VIX Futures (Cboe)	Long	April 2020	511	\$ 17.43	1,000	\$ 8,904,175
VIX Futures (Cboe)	Long	May 2020	865	17.58	1,000	15,202,375
VIX Futures (Cboe)	Long	June 2020	865	17.88	1,000	15,461,875
VIX Futures (Cboe)	Long	July 2020	354	18.13	1,000	6,416,250

Futures Positions as of December 31, 2018

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
VIX Futures (Cboe)	Long	April 2019	503	\$ 20.98	1,000	\$10,550,425
VIX Futures (Cboe)	Long	May 2019	906	20.75	1,000	18,799,500
VIX Futures (Cboe)	Long	June 2019	906	20.55	1,000	18,618,300
VIX Futures (Cboe)	Long	July 2019	403	20.68	1,000	8,332,025

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to match the performance of the Index. Future period returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index. See “Item 1A. Risk Factors” in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares VIX Short-Term Futures ETF

As of December 31, 2019 and 2018, the ProShares VIX Short-Term Futures ETF Fund was exposed to equity market volatility risk through its holding of VIX futures contracts. The following tables provide information about the Fund's positions in VIX futures contracts as of December 31, 2019 and 2018, which were sensitive to equity market volatility risk.

Futures Positions as of December 31, 2019

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
VIX Futures (Cboe)	Long	January 2020	10,706	\$ 14.63	1,000	\$ 156,575,250
VIX Futures (Cboe)	Long	February 2020	7,415	16.63	1,000	123,274,375

Futures Positions as of December 31, 2018

<u>Contract</u>	<u>Long or Short</u>	<u>Expiration</u>	<u>Contracts</u>	<u>Valuation Price</u>	<u>Contract Multiplier</u>	<u>Notional Amount at Value</u>
VIX Futures (Cboe)	Long	January 2019	3,561	\$ 24.18	1,000	\$86,087,175
VIX Futures (Cboe)	Long	February 2019	2,849	22.28	1,000	63,461,475

The December 31, 2019 and 2018 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract. Additional gains (losses) associated with these contracts will be equal to any such subsequent increases (decreases) in notional values, before accounting for spreads or transaction or financing costs. The Fund will generally attempt to adjust its positions in Financial Instruments *each day* to match the performance of the Index. Future period returns, before fees and expenses, cannot be estimated simply by estimating the return of the Index. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

Qualitative Disclosure

As described above in Item 7 in this Annual Report on Form 10-K, it is the investment objective of each Geared Fund to seek daily investment results, before fees and expenses, which correspond to a multiple, the inverse or an inverse multiple of the daily performance, of its corresponding benchmark. Each Short Fund seeks daily investment results, before fees and expenses, that correspond to one-half the inverse (-0.5x) or the inverse (-1x) of the daily performance of its corresponding benchmark. Each UltraShort Fund seeks daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of its corresponding benchmark. Each Ultra Fund seeks daily investment results, before fees and expenses, that correspond to one and one half times (1.5x) or two times (2x) the daily performance of its corresponding benchmark. Each UltraPro Short Fund seeks daily investment results, before fees and expenses, that correspond to three times the inverse (-3x) of daily performance of its corresponding benchmark. Each UltraPro Fund seeks daily investment results, before fees and expenses, that correspond to three times (3x) daily performance of its corresponding benchmark. Each Matching VIX Fund seeks investment results, before fees and expenses, that match the performance of a benchmark. The Geared Funds do not seek to achieve these stated investment objectives over a period of time greater than a single day because mathematical compounding prevents the Geared Funds from achieving such results. Performance over longer periods of time will be influenced not only by the cumulative period performance of the corresponding benchmark but equally by the intervening volatility of the benchmark as well as fees and expenses, including costs associated with the use of Financial Instruments such as financing costs and trading spreads. Future period returns, before fees and expenses, cannot be estimated simply by estimating the percent change in the corresponding benchmark and multiplying by negative three, negative two, negative one, negative one-half, one, one and one-half, two or three. Shareholders who invest in the Funds should actively manage and monitor their investments, as frequently as daily. See "Item 1A. Risk Factors" in this Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

Primary Market Risk Exposure

The primary market risks that the Funds are exposed to depend on each Fund's investment objective and corresponding benchmark. For example, the primary market risk that the ProShares UltraShort Bloomberg Crude Oil and the ProShares Ultra Bloomberg Crude Oil Funds are exposed to are inverse and long exposure, respectively, to the price of crude oil as measured by the return of holding and periodically rolling crude oil futures contracts (the Bloomberg Commodity Index and its sub-indexes are based on the price of rolling futures positions, rather than on the cash price for immediate delivery of the corresponding commodity).

Each Fund's exposure to market risk is further influenced by a number of factors, including the liquidity of the markets in which the contracts are traded and the relationships among the contracts held. The inherent uncertainty of each Fund's trading strategies and other factors, could ultimately lead to a loss of all or substantially all of investors' capital.

As described above in Item 7 in this Annual Report on Form 10-K, trading in certain futures contracts or forward agreements involves each Fund entering into contractual commitments to purchase or sell a commodity underlying a Fund's benchmark at a specified date and price, should it hold such futures contracts or forward agreements into the deliverable period. Should a Fund enter into a contractual commitment to sell a physical commodity, it is required to make delivery of that commodity at the contract price and then repurchase the contract at prevailing market prices or settle in cash. Since the repurchase price to which the value of a commodity can rise is unlimited, entering into commitments to sell commodities would expose a Fund to theoretically unlimited risk.

Commodity Price Sensitivity

As further described above "Item 1A. Risk Factors" in this Annual Report on Form 10-K, the value of the Shares of each Fund relates directly to the value of, and realized profit or loss from, the Financial Instruments and other assets held by the Fund and fluctuations in the price of these assets could materially adversely affect an investment in the Shares. With regard to the Commodity Index Funds or the Commodity Funds, several factors may affect the price of a commodity underlying a Commodity Index Fund or a Commodity Fund, and in turn, the Financial Instruments and other assets, if any, owned by such a Fund. The impact of changes in the price of a physical commodity or of a commodity index (comprised of commodity futures contracts) will affect investors differently depending upon the Fund in which investors invest. Daily increases in the price of an underlying commodity or commodity index will negatively impact the daily performance of Shares of an UltraShort Fund and daily decreases in the price of an underlying commodity or commodity index will negatively impact the daily performance of Shares of an Ultra Fund.

Additionally, performance over time is a cumulative effect of geometrically linking each day's leveraged or inverse leveraged returns. For instance, if a corresponding benchmark was up 10% and then down 10%, which would result in a $(1.1 * 0.9) - 1 = -1\%$ period benchmark return, the two-day period return for a theoretical two-times fund would be equal to a $(1.2 * 0.8) - 1 = -4\%$ period Fund return (rather than simply two times the period return of the benchmark).

Exchange Rate Sensitivity

As further described above "Item 1A. Risk Factors" in this Annual Report on Form 10-K, the value of the Shares of each Fund relates directly to the value of, and realized profit or loss from, the Financial Instruments and other assets held by the Fund and fluctuations in the price of these assets could materially adversely affect an investment in the Shares. With regard to the Currency Funds, several factors may affect the value of the foreign currencies or the U.S. dollar, and, in turn, the Financial Instruments and other assets, if any, owned by a Fund. The impact of changes in the price of a currency will affect investors differently depending upon the Fund in which investors invest. Daily increases in the price of a currency will negatively impact the daily performance of Shares of a Short Fund or an UltraShort Fund and daily decreases in the price of a currency will negatively impact the daily performance of Shares of an Ultra Fund.

Additionally, performance over time is a cumulative effect of geometrically linking each day's leveraged or inverse leveraged returns. For instance, if a corresponding benchmark was up 10% and then down 10%, which would result in a $(1.1 * 0.9) - 1 = -1\%$ period benchmark return, the two-day period return for a theoretical two-times fund would be equal to a $(1.2 * 0.8) - 1 = -4\%$ period Fund return (rather than simply two times the period return of the benchmark).

Equity Market Volatility Sensitivity

As further described above "Item 1A. Risk Factors" in this Annual Report on Form 10-K, the value of the Shares of each VIX Fund relates directly to the value of, and realized profit or loss from, the Financial Instruments and other assets held by the Fund and fluctuations in the price of these assets could materially adversely affect an investment in the Shares. Several factors may affect the price and/or liquidity of VIX futures contracts and other assets, if any, owned by a VIX Fund. The impact of changes in the price of these assets will affect investors differently depending upon the Fund in which investors invest.

Managing Market Risks

Each Fund seeks to remain fully exposed to the corresponding benchmark at the levels implied by the relevant investment objective (-0.5x, -1x, -2x, -3x, 1.5x, 2x, 3x), regardless of market direction or sentiment. At the close of the relevant markets each trading day (see NAV calculation times), each Fund will seek to position its portfolio so that its exposure to its benchmark is consistent with its investment objective. As described above in Item 7 of this Annual Report on Form 10-K, these adjustments are done through the use of various Financial Instruments. No attempt is made to adjust market exposure in order to avoid changes to the benchmark that would cause the Funds to lose value. Factors common to all Funds that may require portfolio re-positioning are create/redeem activity and index rebalances.

For Geared Funds, the impact of the index's movements each day also affects whether the Fund's portfolio needs to be rebalanced. For example, if the index for an Ultra Fund or UltraPro Fund has risen on a given day, net assets of the Fund should rise. As a result, the Fund's long exposure will need to be increased to the extent there are not offsetting factors such as redemption activity. Conversely, if the Index has fallen on a given day, net assets of an Ultra Fund or UltraPro Fund should fall. As a result, the Fund's long exposure will generally need to be decreased. Net assets for Short Funds, UltraShort Funds or UltraPro Short Funds will generally decrease when the Index rises on a given day, to the extent there are not offsetting factors. As a result, the Fund's short exposure may need to be decreased. Conversely, if the Index has fallen on a given day. As a result, the Fund's short exposure may need to be increased.

The use of certain Financial Instruments introduces counterparty risk. A Fund will be subject to credit risk with respect to the amount it expects to receive from counterparties to Financial Instruments entered into by the Fund. A Fund may be negatively impacted if a counterparty fails to perform its obligations. Each Fund intends to enter into swap and forward agreements only with major global financial institutions that meet certain credit quality standards and monitoring policies. Each Fund may use various techniques to minimize credit risk including early termination or reset and payment, limiting the net amount due from any individual counterparty, and generally requiring that the counterparty post collateral with respect to amounts owed to the Funds, marked to market daily.

Most Financial Instruments held by the Funds are "unfunded" meaning that the Fund will obtain exposure to the corresponding benchmark while still being in possession of its original cash assets. The cash positions that result from use of such Financial Instruments are held in a manner to minimize both interest rate and credit risk. During the reporting period, cash positions were maintained in both non-interest bearing and interest bearing demand deposit accounts. The Funds may also invest a portion of this cash in cash equivalents (such as shares of money market funds, bank deposits, bank money market accounts, certain variable rate-demand notes and repurchase agreements collateralized by government securities).

Item 8. Financial Statements and Supplementary Data.

Statement of Operations for the three month periods ended March 31, 2019 and 2018, June 30, 2019 and 2018, September 30, 2019 and 2018, and December 31, 2019 and 2018 and the years ended December 31, 2019 and 2018 for each Fund, as applicable.

PROSHARES SHORT EURO

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 37,625	\$ 71,866	\$ 60,251	\$ 6,509	\$ 176,251
Net realized and unrealized gain (loss)	\$ 350,977	\$ (157,901)	\$ 963,281	\$ (153,379)	\$ 1,002,978
Net income (loss)	\$ 388,602	\$ (86,035)	\$ 1,023,532	\$ (146,870)	\$ 1,179,229
Net increase (decrease) in net asset value per share	\$ 1.33	\$ (0.18)	\$ 2.38	\$ (0.99)	\$ 2.54

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 934	\$ 7,908	\$ 11,261	\$ 24,354	\$ 44,457
Net realized and unrealized gain (loss)	\$ (142,252)	\$ 460,859	\$ 87,653	\$ 177,089	\$ 583,349
Net income (loss)	\$ (141,318)	\$ 468,767	\$ 98,914	\$ 201,443	\$ 627,806
Net increase (decrease) in net asset value per share	\$ (0.71)	\$ 2.35	\$ 0.49	\$ 1.01	\$ 3.14

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 45,436	\$ 725,505	\$ 366,033	\$ 25,189	\$ 1,162,163
Net realized and unrealized gain (loss)	\$ 81,676,814	\$ 15,996,074	\$ (4,250,833)	\$ 56,953,543	\$ 150,375,598
Net income (loss)	\$ 81,722,250	\$ 16,721,579	\$ (3,884,800)	\$ 56,978,732	\$ 151,537,761
Net increase (decrease) in net asset value per share	\$ 9.95	\$ 2.20	\$ (0.58)	\$ 11.69	\$ 23.26

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (1,750,599)	\$ (645,154)	\$ (101,161)	\$ 287,559	\$ (2,209,355)
Net realized and unrealized gain (loss)	\$(1,937,523,391)	\$ 70,228,943	\$ 71,756,231	\$ (121,751,400)	\$(1,917,289,617)
Net income (loss)	\$(1,939,273,990)	\$ 69,583,789	\$ 71,655,070	\$ (121,463,841)	\$(1,919,498,972)
Net increase (decrease) in net asset value per share	\$ (462.82)	\$ 4.72	\$ 8.00	\$ (16.74)	\$ (466.84)

PROSHARES ULTRA BLOOMBERG CRUDE OIL

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 1,095,944	\$ 1,231,167	\$ 964,368	\$ 573,105	\$ 3,864,584
Net realized and unrealized gain (loss)	\$ 219,922,437	\$(11,746,328)	\$ (44,341,886)	\$ 89,750,924	\$ 253,585,147
Net income (loss)	\$ 221,018,381	\$(10,515,161)	\$ (43,377,518)	\$ 90,324,029	\$ 257,449,731
Net increase (decrease) in net asset value per share	\$ 8.46	\$ (1.89)	\$ (3.55)	\$ 4.29	\$ 7.31

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 334,994	\$ 650,229	\$ 907,471	\$ 1,130,114	\$ 3,022,808
Net realized and unrealized gain (loss)	\$ 74,009,930	\$ 103,315,781	\$ 17,868,429	\$ (334,398,877)	\$ (139,204,737)
Net income (loss)	\$ 74,344,924	\$ 103,966,010	\$ 18,775,900	\$ (333,268,763)	\$ (136,181,929)
Net increase (decrease) in net asset value per share	\$ 3.82	\$ 6.85	\$ 1.43	\$ (22.70)	\$ (10.60)

PROSHARES ULTRA BLOOMBERG NATURAL GAS

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 44,045	\$ 49,884	\$ 64,345	\$ 4,114	\$ 162,388
Net realized and unrealized gain (loss)	\$ (2,956,899)	\$ (8,646,662)	\$ 1,504,321	\$ (14,608,364)	\$ (24,707,604)
Net income (loss)	\$ (2,912,854)	\$ (8,596,778)	\$ 1,568,666	\$ (14,604,250)	\$ (24,545,216)
Net increase (decrease) in net asset value per share	\$ (4.95)	\$ (6.48)	\$ (0.98)	\$ (4.47)	\$ (16.88)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 7,455	\$ 21,771	\$ 30,444	\$ 36,649	\$ 96,319
Net realized and unrealized gain (loss)	\$ (3,836,207)	\$ 1,576,734	\$ 1,494,408	\$ 4,310,866	\$ 3,545,801
Net income (loss)	\$ (3,828,752)	\$ 1,598,505	\$ 1,524,852	\$ 4,347,515	\$ 3,642,120
Net increase (decrease) in net asset value per share	\$ (5.16)	\$ 1.80	\$ 1.06	\$ (5.06)	\$ (7.36)

PROSHARES ULTRA EURO

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 20,829	\$ 18,923	\$ 12,333	\$ 6,443	\$ 58,528
Net realized and unrealized gain (loss)	\$ (452,758)	\$ 75,978	\$ (546,620)	\$ 252,983	\$ (670,417)
Net income (loss)	\$ (431,929)	\$ 94,901	\$ (534,287)	\$ 259,426	\$ (611,889)
Net increase (decrease) in net asset value per share	\$ (0.80)	\$ 0.21	\$ (1.33)	\$ 0.62	\$ (1.30)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 1,487	\$ 3,336	\$ 8,290	\$ 17,710	\$ 30,823
Net realized and unrealized gain (loss)	\$ 318,529	\$ (1,063,679)	\$ (199,010)	\$ (325,517)	\$ (1,269,677)
Net income (loss)	\$ 320,016	\$ (1,060,343)	\$ (190,720)	\$ (307,807)	\$ (1,238,854)
Net increase (decrease) in net asset value per share	\$ 0.66	\$ (2.01)	\$ (0.39)	\$ (0.61)	\$ (2.35)

PROSHARES ULTRA GOLD

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 212,786	\$ 228,086	\$ 254,636	\$ 207,429	\$ 902,937
Net realized and unrealized gain (loss)	\$ 279,826	\$ 12,185,406	\$ 4,937,206	\$ 6,001,591	\$ 23,404,029
Net income (loss)	\$ 492,612	\$ 12,413,492	\$ 5,191,842	\$ 6,209,020	\$ 24,306,966
Net increase (decrease) in net asset value per share	\$ 0.20	\$ 6.46	\$ 2.75	\$ 2.68	\$ 12.09

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 87,511	\$ 174,419	\$ 187,472	\$ 176,229	\$ 625,631
Net realized and unrealized gain (loss)	\$ 3,647,616	\$(11,510,819)	\$ (9,205,070)	\$ 10,403,281	\$ (6,664,992)
Net income (loss)	\$ 3,735,127	\$(11,336,400)	\$ (9,017,598)	\$ 10,579,510	\$ (6,039,361)
Net increase (decrease) in net asset value per share	\$ 1.56	\$ (4.95)	\$ (4.00)	\$ 4.63	\$ (2.76)

PROSHARES ULTRA SILVER

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 445,559	\$ 512,068	\$ 489,406	\$ 409,237	\$ 1,856,270
Net realized and unrealized gain (loss)	\$(13,588,404)	\$ 485,637	\$ 33,071,129	\$ 18,628,882	\$ 38,597,244
Net income (loss)	\$(13,142,845)	\$ 997,705	\$ 33,560,535	\$ 19,038,119	\$ 40,453,514
Net increase (decrease) in net asset value per share	\$ (1.87)	\$.10	\$ 4.59	\$ 2.49	\$ 5.31

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 214,408	\$ 386,411	\$ 489,197	\$ 379,163	\$ 1,469,179
Net realized and unrealized gain (loss)	\$(19,015,679)	\$(9,668,809)	\$ (50,021,707)	\$ 26,147,651	\$ (52,558,544)
Net income (loss)	\$(18,801,271)	\$(9,282,398)	\$ (49,532,510)	\$ 26,526,814	\$ (51,089,365)
Net increase (decrease) in net asset value per share	\$ (2.72)	\$ (1.45)	\$ (6.36)	\$ 3.37	\$ (7.16)

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ (150,629)	\$ 507,125	\$ 128,125	\$ (389,569)	\$ 95,052
Net realized and unrealized gain (loss)	\$(234,281,324)	\$ (94,539,260)	\$ (10,108,464)	\$ (351,677,844)	\$ (690,606,892)
Net income (loss)	\$(234,431,953)	\$ (94,032,135)	\$ (9,980,339)	\$ (352,067,413)	\$ (690,511,840)
Net increase (decrease) in net asset value per share	\$ (42.46)	\$ (8.63)	\$ (4.99)	\$ (12.71)	\$ (68.79)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (1,067,496)	\$ (1,082,646)	\$ (1,124,013)	\$ 128,484	\$ (3,145,671)
Net realized and unrealized gain (loss)	\$ 484,076,554	\$ (148,750,315)	\$ (230,179,281)	\$ 350,498,454	\$ 455,645,412
Net income (loss)	\$ 483,009,058	\$(149,832,961)	\$ (231,303,294)	\$ 350,626,938	\$ 452,499,741
Net increase (decrease) in net asset value per share	\$ 43.35	\$ (33.76)	\$ (24.76)	\$ 44.96	\$ 29.79

PROSHARES ULTRA YEN

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 14,571	\$ 9,668	\$ 8,446	\$ 5,829	\$ 38,514
Net realized and unrealized gain (loss)	\$ (189,904)	\$ 154,832	\$ (38,615)	\$ (55,889)	\$ (129,576)
Net income (loss)	\$ (175,333)	\$ 164,500	\$ (30,169)	\$ (50,060)	\$ (91,062)
Net increase (decrease) in net asset value per share	\$ (1.88)	\$ 2.44	\$ (1.03)	\$ (1.23)	\$ (1.70)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (3,069)	\$ (2,527)	\$ (1,364)	\$ 5,977	\$ (983)
Net realized and unrealized gain (loss)	\$ 310,931	\$ (277,136)	\$ (177,347)	\$ 185,406	\$ 41,854
Net income (loss)	\$ 307,862	\$ (279,663)	\$ (178,711)	\$ 191,383	\$ 40,871
Net increase (decrease) in net asset value per share	\$ 6.16	\$ (5.60)	\$ (3.57)	\$ 3.22	\$ 0.21

PROSHARES ULTRAPRO 3X CRUDE OIL ETF

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 252,849	\$ 260,997	\$ 166,187	\$ 50,048	\$ 730,081
Net realized and unrealized gain (loss)	\$86,429,677	\$ (9,317,208)	\$ (20,140,427)	\$ 42,925,640	\$ 99,897,682
Net income (loss)	\$86,682,526	\$ (9,056,211)	\$ (19,974,240)	\$ 42,975,688	\$ 100,627,763
Net increase (decrease) in net asset value per share	\$ 13.87	\$ (4.41)	\$ (7.12)	\$ 6.05	\$ 8.39

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (31,115)	\$ (64,951)	\$ 3,898	\$ 53,884	\$ (38,284)
Net realized and unrealized gain (loss)	\$ 3,206,782	\$ 8,642,480	\$ 4,526,787	\$ (78,680,204)	\$ (62,304,155)
Net income (loss)	\$ 3,175,667	\$ 8,577,529	\$ 4,530,685	\$ (78,626,320)	\$ (62,342,439)
Net increase (decrease) in net asset value per share	\$ 8.52	\$ 16.48	\$ 2.36	\$ (52.06)	\$ (24.70)

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 24,014	\$ 37,229	\$ 36,261	\$ 5,893	\$ 103,397
Net realized and unrealized gain (loss)	\$ (11,765,350)	\$ 112,611	\$ 17,342,394	\$ (23,468,770)	\$ (17,779,115)
Net income (loss)	\$ (11,741,336)	\$ 149,840	\$ 17,378,655	\$ (23,462,877)	\$ (17,675,718)
Net increase (decrease) in net asset value per share	\$ (29.17)	\$ (0.82)	\$ (2.77)	\$ (6.37)	\$ (39.13)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (67,214)	\$ (65,455)	\$ (8,035)	\$ 32,013	\$ (108,691)
Net realized and unrealized gain (loss)	\$ (5,422,950)	\$ (8,500,464)	\$ (2,905,992)	\$ 34,214,317	\$ 17,384,911
Net income (loss)	\$ (5,490,164)	\$ (8,565,919)	\$ (2,914,027)	\$ 34,246,330	\$ 17,276,220
Net increase (decrease) in net asset value per share	\$ (11.52)	\$ (11.49)	\$ (2.90)	\$ 33.38	\$ 7.47

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 25,789	\$ 25,895	\$ 19,953	\$ 8,688	\$ 80,325
Net realized and unrealized gain (loss)	\$ (314,459)	\$ 175,523	\$ 663,547	\$ (427,020)	\$ 97,591
Net income (loss)	\$ (288,670)	\$ 201,418	\$ 683,500	\$ (418,332)	\$ 177,916
Net increase (decrease) in net asset value per share	\$ (0.88)	\$ 1.34	\$ 4.75	\$ (4.42)	\$ 0.79

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 135	\$ 4,750	\$ 9,501	\$ 22,360	\$ 36,746
Net realized and unrealized gain (loss)	\$ 71,892	\$ 509,518	\$ 371,946	\$ 580,876	\$ 1,534,232
Net income (loss)	\$ 72,027	\$ 514,268	\$ 381,447	\$ 603,236	\$ 1,570,978
Net increase (decrease) in net asset value per share	\$ 1.42	\$ 3.43	\$ 2.19	\$ 2.59	\$ 9.63

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 185,815	\$ 215,797	\$ 200,283	\$ 107,904	\$ 709,799
Net realized and unrealized gain (loss)	\$(42,073,393)	\$ 7,580,828	\$ 10,965,855	\$ (21,789,492)	\$ (45,316,202)
Net income (loss)	\$(41,887,578)	\$ 7,796,625	\$ 11,166,138	\$ (21,681,588)	\$ (44,606,403)
Net increase (decrease) in net asset value per share	\$ (12.90)	\$ (0.03)	\$ (0.46)	\$ (4.21)	\$ (17.60)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 189,482	\$ 343,498	\$ 350,275	\$ 155,375	\$ 1,038,630
Net realized and unrealized gain (loss)	\$(32,789,044)	\$(49,301,579)	\$ (9,315,729)	\$ 107,877,779	\$ 16,471,427
Net income (loss)	\$(32,599,562)	\$(48,958,081)	\$ (8,965,454)	\$ 108,033,154	\$ 17,510,057
Net increase (decrease) in net asset value per share	\$ (4.35)	\$ (5.03)	\$ (1.34)	\$ 16.20	\$ 5.48

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 19,484	\$ 11,719	\$ 4,656	\$ (6,442)	\$ 29,417
Net realized and unrealized gain (loss)	\$ 1,002,714	\$2,903,656	\$ 723,285	\$ 4,491,526	\$ 9,121,181
Net income (loss)	\$ 1,022,198	\$2,915,375	\$ 727,941	\$ 4,485,084	\$ 9,150,598
Net increase (decrease) in net asset value per share	\$ 1.04	\$ 8.10	\$ (1.33)	\$ 9.11	\$ 16.92

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (9,587)	\$ (2,564)	\$ 1,662	\$ 6,035	\$ (4,454)
Net realized and unrealized gain (loss)	\$ 1,678,891	\$ (587,894)	\$ (278,829)	\$ (3,025,179)	\$ (2,213,011)
Net income (loss)	\$ 1,669,304	\$ (590,458)	\$ (277,167)	\$ (3,019,144)	\$ (2,217,465)
Net increase (decrease) in net asset value per share	\$ 3.40	\$ (4.29)	\$ (2.99)	\$ (13.99)	\$ (17.87)

PROSHARES ULTRASHORT EURO

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 434,473	\$ 471,256	\$ 371,679	\$ 251,422	\$ 1,528,830
Net realized and unrealized gain (loss)	\$ 7,754,055	\$(1,896,379)	\$ 12,977,337	\$ (5,841,242)	\$ 12,993,771
Net income (loss)	\$ 8,188,528	\$(1,425,123)	\$ 13,349,016	\$ (5,589,820)	\$ 14,522,601
Net increase (decrease) in net asset value per share	\$ 1.40	\$ (0.28)	\$ 2.63	\$ (1.22)	\$ 2.53

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 168,129	\$ 322,447	\$ 376,603	\$ 457,315	\$ 1,324,494
Net realized and unrealized gain (loss)	\$ (8,816,475)	\$ 22,599,812	\$ 3,375,847	\$ 6,663,407	\$ 23,822,591
Net income (loss)	\$ (8,648,346)	\$ 22,922,259	\$ 3,752,450	\$ 7,120,722	\$ 25,147,085
Net increase (decrease) in net asset value per share	\$ (0.88)	\$ 2.46	\$ 0.51	\$ 0.97	\$ 3.06

PROSHARES ULTRASHORT GOLD

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 47,471	\$ 52,582	\$ 53,681	\$ 32,980	\$ 186,714
Net realized and unrealized gain (loss)	\$ (290,878)	\$ (3,257,747)	\$ (767,290)	\$ (1,417,644)	\$ (5,733,559)
Net income (loss)	\$ (243,407)	\$ (3,205,165)	\$ (713,609)	\$ (1,384,664)	\$ (5,546,845)
Net increase (decrease) in net asset value per share	\$ (0.86)	\$ (11.28)	\$ (4.58)	\$ (3.54)	\$ (20.26)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 22,378	\$ 47,828	\$ 51,360	\$ 49,775	\$ 171,341
Net realized and unrealized gain (loss)	\$ (1,361,639)	\$ 3,454,273	\$ 2,987,259	\$ (3,283,495)	\$ 1,796,398
Net income (loss)	\$ (1,339,261)	\$ 3,502,101	\$ 3,038,619	\$ (3,233,720)	\$ 1,967,739
Net increase (decrease) in net asset value per share	\$ (3.33)	\$ 8.51	\$ 8.75	\$ (11.12)	\$ 2.81

PROSHARES ULTRASHORT SILVER

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 31,554	\$ 42,177	\$ 40,671	\$ 17,511	\$ 131,913
Net realized and unrealized gain (loss)	\$ 745,325	\$ (596,758)	\$ (2,836,930)	\$ (2,053,612)	\$ (4,741,975)
Net income (loss)	\$ 776,879	\$ (554,581)	\$ (2,796,259)	\$ (2,036,100)	\$ (4,610,061)
Net increase (decrease) in net asset value per share	\$ 2.05	\$ (0.96)	\$ (8.35)	\$ (3.11)	\$ (10.37)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 13,187	\$ 33,075	\$ 41,266	\$ 24,944	\$ 112,472
Net realized and unrealized gain (loss)	\$ 1,107,177	\$ 811,275	\$ 5,482,203	\$ (2,494,901)	\$ 4,905,754
Net income (loss)	\$ 1,120,364	\$ 844,350	\$ 5,523,469	\$ (2,469,957)	\$ 5,018,226
Net increase (decrease) in net asset value per share	\$ 2.22	\$ 0.84	\$ 8.79	\$ (6.43)	\$ 5.42

PROSHARES ULTRASHORT YEN

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 167,574	\$ 175,443	\$ 137,637	\$ 74,820	\$ 555,474
Net realized and unrealized gain (loss)	\$ 2,090,200	\$ (2,316,880)	\$ 605,022	\$ 862,500	\$ 1,240,842
Net income (loss)	\$ 2,257,774	\$ (2,141,437)	\$ 742,659	\$ 937,320	\$ 1,796,316
Net increase (decrease) in net asset value per share	\$ 2.58	\$ (3.01)	\$ 1.27	\$ 1.64	\$ 2.48

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ 81,401	\$ 151,662	\$ 178,878	\$ 195,933	\$ 607,874
Net realized and unrealized gain (loss)	\$(11,656,244)	\$7,918,559	\$ 4,795,653	\$ (3,586,623)	\$ (2,528,655)
Net income (loss)	\$(11,574,843)	\$8,070,221	\$ 4,974,531	\$ (3,390,690)	\$ (1,920,781)
Net increase (decrease) in net asset value per share	\$ (7.73)	\$ 6.29	\$ 4.72	\$ (4.32)	\$ (1.04)

PROSHARES VIX MID-TERM FUTURES ETF

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 149,266	\$ 133,606	\$ 129,497	\$ 80,844	\$ 493,213
Net realized and unrealized gain (loss)	\$(10,628,469)	\$ (852,138)	\$ 4,127,635	\$ (4,913,553)	\$ (12,266,525)
Net income (loss)	\$(10,479,203)	\$ (718,532)	\$ 4,257,132	\$ (4,832,709)	\$ (11,773,312)
Net increase (decrease) in net asset value per share	\$ (5.01)	\$ (0.22)	\$ 2.08	\$ (2.23)	\$ (5.38)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (4,487)	\$ 2,771	\$ 20,539	\$ 97,505	\$ 116,328
Net realized and unrealized gain (loss)	\$ 8,636,903	\$(2,832,596)	\$ (2,176,011)	\$ 6,677,557	\$ 10,305,853
Net income (loss)	\$ 8,632,416	\$(2,829,825)	\$ (2,155,472)	\$ 6,775,062	\$ 10,422,181
Net increase (decrease) in net asset value per share	\$ 5.32	\$ (3.58)	\$ (2.46)	\$ 6.08	\$ 5.36

PROSHARES VIX SHORT-TERM FUTURES ETF

	Three Months Ended (unaudited)				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
Net investment income (loss)	\$ 476,702	\$ 724,602	\$ 615,421	\$ 336,674	\$ 2,153,399
Net realized and unrealized gain (loss)	\$(76,190,815)	\$(23,082,821)	\$ (2,496,651)	\$ (125,351,164)	\$ (227,121,451)
Net income (loss)	\$(75,714,113)	\$(22,358,219)	\$ (1,881,230)	\$ (125,014,490)	\$ (224,968,052)
Net increase (decrease) in net asset value per share	\$ (14.50)	\$ (3.22)	\$ (1.67)	\$ (6.89)	\$ (26.28)

	Three Months Ended (unaudited)				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
Net investment income (loss)	\$ (47,426)	\$ (16,991)	\$ 50,013	\$ 381,069	\$ 366,665
Net realized and unrealized gain (loss)	\$ 91,294,868	\$(23,350,906)	\$ (41,230,299)	\$ 85,342,613	\$ 112,056,276
Net income (loss)	\$ 91,247,442	\$(23,367,897)	\$ (41,180,286)	\$ 85,723,682	\$ 112,422,941
Net increase (decrease) in net asset value per share	\$ 16.42	\$ (9.34)	\$ (8.57)	\$ 16.73	\$ 15.24

See the Index to Financial Statements on Page 130 for a list of the financial statements being filed as part of this Annual Report on Form 10-K. Those Financial Statements, and the notes and schedules related thereto, are incorporated by reference into this Item 8.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

Not applicable.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

Under the supervision and with the participation of the principal executive officer and principal financial officer of the Trust, Trust management has evaluated the effectiveness of the Trust's and the Funds' disclosure controls and procedures, and the principal executive officer and principal financial officer have concluded that the disclosure controls and procedures of the Trust and the Funds (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "1934 Act")) were effective, as of December 31, 2019, to provide reasonable assurance that information required to be disclosed in the reports that the Trust files or submits under the 1934 Act on behalf of the Trust and the Funds is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, of the Trust as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

The Trust's management takes responsibility for establishing and maintaining adequate internal control over financial reporting of the Trust and the Funds, as defined in Rules 13a-15(f) and 15d-15(f) under the 1934 Act. The Trust's and the Funds' internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Trust and the Funds; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that the Trust's and the Funds' receipts and expenditures are being made only in accordance with appropriate authorizations of management of the Trust on behalf of the Trust and the Funds; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Trust's or the Funds' assets that could have a material effect on the Trust's or the Funds' financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the principal executive officer and principal financial officer of the Trust, assessed the effectiveness of the Trust's and the Funds' internal control over financial reporting as of December 31, 2019. Their assessment included an evaluation of the design of the Trust's and the Funds' internal control over financial reporting and testing of the operational effectiveness of their internal control over financial reporting. In making its assessment, the Trust's management has utilized the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its report entitled *Internal Control – Integrated Framework (2013)*. Based on their assessment and those criteria, management, including the principal executive officer and principal financial officer of the Trust, concluded that the Trust's and the Funds' internal control over financial reporting was effective as of December 31, 2019.

The effectiveness of the Trust's and the Funds' internal control over financial reporting as of December 31, 2019 has been audited by PricewaterhouseCoopers LLP, the independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in the Trust's or the Funds' internal control over financial reporting that occurred during the year ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Trust's or the Funds' internal control over financial reporting.

Certifications

The certifications by the Principal Executive Officer and Principal Financial Officer of the Trust required by Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, which are filed or furnished as exhibits to this Annual Report on Form 10-K, apply both to the Trust taken as a whole and each Fund, and the Principal Executive Officer and Principal Financial Officer of the Trust are certifying both as to the Trust taken as a whole and each Fund.

Item 9B. Other Information.

Not applicable.

Part III.

Item 10. Directors, Executive Officers and Corporate Governance.

The Sponsor

ProShare Capital Management LLC is the Sponsor of the Trust and the Funds. The Sponsor has exclusive management and control of all aspects of the business of the Funds. The Trustee has no duty or liability to supervise the performance of the Sponsor, nor will the Trustee have any liability for the acts or omissions of the Sponsor.

As of December 31, 2019, the Sponsor serves as the Trust's commodity pool operator.

Specifically, with respect to the Trust, the Sponsor:

- selects the Funds' service providers;
- negotiates various agreements and fees;
- performs such other services as the Sponsor believes that the Trust may require from time to time;
- selects the FCM and Financial Instrument counterparties;
- manages each Fund's portfolio of other assets, including cash equivalents; and
- manages the Funds with a view toward achieving the Funds' investment objectives.

Background and Principals

As of December 31, 2019, the Sponsor served as the commodity pool operator of the Trust and the Funds, and previously also served as the commodity trading advisor to the Trust and the Funds. The Sponsor is registered as a commodity pool operator and as a commodity trading advisor with the CFTC and is a member in good standing of the NFA. The Sponsor's membership with the NFA was originally approved on June 11, 1999. It withdrew its membership with the NFA on August 31, 2000 but later re-applied and had its membership subsequently approved on January 8, 2001. Its membership with the NFA is currently effective. The Sponsor's registration as a commodity trading advisor was approved on June 11, 1999. The Sponsor's registration as a commodity pool operator was originally approved on June 11, 1999. It withdrew its registration as a commodity pool operator on August 30, 2000 but later re-applied and had its registration subsequently approved on November 28, 2007. Its registration as a commodity pool operator is currently effective. As a registered commodity pool operator, with respect to the Trust, the Sponsor must comply with various regulatory requirements under the CEA, and the rules and regulations of the CFTC and the NFA, including investor protection requirements, antifraud prohibitions, disclosure requirements, and reporting and recordkeeping requirements. The NFA approved the Sponsor as a Swaps Firm on January 4, 2013. The Sponsor is also subject to periodic inspections and audits by the CFTC and NFA. Its principal place of business is 7501 Wisconsin Avenue, Suite 1000, Bethesda, Maryland 20814 and its telephone number is (240) 497-6400. The registration of the Sponsor with the CFTC and its membership in the NFA must not be taken as an indication that either the CFTC or the NFA has recommended or approved the Sponsor, the Trust and the Funds.

In its capacity as a commodity pool operator, the Sponsor is an organization which operates or solicits funds for commodity pools; that is, an enterprise in which funds contributed by a number of persons are combined for the purpose of trading futures contracts.

Executive Officers of the Trust and Principals and Significant Employees of the Sponsor

<u>Name</u>	<u>Position</u>
Michael L. Sapir	Chief Executive Officer and Principal of the Sponsor
Louis M. Mayberg	Principal of the Sponsor
William E. Seale	Principal of the Sponsor
Sapir Family Trust	Principal of the Sponsor
Northstar Trust	Principal of the Sponsor
Timothy N. Coakley	Chief Financial Officer and Principal of the Sponsor
Edward J. Karpowicz	Principal Financial Officer of the Trust and Principal of the Sponsor
Todd B. Johnson*	Principal Executive Officer of the Trust and Chief Investment Officer and Principal of the Sponsor
Hratch Najarian	Director, Portfolio Management and Principal of the Sponsor
Alexander Ilyasov	Senior Portfolio Manager of the Sponsor
Ryan Dofflemeyer	Portfolio Manager and Associated Person of the Sponsor
Benjamin McAbee	Portfolio Manager of the Sponsor
Victor M. Frye	Principal of the Sponsor

* Denotes principal of the Sponsor who supervises persons who participate in making trading decisions for the Funds.

The following is a biographical summary of the business experience of the executive officers of the Trust and the principals and significant employees of the Sponsor.

ProFund Advisors LLC (“PFA”) and ProShare Advisors LLC (“PSA”) are investment advisers registered under the Investment Advisers Act of 1940 and commodity pool operators registered under the CEA. PFA is also a commodity trading advisor registered under the CEA.

Michael L. Sapir, Chairman and Chief Executive Officer and a listed Principal of the Sponsor since August 14, 2008; Chairman and Chief Executive Officer and a member of PFA since April 1997, and a listed Principal of PFA since November 26, 2012; and Chairman and Chief Executive Officer and a member of PSA since January 2005 and a listed Principal of PSA since January 14, 2014. As Chairman and Chief Executive Officer of the Sponsor, PFA and PSA, Mr. Sapir’s responsibilities include oversight of all aspects of the Sponsor, PFA and PSA, respectively.

Louis M. Mayberg, a member and a listed Principal of the Sponsor since June 9, 2008; a member of PFA since April 1997 and a listed Principal of PFA since November 26, 2012; and a member of PSA since January 2005 and a listed Principal of PSA since January 14, 2014. Mr. Mayberg served as Principal Executive Officer of the Trust from June 2008 to December 2013.

William E. Seale, Ph.D., a member of the Sponsor and a listed Principal of the Sponsor since June 11, 1999; a member of PFA since April 1997 and a listed Principal of PFA since November 8, 2013; and a member of PSA since April 2005 and a listed Principal of PSA since January 14, 2014. Dr. Seale served as Chief Investment Officer of PFA from January 2003 to July 2005 and from October 2006 to June 2008 and as Director of Portfolio from January 1997 to January 2003. Dr. Seale served as Chief Investment Officer of PSA from October 2006 to June 2008. In these roles, Dr. Seale’s responsibilities included oversight of the investment management activities of the respective entities. Dr. Seale is a former commissioner of the CFTC.

Sapir Family Trust, a listed Principal of the Sponsor. The Sapir Family Trust has an ownership interest in the Sponsor and PSA. The Sapir Family Trust has a passive ownership interest in the Sponsor and exercises no management authority over the Funds.

Northstar Trust, a listed Principal of the Sponsor. Northstar Trust has an ownership interest in the Sponsor and PFA. Northstar Trust has a passive ownership interest in the Sponsor and exercises no management authority over the Funds.

Timothy N. Coakley, Chief Financial Officer and a listed Principal of the Sponsor since March 7, 2014; Chief Financial Officer and a listed Principal of PFA since March 11, 2014; and Chief Financial Officer and a listed Principal of PSA since March 11, 2014. As Chief Financial Officer of the Sponsor, Mr. Coakley’s responsibilities include oversight of the financial matters of the Sponsor.

Edward J. Karpowicz, Principal Financial Officer of the Trust since July 2008 and a listed principal of the Sponsor since September 18, 2013. Mr. Karpowicz has been employed by PFA since July 2002 and PSA since its inception as Vice President of Financial Administration.

Todd B. Johnson, Principal Executive Officer of the Trust since January 2014; Chief Investment Officer of the Sponsor since February 27, 2009, a registered swap associated person of the Sponsor since January 4, 2013, a registered associated person of the Sponsor since January 29, 2010, and a listed principal of the Sponsor since January 16, 2009. As Principal Executive Officer of the Trust, Mr. Johnson’s responsibilities include oversight of the operations of the Trust. As Chief Investment Officer of the Sponsor, Mr. Johnson’s responsibilities include oversight of the investment management activities of the Sponsor. Mr. Johnson has served as Chief Investment Officer of PFA and PSA since December 2008 and has been registered as an associated person of PFA since December 5, 2012 and listed as a principal of PFA since November 26, 2012. In addition, Mr. Johnson has been listed as a principal and associated person of PSA since January 14, 2014. Mr. Johnson served from 2002 to December 2008 at World Asset Management (a financial services firm), working as President and Chief Investment Officer from January 2006 to December 2008, and as Managing Director and Chief Investment Officer of Quantitative Investments of Munder Capital Management, an asset management firm, from January 2002 to December 2005.

Hratch Najarian, Director, Portfolio Management of the Sponsor since August 2013 and a listed principal of the Sponsor since October 15, 2013. In these roles, Mr. Najarian's responsibilities include oversight of the investment management activities of the Sponsor. Mr. Najarian also serves as Director, Portfolio Management of PFA and PSA since August 2013, and is listed as a principal of PFA since January 8, 2014 and a principal and associated person of PSA since January 14, 2014. Mr. Najarian served as Senior Portfolio Manager of PSA from December 2009 through September 2013. He also served as Senior Portfolio Manager of PFA from December 2009 through September 2013, as Portfolio Manager of PFA from May 2007 through November 2009, and as Associate Portfolio Manager of PFA from November 2004 through April 2007.

Alexander Ilyasov, Senior Portfolio Manager of the Sponsor since August 22, 2016. In this role, Mr. Ilyasov's responsibilities include oversight of the investment management activities of the VIX Futures Funds and certain other series of the Trust. Mr. Ilyasov also serves as a Senior Portfolio Manager of PFA since October 2013 and has served as Portfolio Manager of PSA since October 2013.

Ryan T. Dofflemeyer, Portfolio Manager of the Sponsor since January 3, 2011, a registered associated person and an NFA associate member of the Sponsor since October 26, 2010. In these roles, Mr. Dofflemeyer's responsibilities include day-to-day portfolio management of the VIX Funds, the Commodity Index Funds, the Commodity Funds and certain other series of the Trust. Mr. Dofflemeyer has been registered as an associated person of PFA since December 5, 2012. Mr. Dofflemeyer also serves as a Portfolio Manager of PFA since August 2007 and was a Portfolio Analyst between October 2003 and August 2007. In addition, Mr. Dofflemeyer also serves as Portfolio Manager for Horizon BetaPro Funds (investment funds) since May 2008 and served as a Portfolio Manager of PSA from March 2010 through September 2013. Mr. Dofflemeyer worked as a Research Assistant for the Investment Company Institute (investment funds trade organization) from September 2001 to August 2003.

Benjamin McAbee, Portfolio Manager of the Sponsor since August 22, 2016, a registered associated person and an NFA associate member of the Sponsor since December 29, 2010. In these roles, Mr. McAbee's responsibilities include day-to-day portfolio management of the Currency Funds and certain other series of the Trust. Mr. McAbee has been registered as an associated person of PFA since December 5, 2012. Mr. McAbee also serves as a Portfolio Manager of PFA since August 2016 and has served as an Associate Portfolio Manager from December 2011 to August 2016. In addition, Mr. McAbee serves as a Portfolio Manager of PSA since August 2016.

Victor M. Frye, a listed principal of the Sponsor since December 2, 2008, a listed principal of PFA since November 26, 2012, and a listed principal of PSA since January 14, 2014. Mr. Frye's responsibilities include the review and approval of advertising material of the Sponsor. Mr. Frye has been employed as Chief Compliance Officer of PFA since October 2002 and of PSA since December 2004.

Indemnification

The Trust Agreement provides that the Sponsor and its affiliates shall have no liability to the Trust or to any shareholder for any loss suffered by the Trust arising out of any action or inaction of the Sponsor or its affiliates or their respective directors, officers, shareholders, partners, members, managers or employees (the "Sponsor Related Parties"), if the Sponsor Related Parties, in good faith, determined that such course of conduct was in the best interests of the Funds and such course of conduct did not constitute gross negligence or willful misconduct by the Sponsor Related Parties. The Trust has agreed to indemnify the Sponsor Related Parties against claims, losses or liabilities based on their conduct relating to the Trust, provided that the conduct resulting in the claims, losses or liabilities for which indemnity is sought did not constitute gross negligence or willful misconduct and was done in good faith and in a manner reasonably believed to be in the best interests of the Funds.

Code of Ethics

The Trust has adopted a code of ethics ("Code of Ethics") that applies to its Principal Executive Officer and Principal Financial Officer. A copy of the Code of Ethics can be obtained, without charge, upon written request to the Sponsor at the following address: ProShare Capital Management LLC, Attn: General Counsel, 7501 Wisconsin Avenue, Suite 1000, Bethesda, MD 20814.

Item 11. Executive Compensation.

The Funds have no employees or directors and are managed by the Sponsor. None of the officers of the Trust, or the members or officers of the Sponsor receive compensation from the Funds.

The Sponsor receives a monthly Management Fee from each Fund, with the exception of each Matching VIX Fund, equal to 0.95% annually of the average daily net asset value per share at the end of each month. The Sponsor receives a monthly Management Fee from each Matching VIX Fund equal to 0.85% annually of the average daily net asset value per share at the end of each month. During the first year of each Fund's operations, the Sponsor will waive the Management Fee to the extent that such amounts cumulatively exceed the offering costs incurred by each Fund. For the year ended December 31, 2019, the following represents Management Fees earned by the Sponsor:

<u>Fund</u>	<u>Amount</u>
ProShares Short Euro	\$ 135,292
ProShares Short VIX Short-Term Futures ETF	3,333,950
ProShares Ultra Bloomberg Crude Oil	3,612,580
ProShares Ultra Bloomberg Natural Gas	297,043
ProShares Ultra Euro	62,543
ProShares Ultra Gold	884,410
ProShares Ultra Silver	1,928,478
ProShares Ultra VIX Short-Term Futures ETF	4,819,171
ProShares Ultra Yen	39,949
ProShares UltraPro 3x Crude Oil ETF	1,049,564
ProShares UltraPro 3x Short Crude Oil ETF	312,430
ProShares UltraShort Australian Dollar	72,858
ProShares UltraShort Bloomberg Crude Oil	769,401
ProShares UltraShort Bloomberg Natural Gas	83,978
ProShares UltraShort Euro	1,293,377
ProShares UltraShort Gold	188,089
ProShares UltraShort Silver	139,668
ProShares UltraShort Yen	451,638
ProShares VIX Mid-Term Futures ETF	380,474
ProShares VIX Short-Term Futures ETF	2,038,850

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Not applicable.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Not applicable.

Item 14. Principal Accounting Fees and Services.

- (1) to (4). Fees for services performed by PricewaterhouseCoopers LLP ("PwC") for the years ended December 31, 2019 and 2018 were as follows:

	<u>Year Ended</u> <u>December 31, 2019</u>	<u>Year Ended</u> <u>December 31, 2018</u>
Audit Fees	\$ 730,400	\$ 810,400
Audit-Related Fees	—	34,000
Tax Fees	3,158,000	3,207,930
All Other Fees	—	—
Total Trust:	\$ 3,888,400	\$ 4,052,330

Audit fees for the year ended December 31, 2019 consist of fees paid to PwC for the audit of the Funds' December 31, 2019 annual financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2019, for the review of the financial statements included in each Form 10-Q, and for the audits of financial statements included with registration statements. Audit fees for the year ended December 31, 2018 consist of fees paid to PwC for the audit of the Funds' December 31, 2018 annual financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2018, for the review of the financial statements included in each Form 10-Q, and for the audits of financial statements included with registration statements. Tax fees include certain tax compliance and reporting services provided by PwC to the Trust, including processing beneficial ownership information as it relates to the preparation of tax reporting packages and the subsequent delivery of related information to the IRS. Services also include assistance with tax reporting and related information using a web-based tax package product developed by PwC and a toll-free tax package support help line.

- (5) The Sponsor approved all of the services provided by PwC described above. The Sponsor pre-approves all audit and allowed non-audit services of the Trust's independent registered public accounting firm, including all engagement fees and terms.

Part IV.

Item 15. Exhibits and Financial Statement Schedules.

Financial Statement Schedules

See the Index to Financial Statements for a list of the financial statements being filed as part of this Annual Report on Form 10-K. Schedules may have been omitted since they are either not required, not applicable, or the information has otherwise been included.

<u>Exhibit No.</u>	<u>Description of Document</u>
4.1	Trust Agreement of ProShares Trust II (1)
4.2	Form of Amended and Restated Trust Agreement of ProShares Trust II (2)
4.2.1	Amended and Restated Trust Agreement of ProShares Trust II (3)
4.3	Form of Authorized Participant Agreement (4)
10.1	Form of Sponsor Agreement (2)
10.2	Form of Administration and Transfer Agency Services Agreement (4)
10.3	Form of Custodian Agreement (5)
10.4	Form of Distribution Agreement (4)
10.5	Form of Futures Account Agreement (4)
23.1	Consent of Independent Registered Public Accounting Firm (6)
31.1	Certification by Principal Executive Officer of the Trust Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (6)
31.2	Certification by Principal Financial Officer of the Trust Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (6)
32.1	Certification by Principal Executive Officer of the Trust Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (6)
32.2	Certification by Principal Financial Officer of the Trust Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (6)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
104.1	Cover Page Interactive Data File - The cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.

- (1) Incorporated by reference to the Trust's Registration Statement, filed on October 18, 2007.
- (2) Incorporated by reference to the Trust's Registration Statement, filed on August 15, 2008.
- (3) Incorporated by reference to the Trust's Registration Statement, filed on September 18, 2008.
- (4) Incorporated by reference to the Trust's Registration Statement, filed on November 17, 2008.
- (5) Incorporated by reference to the Trust's Registration Statement, filed on October 22, 2008.
- (6) Filed herewith.

Item 16. Form 10-K Summary.

Not applicable.

ProShares Trust II
Financial Statements as of December 31, 2019

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Report of Independent Registered Public Accounting Firm

To the Sponsor of ProShares Trust II and Shareholders of each of the individual twenty funds listed below, comprising ProShares Trust II

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying combined and individual statements of financial condition, including the individual schedules of investments, of ProShares Trust II and each of the individual twenty funds listed below comprising ProShares Trust II (hereafter collectively referred to as the “Trust”), as of December 31, 2019 and 2018, and the related combined and individual statements of operations, of changes in shareholders’ equity and of cash flows for the respective periods described in (a), (b) and (c) below, including the related notes (collectively referred to as the “financial statements”). We also have audited the combined Trust’s and each of the individual fund’s internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the combined and individual financial statements referred to above present fairly, in all material respects, the combined financial position of ProShares Trust II and the individual financial positions of each of the twenty funds listed below as of December 31, 2019 and 2018, and the combined and individual results of their operations and their cash flows for the respective periods described in (a), (b) and (c) below in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the combined Trust and each of the individual twenty funds listed below maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

ProShares Short Euro (a)	ProShares UltraShort Australian Dollar (a)
ProShares Short VIX Short-Term Futures ETF (a)	ProShares UltraShort Bloomberg Crude Oil (a)
ProShares Ultra Bloomberg Crude Oil (a)	ProShares UltraShort Bloomberg Natural Gas (a)
ProShares Ultra Bloomberg Natural Gas (a)	ProShares UltraShort Euro (a)
ProShares Ultra Euro (a)	ProShares UltraShort Gold (a)
ProShares Ultra Gold (a)	ProShares UltraShort Silver (a)
ProShares Ultra Silver (a)	ProShares UltraShort Yen (a)
ProShares Ultra VIX Short-Term Futures ETF (a)	ProShares VIX Mid-Term Futures ETF (a)
ProShares Ultra Yen (a)	ProShares VIX Short-Term Futures ETF (a)
ProShares UltraPro 3x Crude Oil ETF (b)	
ProShares UltraPro 3x Short Crude Oil ETF (b)	ProShares Trust II (“combined”) (c)

- (a) Statements of financial condition, including the schedules of investments, as of December 31, 2019 and 2018, and the related statements of operations, of changes in shareholders’ equity and of cash flows for each of the three years in the period ended December 31, 2019
- (b) Statements of financial condition, including the schedules of investments, as of December 31, 2019 and 2018, and the related statements of operations, of changes in shareholders’ equity and of cash flows for each of the two years in the period ended December 31, 2019 and for the period January 13, 2017 (inception) through December 31, 2017

- (c) Combined statements of financial condition as of December 31, 2019 and 2018, and the related combined statements of operations, of changes in shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2019

Basis for Opinions

The Trust's management is responsible for the combined Trust's and each of the individual fund's financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the combined Trust's and each of the individual fund's financial statements and on the combined Trust's and each of the individual fund's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Trust and each of the individual funds in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the combined Trust's and each of the individual fund's financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting for the combined Trust and each individual fund was maintained in all material respects.

Our audits of the combined Trust's and each of the individual fund's financial statements included performing procedures to assess the risks of material misstatement of the combined Trust's and each of the individual fund's financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the combined Trust's and each of the individual fund's financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the combined Trust's and each of the individual fund's financial statements. Our audits of internal control over financial reporting included obtaining an understanding of the combined Trust's and each of the individual fund's internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

Critical audit matters are matters arising from the current period audits of the combined Trust's and each of the individual fund's financial statements that were communicated or required to be communicated to those charged with governance and that (i) relate to accounts or disclosures that are material to the combined Trust's and each of the individual fund's financial statements and (ii) involved our especially challenging, subjective, or complex judgments. We determined there are no critical audit matters.

/s/ PricewaterhouseCoopers LLP
Baltimore, Maryland
February 28, 2020

We have served as the auditor of ProShares Ultra Bloomberg Crude Oil, ProShares Ultra Euro, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Yen, ProShares UltraShort Bloomberg Crude Oil, ProShares UltraShort Euro, ProShares UltraShort Gold, ProShares UltraShort Silver, and ProShares UltraShort Yen since 2008.

We have served as the auditor of the combined ProShares Trust II, ProShares VIX Mid-Term Futures ETF, and ProShares VIX Short-Term Futures ETF since 2010.

We have served as the auditor of ProShares Short Euro, ProShares Short VIX Short-Term Futures ETF, ProShares Ultra Bloomberg Natural Gas, ProShares Ultra VIX Short-Term Futures ETF, ProShares UltraShort Australian Dollar, and ProShares UltraShort Bloomberg Natural Gas since 2011.

We have served as the auditor of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since 2017.

PROSHARES SHORT EURO
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$745,775 and \$599,431, respectively)	\$ 745,805	\$ 599,429
Cash	1,509,236	7,873,056
Segregated cash balances with brokers for futures contracts	31,680	151,800
Interest receivable	2,434	7,641
Total assets	<u>2,289,155</u>	<u>8,631,926</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	5,100	5,250
Payable to Sponsor	1,860	6,990
Total liabilities	<u>6,960</u>	<u>12,240</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	2,282,195	8,619,686
Total liabilities and shareholders' equity	<u>\$ 2,289,155</u>	<u>\$ 8,631,926</u>
Shares outstanding	<u>50,000</u>	<u>200,000</u>
Net asset value per share	<u>\$ 45.64</u>	<u>\$ 43.10</u>
Market value per share (Note 2)	<u>\$ 45.69</u>	<u>\$ 43.08</u>

See accompanying notes to financial statements.

PROSHARES SHORT EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(33% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.514% due 02/06/20	\$ 365,000	\$364,469
1.519% due 02/13/20	382,000	<u>381,336</u>
Total short-term U.S. government and agency obligations		
(cost \$745,775)		<u>\$745,805</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Euro Fx Currency Futures - CME, expires March 2020	16	\$ 2,256,400	\$ (14,000)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES SHORT EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(7% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.689% due 01/03/19	\$ 200,000	\$199,988
1.941% due 01/17/19	200,000	199,808
1.976% due 01/31/19	200,000	199,633
Total short-term U.S. government and agency obligations (cost \$599,431)		<u>\$599,429</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Euro Fx Currency Futures - CME, expires March 2019	60	\$ 8,641,875	\$ (43,281)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 314,021	\$123,954	\$ 75,953
Expenses			
Management fee	135,292	78,253	111,736
Brokerage commissions	2,478	1,244	1,844
Total expenses	<u>137,770</u>	<u>79,497</u>	<u>113,580</u>
Net investment income (loss)	<u>176,251</u>	<u>44,457</u>	<u>(37,627)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	972,479	459,984	(1,161,987)
Short-term U.S. government and agency obligations	1,186	—	(384)
Net realized gain (loss)	<u>973,665</u>	<u>459,984</u>	<u>(1,162,371)</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	29,281	123,007	(299,188)
Short-term U.S. government and agency obligations	32	358	(381)
Change in net unrealized appreciation (depreciation)	<u>29,313</u>	<u>123,365</u>	<u>(299,569)</u>
Net realized and unrealized gain (loss)	<u>1,002,978</u>	<u>583,349</u>	<u>(1,461,940)</u>
Net income (loss)	<u>\$1,179,229</u>	<u>\$627,806</u>	<u>\$(1,499,567)</u>

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 8,619,686	\$7,991,880	\$15,770,088
Addition of 300,000, – and – shares, respectively	13,205,150	—	—
Redemption of 450,000, – and 150,000 shares, respectively	(20,721,870)	—	(6,278,641)
Net addition (redemption) of (150,000), – and (150,000) shares, respectively	(7,516,720)	—	(6,278,641)
Net investment income (loss)	176,251	44,457	(37,627)
Net realized gain (loss)	973,665	459,984	(1,162,371)
Change in net unrealized appreciation (depreciation)	29,313	123,365	(299,569)
Net income (loss)	1,179,229	627,806	(1,499,567)
Shareholders' equity, end of period	\$ 2,282,195	\$8,619,686	\$ 7,991,880

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 1,179,229	\$ 627,806	\$ (1,499,567)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(411,178,062)	(371,708,641)	(52,920,382)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	411,237,264	378,200,000	59,163,769
Net amortization and accretion on short-term U.S. government and agency obligations	(204,360)	(94,195)	(75,559)
Net realized gain (loss) on investments	(1,186)	—	384
Change in unrealized appreciation (depreciation) on investments	(32)	(358)	381
Decrease (Increase) in interest receivable	5,207	(7,641)	—
Increase (Decrease) in payable to Sponsor	(5,130)	453	(6,149)
Increase (Decrease) in payable on futures contracts	(150)	(38,061)	(33,355)
Net cash provided by (used in) operating activities	<u>1,032,780</u>	<u>6,979,363</u>	<u>4,629,522</u>
Cash flow from financing activities			
Proceeds from addition of shares	13,205,150	—	—
Payment on shares redeemed	(20,721,870)	—	(6,278,641)
Net cash provided by (used in) financing activities	<u>(7,516,720)</u>	<u>—</u>	<u>(6,278,641)</u>
Net increase (decrease) in cash	<u>(6,483,940)</u>	<u>6,979,363</u>	<u>(1,649,119)</u>
Cash, beginning of period	8,024,856	1,045,493	2,694,612
Cash, end of period	<u>\$ 1,540,916</u>	<u>\$ 8,024,856</u>	<u>\$ 1,045,493</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$56,926,750 and \$–, respectively)	\$ 56,929,436	\$ —
Cash	113,044,890	180,835,767
Segregated cash balances with brokers for futures contracts	54,499,197	116,062,688
Receivable on open futures contracts	60,052,325	63,300,889
Interest receivable	123,214	142,222
Total assets	<u>284,649,062</u>	<u>360,341,566</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	15,448,037
Payable to Sponsor	211,883	297,266
Total liabilities	<u>211,883</u>	<u>15,745,303</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	284,437,179	344,596,263
Total liabilities and shareholders' equity	<u>\$ 284,649,062</u>	<u>\$ 360,341,566</u>
Shares outstanding	<u>4,334,307</u>	<u>8,134,307</u>
Net asset value per share	<u>\$ 65.62</u>	<u>\$ 42.36</u>
Market value per share (Note 2)	<u>\$ 65.23</u>	<u>\$ 42.30</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(20% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.547% due 01/30/20 [†]	\$ 42,000,000	\$41,951,238
1.462% due 02/06/20 [†]	15,000,000	<u>14,978,198</u>
Total short-term U.S. government and agency obligations		
(cost \$56,926,750)		<u>\$56,929,436</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires January 2020	5,442	\$ 79,589,250	\$ 10,424,889
VIX Futures - Cboe, expires February 2020	3,764	62,576,500	(170,017)
			<u>\$ 10,254,872</u>

^{^^} Rates shown represent discount rate at the time of purchase.

[†] All or partial amount pledged as collateral for futures contracts.

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires January 2019	4,103	\$ 99,190,025	\$ (15,386,661)
VIX Futures - Cboe, expires February 2019	3,282	73,106,550	910,460
			<u>\$ (14,476,201)</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 5,618,666	\$ 5,721,966	\$ 6,001,679
Expenses			
Management fee	3,333,950	5,617,477	7,147,223
Brokerage commissions	723,282	2,162,086	4,226,442
Brokerage fees	721	151,758	1,558
Non-recurring fees and expenses	398,550	—	—
Total expenses	4,456,503	7,931,321	11,375,223
Net investment income (loss)	1,162,163	(2,209,355)	(5,373,544)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	125,639,084	(1,885,564,719)	897,400,516
Short-term U.S. government and agency obligations	2,755	(259,113)	(443)
Net realized gain (loss)	125,641,839	(1,885,823,832)	897,400,073
Change in net unrealized appreciation (depreciation) on			
Futures contracts	24,731,073	(31,517,650)	27,351,060
Short-term U.S. government and agency obligations	2,686	51,865	(56,560)
Change in net unrealized appreciation (depreciation)	24,733,759	(31,465,785)	27,294,500
Net realized and unrealized gain (loss)	150,375,598	(1,917,289,617)	924,694,573
Net income (loss)	<u>\$151,537,761</u>	<u>\$(1,919,498,972)</u>	<u>\$919,321,029</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$ 344,596,263</u>	<u>\$ 770,163,871</u>	<u>\$ 228,075,387</u>
Addition of 1,500,000, 19,000,000 and 13,137,500 shares, respectively	84,372,594	2,433,234,181	3,985,678,031
Redemption of 5,300,000, 12,378,193 and 12,875,000 shares, respectively	<u>(296,069,439)</u>	<u>(939,302,817)</u>	<u>(4,362,910,576)</u>
Net addition (redemption) of (3,800,000), 6,621,807 and 262,500 shares, respectively	<u>(211,696,845)</u>	<u>1,493,931,364</u>	<u>(377,232,545)</u>
Net investment income (loss)	1,162,163	(2,209,355)	(5,373,544)
Net realized gain (loss)	125,641,839	(1,885,823,832)	897,400,073
Change in net unrealized appreciation (depreciation)	<u>24,733,759</u>	<u>(31,465,785)</u>	<u>27,294,500</u>
Net income (loss)	<u>151,537,761</u>	<u>(1,919,498,972)</u>	<u>919,321,029</u>
Shareholders' equity, end of period	<u>\$ 284,437,179</u>	<u>\$ 344,596,263</u>	<u>\$ 770,163,871</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 151,537,761	\$ (1,919,498,972)	\$ 919,321,029
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(5,155,156,465)	(23,270,517,650)	(7,250,717,757)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	5,100,473,064	23,768,116,025	6,931,640,345
Net amortization and accretion on short-term U.S. government and agency obligations	(2,240,594)	(2,894,979)	(5,493,799)
Net realized gain (loss) on investments	(2,755)	259,113	443
Change in unrealized appreciation (depreciation) on investments	(2,686)	(51,865)	56,560
Decrease (Increase) in receivable on futures contracts	3,248,564	(42,542,039)	(19,699,432)
Decrease (Increase) in interest receivable	19,008	(142,222)	—
Increase (Decrease) in payable to Sponsor	(85,383)	(530,173)	597,228
Increase (Decrease) in payable on futures contracts	(15,448,037)	14,919,287	203,750
Net cash provided by (used in) operating activities	<u>82,342,477</u>	<u>(1,452,883,475)</u>	<u>575,908,367</u>
Cash flow from financing activities			
Proceeds from addition of shares	84,372,594	2,433,234,181	3,985,678,031
Payment on shares redeemed	(296,069,439)	(984,120,527)	(4,318,092,866)
Net cash provided by (used in) financing activities	<u>(211,696,845)</u>	<u>1,449,113,654</u>	<u>(332,414,835)</u>
Net increase (decrease) in cash	<u>(129,354,368)</u>	<u>(3,769,821)</u>	<u>243,493,532</u>
Cash, beginning of period	296,898,455	300,668,276	57,174,744
Cash, end of period	<u>\$ 167,544,087</u>	<u>\$ 296,898,455</u>	<u>\$ 300,668,276</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$200,101,525 and \$280,497,709, respectively)	\$ 200,115,463	\$ 280,502,900
Cash	86,168,083	123,257,905
Segregated cash balances with brokers for futures contracts	2,147,480	13,563,407
Segregated cash balances with brokers for swap agreements	—	11,197,000
Unrealized appreciation on swap agreements	21,814,590	—
Receivable from capital shares sold	—	12,991,664
Receivable on open futures contracts	—	190,440
Interest receivable	123,221	62,514
Total assets	<u>310,368,837</u>	<u>441,765,830</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	266,056	311,815
Payable to Sponsor	258,199	287,236
Unrealized depreciation on swap agreements	—	72,767,125
Total liabilities	<u>524,255</u>	<u>73,366,176</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	309,844,582	368,399,654
Total liabilities and shareholders' equity	<u>\$ 310,368,837</u>	<u>\$ 441,765,830</u>
Shares outstanding	<u>15,211,317</u>	<u>28,211,317</u>
Net asset value per share	<u>\$ 20.37</u>	<u>\$ 13.06</u>
Market value per share (Note 2)	<u>\$ 20.46</u>	<u>\$ 13.30</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(65% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.609% due 01/09/20 [†]	\$ 39,000,000	\$ 38,989,536
1.547% due 01/30/20 [†]	57,000,000	56,933,823
1.514% due 02/06/20	50,952,000	50,877,941
1.587% due 02/13/20 [†]	53,407,000	53,314,163
Total short-term U.S. government and agency obligations (cost \$200,101,525)		<u>\$200,115,463</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2020	554	\$ 33,666,580	\$ 765,575

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg WTI Crude Oil Subindex	0.18%	01/06/20	\$ 172,174,920	\$ 6,039,121
Swap agreement with Goldman Sachs International based on Bloomberg WTI Crude Oil Subindex	0.25	01/06/20	120,411,487	4,393,163
Swap agreement with Royal Bank of Canada based on Bloomberg WTI Crude Oil Subindex	0.23	01/06/20	115,540,626	4,210,281
Swap agreement with Societe Generale based on Bloomberg WTI Crude Oil Subindex	0.25	01/06/20	64,308,537	2,253,037
Swap agreement with UBS AG based on Bloomberg WTI Crude Oil Subindex	0.25	01/06/20	113,574,303	4,918,988
			Total Unrealized Appreciation	<u>\$ 21,814,590</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(76% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/03/19 [†]	\$ 15,000,000	\$ 14,999,078
2.287% due 01/17/19 [†]	91,000,000	90,912,794
2.260% due 01/31/19 [†]	90,000,000	89,834,697
2.400% due 02/14/19 [†]	85,000,000	84,756,331
Total short-term U.S. government and agency obligations (cost \$280,497,709)		<u>\$280,502,900</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2019	3,121	\$ 142,692,120	\$ (14,040,301)

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)*</u>	<u>Termination Date</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg WTI Crude Oil Subindex	0.18%	01/07/19	\$ 192,061,821	\$ (22,752,565)
Swap agreement with Goldman Sachs International based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	112,179,333	(15,691,687)
Swap agreement with Royal Bank of Canada based on Bloomberg WTI Crude Oil Subindex	0.23	01/07/19	113,997,533	(13,836,386)
Swap agreement with Societe Generale based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	38,382,074	(5,206,589)
Swap agreement with UBS AG based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	137,242,162	(15,279,898)
			Total Unrealized Depreciation	<u>\$ (72,767,125)</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 7,627,706	\$ 7,041,517	\$ 5,982,049
Expenses			
Management fee	3,612,580	3,918,014	7,120,247
Brokerage commissions	150,542	100,695	241,263
Total expenses	<u>3,763,122</u>	<u>4,018,709</u>	<u>7,361,510</u>
Net investment income (loss)	<u>3,864,584</u>	<u>3,022,808</u>	<u>(1,379,461)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	22,428,157	(3,149,395)	28,048,922
Swap agreements	121,742,316	24,906,389	(5,902,710)
Short-term U.S. government and agency obligations	18,336	(2,307)	(14,496)
Net realized gain (loss)	<u>144,188,809</u>	<u>21,754,687</u>	<u>22,131,716</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	14,805,876	(25,986,280)	6,408,814
Swap agreements	94,581,715	(135,005,486)	6,879,790
Short-term U.S. government and agency obligations	8,747	32,342	(30,855)
Change in net unrealized appreciation (depreciation)	<u>109,396,338</u>	<u>(160,959,424)</u>	<u>13,257,749</u>
Net realized and unrealized gain (loss)	<u>253,585,147</u>	<u>(139,204,737)</u>	<u>35,389,465</u>
Net income (loss)	<u>\$257,449,731</u>	<u>\$(136,181,929)</u>	<u>\$34,010,004</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 368,399,654	\$ 524,445,526	\$ 933,731,860
Addition of 34,050,000, 24,600,000 and 68,500,000 shares, respectively	569,843,253	518,136,436	1,156,816,574
Redemption of 47,050,000, 18,550,000 and 86,352,616 shares, respectively	(885,848,056)	(538,000,379)	(1,600,112,912)
Net addition (redemption) of (13,000,000), 6,050,000 and (17,852,616) shares, respectively	(316,004,803)	(19,863,943)	(443,296,338)
Net investment income (loss)	3,864,584	3,022,808	(1,379,461)
Net realized gain (loss)	144,188,809	21,754,687	22,131,716
Change in net unrealized appreciation (depreciation)	109,396,338	(160,959,424)	13,257,749
Net income (loss)	257,449,731	(136,181,929)	34,010,004
Shareholders' equity, end of period	<u>\$ 309,844,582</u>	<u>\$ 368,399,654</u>	<u>\$ 524,445,526</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 257,449,731	\$ (136,181,929)	\$ 34,010,004
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(3,985,480,476)	(15,528,795,124)	(6,401,999,444)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	4,072,626,713	15,714,465,442	6,833,376,973
Net amortization and accretion on short-term U.S. government and agency obligations	(6,731,717)	(6,627,281)	(5,888,775)
Net realized gain (loss) on investments	(18,336)	2,307	14,496
Change in unrealized appreciation (depreciation) on investments	(94,590,462)	134,973,144	(6,848,935)
Decrease (Increase) in receivable on futures contracts	190,440	2,051,561	(2,242,001)
Decrease (Increase) in interest receivable	(60,707)	(62,514)	—
Increase (Decrease) in payable to Sponsor	(29,037)	(128,585)	(397,278)
Increase (Decrease) in brokerage commissions payable	—	—	(2,332)
Increase (Decrease) in payable on futures contracts	(45,759)	311,815	(1,993,438)
Net cash provided by (used in) operating activities	<u>243,310,390</u>	<u>180,008,836</u>	<u>448,029,270</u>
Cash flow from financing activities			
Proceeds from addition of shares	582,834,917	505,144,772	1,156,816,574
Payment on shares redeemed	(885,848,056)	(547,464,799)	(1,616,527,496)
Net cash provided by (used in) financing activities	<u>(303,013,139)</u>	<u>(42,320,027)</u>	<u>(459,710,922)</u>
Net increase (decrease) in cash	<u>(59,702,749)</u>	<u>137,688,809</u>	<u>(11,681,652)</u>
Cash, beginning of period	148,018,312	10,329,503	22,011,155
Cash, end of period	<u>\$ 88,315,563</u>	<u>\$ 148,018,312</u>	<u>\$ 10,329,503</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$27,528,924 and \$8,380,716, respectively)	\$ 27,530,314	\$ 8,380,427
Cash	7,072,257	731,158
Segregated cash balances with brokers for futures contracts	10,546,805	6,299,444
Receivable from capital shares sold	—	2,528,757
Receivable on open futures contracts	37,024	—
Interest receivable	10,591	11,508
Total assets	<u>45,196,991</u>	<u>17,951,294</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	3,309,741
Payable to Sponsor	36,786	24,113
Total liabilities	<u>36,786</u>	<u>3,333,854</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	45,160,205	14,617,440
Total liabilities and shareholders' equity	<u>\$ 45,196,991</u>	<u>\$ 17,951,294</u>
Shares outstanding	5,378,150	578,150
Net asset value per share	<u>\$ 8.40</u>	<u>\$ 25.28</u>
Market value per share (Note 2)	<u>\$ 8.34</u>	<u>\$ 25.82</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(61% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 6,000,000	\$ 5,998,390
1.547% due 01/30/20	5,500,000	5,493,615
1.514% due 02/06/20	7,843,000	7,831,600
1.519% due 02/13/20	8,221,000	8,206,709
Total short-term U.S. government and agency obligations (cost \$27,528,924)		<u>\$27,530,314</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Natural Gas - NYMEX, expires March 2020	4,185	\$ 90,312,300	\$ (2,652,228)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(57% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.635% due 01/03/19	\$ 800,000	\$ 799,951
1.884% due 01/17/19	700,000	699,329
1.924% due 01/31/19	900,000	898,347
2.362% due 02/14/19	6,000,000	5,982,800
Total short-term U.S. government and agency obligations (cost \$8,380,716)		<u>\$8,380,427</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Natural Gas - NYMEX, expires March 2019	1,025	\$ 29,222,750	\$ (10,323,163)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 589,183	\$ 489,924	\$ 339,079
Expenses			
Management fee	297,043	305,706	446,589
Brokerage commissions	129,752	87,899	126,252
Total expenses	<u>426,795</u>	<u>393,605</u>	<u>572,841</u>
Net investment income (loss)	<u>162,388</u>	<u>96,319</u>	<u>(233,762)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(32,380,194)	21,092,864	(40,793,265)
Short-term U.S. government and agency obligations	(24)	(31)	(1,021)
Net realized gain (loss)	<u>(32,380,218)</u>	<u>21,092,833</u>	<u>(40,794,286)</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	7,670,935	(17,548,973)	4,689,090
Short-term U.S. government and agency obligations	1,679	1,941	(2,494)
Change in net unrealized appreciation (depreciation)	<u>7,672,614</u>	<u>(17,547,032)</u>	<u>4,686,596</u>
Net realized and unrealized gain (loss)	<u>(24,707,604)</u>	<u>3,545,801</u>	<u>(36,107,690)</u>
Net income (loss)	<u><u>\$(24,545,216)</u></u>	<u><u>\$ 3,642,120</u></u>	<u><u>\$(36,341,452)</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 14,617,440	\$ 63,268,950	\$ 43,203,386
Addition of 8,250,000, 1,600,000 and 2,510,000 shares, respectively	115,544,309	53,884,378	106,004,594
Redemption of 3,450,000, 2,960,284 and 1,030,000 shares, respectively	(60,456,328)	(106,178,008)	(49,597,578)
Net addition (redemption) of 4,800,000, (1,360,284) and 1,480,000 shares, respectively	55,087,981	(52,293,630)	56,407,016
Net investment income (loss)	162,388	96,319	(233,762)
Net realized gain (loss)	(32,380,218)	21,092,833	(40,794,286)
Change in net unrealized appreciation (depreciation)	7,672,614	(17,547,032)	4,686,596
Net income (loss)	(24,545,216)	3,642,120	(36,341,452)
Shareholders' equity, end of period	<u>\$ 45,160,205</u>	<u>\$ 14,617,440</u>	<u>\$ 63,268,950</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (24,545,216)	\$ 3,642,120	\$ (36,341,452)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(409,196,437)	(1,789,009,201)	(400,640,972)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	390,337,650	1,831,997,907	386,173,028
Net amortization and accretion on short-term U.S. government and agency obligations	(289,445)	(405,867)	(313,279)
Net realized gain (loss) on investments	24	31	1,021
Change in unrealized appreciation (depreciation) on investments	(1,679)	(1,941)	2,494
Decrease (Increase) in receivable on futures contracts	(37,024)	1,520,156	(1,520,156)
Decrease (Increase) in interest receivable	917	(11,508)	—
Increase (Decrease) in payable to Sponsor	12,673	(19,992)	8,069
Increase (Decrease) in brokerage commissions payable	—	—	(433)
Increase (Decrease) in payable on futures contracts	(3,309,741)	3,309,741	(1,528,005)
Net cash provided by (used in) operating activities	<u>(47,028,278)</u>	<u>51,021,446</u>	<u>(54,159,685)</u>
Cash flow from financing activities			
Proceeds from addition of shares	118,073,066	51,682,061	105,678,154
Payment on shares redeemed	(60,456,328)	(110,389,802)	(45,385,784)
Net cash provided by (used in) financing activities	<u>57,616,738</u>	<u>(58,707,741)</u>	<u>60,292,370</u>
Net increase (decrease) in cash	<u>10,588,460</u>	<u>(7,686,295)</u>	<u>6,132,685</u>
Cash, beginning of period	7,030,602	14,716,897	8,584,212
Cash, end of period	<u>\$ 17,619,062</u>	<u>\$ 7,030,602</u>	<u>\$ 14,716,897</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$3,970,204 and \$1,496,665, respectively)	\$ 3,970,412	\$ 1,496,658
Cash	1,206,437	5,068,270
Segregated cash balances with brokers for foreign currency forward contracts	921,000	921,000
Unrealized appreciation on foreign currency forward contracts	109,997	61,971
Interest receivable	1,496	6,718
Total assets	<u>6,209,342</u>	<u>7,554,617</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	4,918	6,015
Unrealized depreciation on foreign currency forward contracts	—	4,033
Total liabilities	<u>4,918</u>	<u>10,048</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	6,204,424	7,544,569
Total liabilities and shareholders' equity	<u>\$ 6,209,342</u>	<u>\$ 7,554,617</u>
Shares outstanding	<u>450,000</u>	<u>500,000</u>
Net asset value per share	<u>\$ 13.79</u>	<u>\$ 15.09</u>
Market value per share (Note 2)	<u>\$ 13.77</u>	<u>\$ 15.12</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(64% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 1,000,000	\$ 999,732
1.547% due 01/30/20	1,000,000	998,839
1.514% due 02/06/20	964,000	962,599
1.519% due 02/13/20	1,011,000	1,009,242
Total short-term U.S. government and agency obligations (cost \$3,970,204)		\$3,970,412

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Euro with Goldman Sachs International	01/10/20	5,436,377	\$ 6,100,637	\$ 54,679
Euro with UBS AG	01/10/20	5,589,416	6,272,376	55,318
			Total Unrealized Appreciation	\$ 109,997

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(20% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.635% due 01/03/19	\$ 200,000	\$ 199,988
1.884% due 01/17/19	100,000	99,904
1.924% due 01/31/19	200,000	199,633
2.427% due 02/14/19	1,000,000	997,133
Total short-term U.S. government and agency obligations (cost \$1,496,665)		<u>\$1,496,658</u>

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Euro with Goldman Sachs International	01/11/19	7,046,525	\$ 8,079,203	\$ 28,315
Euro with UBS AG	01/11/19	6,507,700	7,461,414	33,656
			Total Unrealized Appreciation	<u>\$ 61,971</u>
Contracts to Sell				
Euro with Goldman Sachs International	01/11/19	(206,300)	\$ (236,533)	\$ (2,106)
Euro with UBS AG	01/11/19	(203,200)	(232,979)	(1,927)
			Total Unrealized Depreciation	<u>\$ (4,033)</u>

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 121,071	\$ 112,904	\$ 94,761
Expenses			
Management fee	62,543	82,081	124,543
Total expenses	62,543	82,081	124,543
Net investment income (loss)	58,528	30,823	(29,782)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	(722,691)	(1,063,823)	2,212,313
Short-term U.S. government and agency obligations	—	7	(87)
Net realized gain (loss)	(722,691)	(1,063,816)	2,212,226
Change in net unrealized appreciation (depreciation) on			
Foreign currency forward contracts	52,059	(206,214)	838,162
Short-term U.S. government and agency obligations	215	353	(462)
Change in net unrealized appreciation (depreciation)	52,274	(205,861)	837,700
Net realized and unrealized gain (loss)	(670,417)	(1,269,677)	3,049,926
Net income (loss)	<u>\$(611,889)</u>	<u>\$(1,238,854)</u>	<u>\$3,020,144</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$ 7,544,569</u>	<u>\$ 9,591,516</u>	<u>\$ 11,914,585</u>
Addition of 100,000, 150,000 and 1,600,000 shares, respectively	1,422,682	2,653,492	25,220,169
Redemption of 150,000, 200,000 and 1,900,000 shares, respectively	(2,150,938)	(3,461,585)	(30,563,382)
Net addition (redemption) of (50,000), (50,000) and (300,000) shares, respectively	(728,256)	(808,093)	(5,343,213)
Net investment income (loss)	58,528	30,823	(29,782)
Net realized gain (loss)	(722,691)	(1,063,816)	2,212,226
Change in net unrealized appreciation (depreciation)	52,274	(205,861)	837,700
Net income (loss)	(611,889)	(1,238,854)	3,020,144
Shareholders' equity, end of period	<u>\$ 6,204,424</u>	<u>\$ 7,544,569</u>	<u>\$ 9,591,516</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (611,889)	\$ (1,238,854)	\$ 3,020,144
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(69,587,460)	(444,810,526)	(57,793,329)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	67,150,000	450,399,612	62,783,137
Net amortization and accretion on short-term U.S. government and agency obligations	(36,079)	(89,149)	(94,761)
Net realized gain (loss) on investments	—	(7)	87
Change in unrealized appreciation (depreciation) on investments	(52,274)	205,861	(837,700)
Decrease (Increase) in interest receivable	5,222	(6,718)	—
Increase (Decrease) in payable to Sponsor	(1,097)	(1,283)	(2,331)
Net cash provided by (used in) operating activities	<u>(3,133,577)</u>	<u>4,458,936</u>	<u>7,075,247</u>
Cash flow from financing activities			
Proceeds from addition of shares	1,422,682	2,653,492	25,220,169
Payment on shares redeemed	(2,150,938)	(3,461,585)	(30,563,382)
Net cash provided by (used in) financing activities	<u>(728,256)</u>	<u>(808,093)</u>	<u>(5,343,213)</u>
Net increase (decrease) in cash	<u>(3,861,833)</u>	<u>3,650,843</u>	<u>1,732,034</u>
Cash, beginning of period	5,989,270	2,338,427	606,393
Cash, end of period	<u>\$ 2,127,437</u>	<u>\$ 5,989,270</u>	<u>\$ 2,338,427</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$66,174,584 and \$41,941,207, respectively)	\$ 66,177,998	\$ 41,941,734
Cash	36,455,823	32,035,747
Segregated cash balances with brokers for futures contracts	2,070,900	179,296
Segregated cash balances with brokers for forward agreements	—	8,883,000
Unrealized appreciation on swap agreements	5,890,260	—
Unrealized appreciation on forward agreements	—	4,253,301
Receivable on open futures contracts	170,073	—
Interest receivable	45,921	15,303
Total assets	<u>110,810,975</u>	<u>87,308,381</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	3,712,654
Payable on open futures contracts	—	7,990
Payable to Sponsor	84,943	64,443
Total liabilities	<u>84,943</u>	<u>3,785,087</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	<u>110,726,032</u>	<u>83,523,294</u>
Total liabilities and shareholders' equity	<u>\$ 110,810,975</u>	<u>\$ 87,308,381</u>
Shares outstanding	<u>2,250,000</u>	<u>2,250,000</u>
Net asset value per share	<u>\$ 49.21</u>	<u>\$ 37.12</u>
Market value per share (Note 2)	<u>\$ 49.05</u>	<u>\$ 37.41</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(60% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/09/20 [†]	\$ 14,000,000	\$13,996,244
1.547% due 01/30/20 [†]	19,000,000	18,977,940
1.514% due 02/06/20	16,237,000	16,213,400
1.519% due 02/13/20	17,020,000	16,990,414
Total short-term U.S. government and agency obligations (cost \$66,174,584)		<u>\$66,177,998</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Gold Futures - COMEX, expires February 2020	438	\$ 66,711,780	\$ 2,248,514

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg Gold Subindex	0.25%	01/06/20	\$ 60,437,683	\$ 2,300,665
Swap agreement with Goldman Sachs International based on Bloomberg Gold Subindex	0.25	01/06/20	44,172,192	1,681,492
Swap agreement with UBS AG based on Bloomberg Gold Subindex	0.25	01/06/20	50,125,199	1,908,103
			Total Unrealized Appreciation	<u>\$ 5,890,260</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(50% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/03/19 [†]	\$ 2,000,000	\$ 1,999,877
2.307% due 01/17/19 [†]	28,000,000	27,973,167
1.898% due 01/31/19 [†]	3,000,000	2,994,490
2.349% due 02/14/19 [†]	9,000,000	8,974,200
Total short-term U.S. government and agency obligations (cost \$41,941,207)		<u>\$41,941,734</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Gold Futures - COMEX, expires February 2019	47	\$ 6,022,110	\$ 72,670

Forward Agreements[^]

	<u>Rate Paid (Received)[†]</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Forward agreements with Citibank, N.A. based on 0.995 Fine Troy Ounce Gold	2.85%	01/07/19	\$ 50,300	\$ 64,366,395	\$ 1,682,026
Forward agreements with Goldman Sachs International based on 0.995 Fine Troy Ounce Gold	3.30	01/07/19	36,620	46,862,980	1,223,528
Forward agreements with Societe Generale based on 0.995 Fine Troy Ounce Gold	3.02	01/07/19	1,000	1,279,640	61,260
Forward agreements with UBS AG based on 0.995 Fine Troy Ounce Gold	2.90	01/07/19	37,900	48,497,598	1,286,487
				Total Unrealized Appreciation	<u>\$4,253,301</u>

[†] All or partial amount pledged as collateral for forward agreements.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For forward agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 1,798,692	\$ 1,437,347	\$ 766,560
Expenses			
Management fee	884,410	811,581	902,841
Brokerage commissions	11,345	135	48
Total expenses	895,755	811,716	902,889
Net investment income (loss)	902,937	625,631	(136,329)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	2,697,508	(21,640)	2,839
Swap agreements	12,099,826	—	—
Forward agreements	4,790,603	(7,323,366)	11,481,571
Short-term U.S. government and agency obligations	402	(172)	691
Net realized gain (loss)	19,588,339	(7,345,178)	11,485,101
Change in net unrealized appreciation (depreciation) on			
Futures contracts	2,175,844	67,190	24,440
Swap agreements	5,890,260	—	—
Forward agreements	(4,253,301)	606,946	8,077,462
Short-term U.S. government and agency obligations	2,887	6,050	(5,441)
Change in net unrealized appreciation (depreciation)	3,815,690	680,186	8,096,461
Net realized and unrealized gain (loss)	23,404,029	(6,664,992)	19,581,562
Net income (loss)	<u>\$24,306,966</u>	<u>\$(6,039,361)</u>	<u>\$19,445,233</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 83,523,294	\$ 93,708,748	\$ 92,127,200
Addition of 900,000, 550,000 and 650,000 shares, respectively	38,466,355	20,994,687	23,949,465
Redemption of 900,000, 650,000 and 1,100,000 shares, respectively	(35,570,583)	(25,140,780)	(41,813,150)
Net addition (redemption) of -, (100,000) and (450,000) shares, respectively	2,895,772	(4,146,093)	(17,863,685)
Net investment income (loss)	902,937	625,631	(136,329)
Net realized gain (loss)	19,588,339	(7,345,178)	11,485,101
Change in net unrealized appreciation (depreciation)	3,815,690	680,186	8,096,461
Net income (loss)	24,306,966	(6,039,361)	19,445,233
Shareholders' equity, end of period	<u>\$110,726,032</u>	<u>\$ 83,523,294</u>	<u>\$ 93,708,748</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 24,306,966	\$ (6,039,361)	\$ 19,445,233
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(909,144,427)	(4,562,780,642)	(909,157,323)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	886,380,072	4,611,119,917	916,390,856
Net amortization and accretion on short-term U.S. government and agency obligations	(1,468,620)	(1,390,287)	(766,506)
Net realized gain (loss) on investments	(402)	172	(691)
Change in unrealized appreciation (depreciation) on investments	(1,639,846)	(612,996)	(8,072,021)
Decrease (Increase) in receivable on futures contracts	(170,073)	2,420	(2,420)
Decrease (Increase) in interest receivable	(30,618)	(15,303)	—
Increase (Decrease) in payable to Sponsor	20,500	(6,331)	(1,811)
Increase (Decrease) in payable on futures contracts	(7,990)	7,990	(1,280)
Net cash provided by (used in) operating activities	<u>(1,754,438)</u>	<u>40,285,579</u>	<u>17,834,037</u>
Cash flow from financing activities			
Proceeds from addition of shares	38,466,355	20,994,687	23,949,465
Payment on shares redeemed	(39,283,237)	(21,428,126)	(41,813,150)
Net cash provided by (used in) financing activities	<u>(816,882)</u>	<u>(433,439)</u>	<u>(17,863,685)</u>
Net increase (decrease) in cash	<u>(2,571,320)</u>	<u>39,852,140</u>	<u>(29,648)</u>
Cash, beginning of period	41,098,043	1,245,903	1,275,551
Cash, end of period	<u>\$ 38,526,723</u>	<u>\$ 41,098,043</u>	<u>\$ 1,245,903</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$135,537,081 and \$123,793,893, respectively)	\$ 135,544,101	\$ 123,795,806
Cash	71,876,942	29,951,685
Segregated cash balances with brokers for futures contracts	7,181,720	521,057
Segregated cash balances with brokers for forward agreements	—	21,435,000
Unrealized appreciation on swap agreements	25,135,898	—
Unrealized appreciation on forward agreements	—	26,301,717
Interest receivable	91,720	16,306
Total assets	<u>239,830,381</u>	<u>202,021,571</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	398,936	47,576
Payable to Sponsor	176,603	149,619
Total liabilities	<u>575,539</u>	<u>197,195</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	239,254,842	201,824,376
Total liabilities and shareholders' equity	<u>\$ 239,830,381</u>	<u>\$ 202,021,571</u>
Shares outstanding	<u>7,546,526</u>	<u>7,646,526</u>
Net asset value per share	<u>\$ 31.70</u>	<u>\$ 26.39</u>
Market value per share (Note 2)	<u>\$ 31.65</u>	<u>\$ 26.37</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(57% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/09/20 [†]	\$ 29,000,000	\$ 28,992,219
1.547% due 01/30/20 [†]	40,000,000	39,953,560
1.514% due 02/06/20	32,568,000	32,520,662
1.519% due 02/13/20	34,137,000	34,077,660
Total short-term U.S. government and agency obligations (cost \$135,537,081)		<u>\$135,544,101</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Silver Futures - COMEX, expires March 2020	1,316	\$ 117,920,180	\$ 5,724,549

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg Silver Subindex	0.25%	01/06/20	\$ 152,640,569	\$ 10,329,244
Swap agreement with Goldman Sachs International based on Bloomberg Silver Subindex	0.30	01/06/20	83,225,484	5,925,755
Swap agreement with UBS AG based on Bloomberg Silver Subindex	0.25	01/06/20	124,680,616	8,880,899
			Total Unrealized Appreciation	<u>\$25,135,898</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(61% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/03/19 [†]	\$ 8,000,000	\$ 7,999,508
2.285% due 01/17/19 [†]	47,000,000	46,954,960
2.241% due 01/31/19 [†]	38,000,000	37,930,206
2.364% due 02/14/19 [†]	31,000,000	30,911,132
Total short-term U.S. government and agency obligations (cost \$123,793,893)		<u>\$123,795,806</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Silver Futures - COMEX, expires March 2019	129	\$ 10,023,300	\$ 340,736

Forward Agreements[^]

	<u>Rate Paid (Received)[†]</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Forward agreements with Citibank, N.A. based on 0.999 Fine Troy Ounce Silver	3.05%	01/07/19	\$ 9,480,000	\$ 146,687,832	\$ 9,662,061
Forward agreements with Goldman Sachs International based on 0.999 Fine Troy Ounce Silver	3.65	01/07/19	8,070,800	124,892,402	8,418,745
Forward agreements with Societe Generale based on 0.999 Fine Troy Ounce Silver	3.17	01/07/19	100,000	1,547,320	118,797
Forward agreements with UBS AG based on 0.999 Fine Troy Ounce Silver	3.68	01/07/19	7,786,000	120,486,014	8,102,114
				Total Unrealized Appreciation	<u>\$26,301,717</u>

[†] All or partial amount pledged as collateral for forward agreements.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

^{**} For forward agreements, a positive amount represents "long" exposure to the underlying commodity. A negative amount represents "short" exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 3,823,565	\$ 3,490,072	\$ 2,142,183
Expenses			
Management fee	1,928,478	2,020,586	2,551,877
Brokerage commissions	38,814	307	58
Brokerage fees	3	—	—
Total expenses	1,967,295	2,020,893	2,551,935
Net investment income (loss)	1,856,270	1,469,179	(409,752)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	2,780,204	(32,131)	(21,522)
Swap agreements	(779,534)	—	—
Forward agreements	32,366,374	(57,456,395)	(31,741,312)
Short-term U.S. government and agency obligations	7,099	(1,203)	207
Net realized gain (loss)	34,374,143	(57,489,729)	(31,762,627)
Change in net unrealized appreciation (depreciation) on			
Futures contracts	5,383,813	339,136	28,960
Swap agreements	25,135,898	—	—
Forward agreements	(26,301,717)	4,566,383	42,711,523
Short-term U.S. government and agency obligations	5,107	25,666	(28,112)
Change in net unrealized appreciation (depreciation)	4,223,101	4,931,185	42,712,371
Net realized and unrealized gain (loss)	38,597,244	(52,558,544)	10,949,744
Net income (loss)	\$ 40,453,514	\$ (51,089,365)	\$ 10,539,992

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$201,824,376</u>	<u>\$258,244,696</u>	<u>\$275,779,940</u>
Addition of 2,300,000, 2,100,000 and 1,550,000 shares, respectively	62,741,459	56,650,169	50,514,699
Redemption of 2,400,000, 2,150,000 and 2,100,000 shares, respectively	(65,764,507)	(61,981,124)	(78,589,935)
Net addition (redemption) of (100,000), (50,000) and (550,000) shares, respectively	<u>(3,023,048)</u>	<u>(5,330,955)</u>	<u>(28,075,236)</u>
Net investment income (loss)	1,856,270	1,469,179	(409,752)
Net realized gain (loss)	34,374,143	(57,489,729)	(31,762,627)
Change in net unrealized appreciation (depreciation)	4,223,101	4,931,185	42,712,371
Net income (loss)	<u>40,453,514</u>	<u>(51,089,365)</u>	<u>10,539,992</u>
Shareholders' equity, end of period	<u><u>\$239,254,842</u></u>	<u><u>\$201,824,376</u></u>	<u><u>\$258,244,696</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 40,453,514	\$ (51,089,365)	\$ 10,539,992
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(1,737,254,759)	(7,425,415,370)	(2,227,503,877)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,728,644,437	7,540,649,737	2,289,337,181
Net amortization and accretion on short-term U.S. government and agency obligations	(3,125,767)	(3,423,994)	(2,142,126)
Net realized gain (loss) on investments	(7,099)	1,203	(207)
Change in unrealized appreciation (depreciation) on investments	1,160,712	(4,592,049)	(42,683,411)
Decrease (Increase) in receivable on futures contracts	—	2,220	(2,220)
Decrease (Increase) in interest receivable	(75,414)	(16,306)	—
Increase (Decrease) in payable to Sponsor	26,984	(37,038)	(34,624)
Increase (Decrease) in payable on futures contracts	351,360	47,576	(2,290)
Net cash provided by (used in) operating activities	<u>30,173,968</u>	<u>56,126,614</u>	<u>27,508,418</u>
Cash flow from financing activities			
Proceeds from addition of shares	62,741,459	56,650,169	50,514,699
Payment on shares redeemed	(65,764,507)	(65,335,975)	(75,235,084)
Net cash provided by (used in) financing activities	<u>(3,023,048)</u>	<u>(8,685,806)</u>	<u>(24,720,385)</u>
Net increase (decrease) in cash	27,150,920	47,440,808	2,788,033
Cash, beginning of period	51,907,742	4,466,934	1,678,901
Cash, end of period	<u>\$ 79,058,662</u>	<u>\$ 51,907,742</u>	<u>\$ 4,466,934</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$179,736,532 and \$-, respectively)	\$ 179,749,262	\$ —
Cash	179,318,928	104,967,557
Segregated cash balances with brokers for futures contracts	175,258,401	70,020,038
Segregated cash balances with brokers for swap agreements	6,984,000	27,933,000
Receivable from capital shares sold	87,500	8,149,949
Receivable on open futures contracts	20,666,579	11,407,017
Interest receivable	212,666	106,307
Total assets	<u>562,277,336</u>	<u>222,583,868</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	34,019,820	6,745,146
Payable to Sponsor	411,729	202,902
Unrealized depreciation on swap agreements	209,784	1,330,949
Total liabilities	<u>34,641,333</u>	<u>8,278,997</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	<u>527,636,003</u>	<u>214,304,871</u>
Total liabilities and shareholders' equity	<u>\$ 562,277,336</u>	<u>\$ 222,583,868</u>
Shares outstanding	<u>41,630,912</u>	<u>2,630,912</u>
Net asset value per share	<u>\$ 12.67</u>	<u>\$ 81.46</u>
Market value per share (Note 2)	<u>\$ 12.89</u>	<u>\$ 81.73</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(34% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.547% due 01/30/20†	\$ 83,000,000	\$ 82,903,637
1.462% due 02/06/20†	50,000,000	49,927,325
1.618% due 02/13/20†	47,000,000	46,918,300
Total short-term U.S. government and agency obligations		
(cost \$179,736,532)		<u>\$179,749,262</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires January 2020	29,402	\$ 430,004,250	\$ (44,377,309)
VIX Futures - Cboe, expires February 2020	20,358	338,451,750	(2,019,472)
			<u>\$ (46,396,781)</u>

Total Return Swap Agreements^

	<u>Rate Paid (Received)*</u>	<u>Termination Date</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Goldman Sachs & Co. based on iPath Series B S&P 500 VIX Short-Term Futures ETN iNAV Index	2.61%	01/29/20	\$ 23,078,793	\$ (209,784)
			Total Unrealized Depreciation	<u>\$ (209,784)</u>

† All or partial amount pledged as collateral for futures contracts.

^ The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represent discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires January 2019	5,932	\$ 143,406,100	\$ 33,798,582
VIX Futures - Cboe, expires February 2019	4,746	105,717,150	(1,294,617)
			<u>\$ 32,503,965</u>

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Goldman Sachs International based on iPath S&P 500 VIX Short-Term Futures ETN IOPV	2.51%	01/26/19	\$ 72,301,516	\$ (1,330,949)
			Total Unrealized Depreciation	<u>\$ (1,330,949)</u>

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents “long” exposure to the benchmark index. A negative amount represents “short” exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 7,903,309	\$ 3,853,146	\$ 3,040,059
Expenses			
Management fee	4,819,171	3,966,185	3,960,999
Brokerage commissions	2,936,813	3,032,632	3,970,588
Brokerage fees	24,765	—	4,533
Non-recurring fees and expenses	27,508	—	—
Total expenses	7,808,257	6,998,817	7,936,120
Net investment income (loss)	95,052	(3,145,671)	(4,896,061)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(561,156,010)	379,449,269	(1,020,750,851)
Swap agreements	(51,702,622)	10,551,473	—
Short-term U.S. government and agency obligations	18,591	(7,731)	(21,942)
Net realized gain (loss)	(612,840,041)	389,993,011	(1,020,772,793)
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(78,900,746)	66,970,085	(26,493,883)
Swap agreements	1,121,165	(1,330,949)	—
Short-term U.S. government and agency obligations	12,730	13,265	(8,993)
Change in net unrealized appreciation (depreciation)	(77,766,851)	65,652,401	(26,502,876)
Net realized and unrealized gain (loss)	(690,606,892)	455,645,412	(1,047,275,669)
Net income (loss)	<u>\$(690,511,840)</u>	<u>\$452,499,741</u>	<u>\$(1,052,171,730)</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 214,304,871	\$ 394,035,141	\$ 515,758,754
Addition of 83,750,000, 38,280,000 and 17,117,000 shares, respectively	2,454,259,697	2,228,542,993	2,602,989,881
Redemption of 44,750,000, 43,274,536 and 10,084,629 shares, respectively	(1,450,416,725)	(2,860,773,004)	(1,672,541,764)
Net addition (redemption) of 39,000,000, (4,994,536) and 7,032,371 shares, respectively	1,003,842,972	(632,230,011)	930,448,117
Net investment income (loss)	95,052	(3,145,671)	(4,896,061)
Net realized gain (loss)	(612,840,041)	389,993,011	(1,020,772,793)
Change in net unrealized appreciation (depreciation)	(77,766,851)	65,652,401	(26,502,876)
Net income (loss)	(690,511,840)	452,499,741	(1,052,171,730)
Shareholders' equity, end of period	\$ 527,636,003	\$ 214,304,871	\$ 394,035,141

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (690,511,840)	\$ 452,499,741	\$(1,052,171,730)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(5,261,759,239)	(15,074,656,207)	(4,416,383,420)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	5,085,520,200	15,363,705,730	4,566,387,313
Net amortization and accretion on short-term U.S. government and agency obligations	(3,478,902)	(1,510,857)	(2,896,165)
Net realized gain (loss) on investments	(18,591)	7,731	21,942
Change in unrealized appreciation (depreciation) on investments	(1,133,895)	1,317,684	8,993
Decrease (Increase) in receivable on futures contracts	(9,259,562)	6,171,434	18,388,740
Decrease (Increase) in interest receivable	(106,359)	(106,307)	—
Increase (Decrease) in payable to Sponsor	208,827	(141,390)	(79,981)
Increase (Decrease) in payable on futures contracts	27,274,674	6,745,146	—
Net cash provided by (used in) operating activities	<u>(853,264,687)</u>	<u>754,032,705</u>	<u>(886,724,308)</u>
Cash flow from financing activities			
Proceeds from addition of shares	2,462,322,146	2,220,909,974	2,602,472,951
Payment on shares redeemed	(1,450,416,725)	(2,860,773,004)	(1,709,331,303)
Net cash provided by (used in) financing activities	<u>1,011,905,421</u>	<u>(639,863,030)</u>	<u>893,141,648</u>
Net increase (decrease) in cash	158,640,734	114,169,675	6,417,340
Cash, beginning of period	202,920,595	88,750,920	82,333,580
Cash, end of period	<u>\$ 361,561,329</u>	<u>\$ 202,920,595</u>	<u>\$ 88,750,920</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$1,808,030 and \$-, respectively)	\$ 1,808,104	\$ —
Cash	3,283,138	2,419,531
Segregated cash balances with brokers for foreign currency forward contracts	500,000	307,000
Unrealized appreciation on foreign currency forward contracts	—	179,187
Receivable from capital shares sold	—	2,846,576
Interest receivable	4,726	3,941
Total assets	<u>5,595,968</u>	<u>5,756,235</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	4,475	2,443
Unrealized depreciation on foreign currency forward contracts	10,529	2,076
Total liabilities	<u>15,004</u>	<u>4,519</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	5,580,964	5,751,716
Total liabilities and shareholders' equity	<u>\$ 5,595,968</u>	<u>\$ 5,756,235</u>
Shares outstanding	<u>99,970</u>	<u>99,970</u>
Net asset value per share	<u>\$ 55.83</u>	<u>\$ 57.53</u>
Market value per share (Note 2)	<u>\$ 55.83</u>	<u>\$ 57.55</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations (32% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.514% due 02/06/20	\$ 884,000	\$ 882,715
1.519% due 02/13/20	927,000	<u>925,389</u>
Total short-term U.S. government and agency obligations (cost \$1,808,030)		<u>\$1,808,104</u>

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Yen with Goldman Sachs International	01/10/20	325,804,302	\$ 2,999,073	\$ (2,404)
Yen with UBS AG	01/10/20	888,782,738	8,181,365	<u>(7,841)</u>
				<u>\$ (10,245)</u>
Contracts to Sell				
Yen with UBS AG	01/10/20	(6,892,531)	\$ (63,447)	\$ (284)
				<u>\$ (284)</u>
			Total Unrealized Depreciation	<u>\$ (10,529)</u>

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Yen with Goldman Sachs International	01/11/19	314,867,300	\$ 2,873,778	\$ 73,705
Yen with UBS AG	01/11/19	955,546,600	8,721,224	105,482
			Total Unrealized Appreciation	<u>\$ 179,187</u>
Contracts to Sell				
Yen with UBS AG	01/11/19	(10,055,200)	\$ (91,773)	\$ (2,076)
			Total Unrealized Depreciation	<u>\$ (2,076)</u>

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 78,463	\$ 26,930	\$ 28,639
Expenses			
Management fee	39,949	27,913	50,521
Total expenses	39,949	27,913	50,521
Net investment income (loss)	38,514	(983)	(21,882)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	58,152	(170,364)	(46,195)
Short-term U.S. government and agency obligations	(162)	—	(83)
Net realized gain (loss)	57,990	(170,364)	(46,278)
Change in net unrealized appreciation (depreciation) on			
Foreign currency forward contracts	(187,640)	211,935	307,252
Short-term U.S. government and agency obligations	74	283	(58)
Change in net unrealized appreciation (depreciation)	(187,566)	212,218	307,194
Net realized and unrealized gain (loss)	(129,576)	41,854	260,916
Net income (loss)	\$ (91,062)	\$ 40,871	\$239,034

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 5,751,716	\$2,864,269	\$ 5,540,957
Addition of 200,000, 50,000 and – shares, respectively	11,322,305	2,846,576	—
Redemption of 200,000, – and 50,000 shares, respectively	(11,401,995)	—	(2,915,722)
Net addition (redemption) of –, 50,000 and (50,000) shares, respectively	(79,690)	2,846,576	(2,915,722)
Net investment income (loss)	38,514	(983)	(21,882)
Net realized gain (loss)	57,990	(170,364)	(46,278)
Change in net unrealized appreciation (depreciation)	(187,566)	212,218	307,194
Net income (loss)	(91,062)	40,871	239,034
Shareholders' equity, end of period	<u>\$ 5,580,964</u>	<u>\$5,751,716</u>	<u>\$ 2,864,269</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (91,062)	\$ 40,871	\$ 239,034
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(42,675,552)	(41,486,414)	(16,968,159)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	40,888,736	43,500,000	20,281,603
Net amortization and accretion on short-term U.S. government and agency obligations	(21,376)	(15,370)	(28,639)
Net realized gain (loss) on investments	162	—	83
Change in unrealized appreciation (depreciation) on investments	187,566	(212,218)	(307,194)
Decrease (Increase) in interest receivable	(785)	(3,941)	—
Increase (Decrease) in payable to Sponsor	2,032	131	(2,225)
Net cash provided by (used in) operating activities	<u>(1,710,279)</u>	<u>1,823,059</u>	<u>3,214,503</u>
Cash flow from financing activities			
Proceeds from addition of shares	14,168,881	—	—
Payment on shares redeemed	(11,401,995)	—	(2,915,722)
Net cash provided by (used in) financing activities	<u>2,766,886</u>	<u>—</u>	<u>(2,915,722)</u>
Net increase (decrease) in cash	1,056,607	1,823,059	298,781
Cash, beginning of period	2,726,531	903,472	604,691
Cash, end of period	<u>\$ 3,783,138</u>	<u>\$ 2,726,531</u>	<u>\$ 903,472</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$47,190,714 and \$20,979,000, respectively)	\$ 47,193,110	\$ 20,979,876
Cash	12,393,273	38,690,241
Segregated cash balances with brokers for futures contracts	13,388,080	24,892,125
Receivable from capital shares sold	—	2,597,148
Receivable on open futures contracts	—	551,842
Interest receivable	25,542	17,308
Total assets	<u>73,000,005</u>	<u>87,728,540</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	2,075,764	—
Payable to Sponsor	64,912	61,498
Total liabilities	<u>2,140,676</u>	<u>61,498</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	70,859,329	87,667,042
Total liabilities and shareholders' equity	<u>\$ 73,000,005</u>	<u>\$ 87,728,540</u>
Shares outstanding	<u>3,300,000</u>	<u>6,700,000</u>
Net asset value per share	<u>\$ 21.47</u>	<u>\$ 13.08</u>
Market value per share (Note 2)	<u>\$ 21.60</u>	<u>\$ 13.47</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(67% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 9,000,000	\$ 8,997,585
1.547% due 01/30/20	13,000,000	12,984,908
1.514% due 02/06/20	12,328,000	12,310,081
1.519% due 02/13/20	12,923,000	12,900,536
Total short-term U.S. government and agency obligations (cost \$47,190,714)		<u>\$47,193,110</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2020	3,498	\$ 212,573,460	\$ 7,266,550

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(24% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
2.342% due 01/17/19	\$ 21,000,000	\$20,979,876
Total short-term U.S. government and agency obligations		
(cost \$20,979,000)		<u>\$20,979,876</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2019	5,751	\$ 262,935,720	\$ (23,451,361)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		January 13, 2017
	2019	2018	(Inception) through December 31, 2017
Investment Income			
Interest	\$ 2,114,130	\$ 351,928	\$ 9,696
Expenses			
Management fee	1,049,564	277,762	—
Brokerage commissions	334,485	86,561	34,408
Brokerage fees	—	—	67
Offering costs	—	52,846	119,081
Limitation by Sponsor	—	(26,957)	(24,342)
Total expenses	1,384,049	390,212	129,214
Net investment income (loss)	730,081	(38,284)	(119,518)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	69,170,933	(37,435,672)	6,018,618
Short-term U.S. government and agency obligations	7,318	—	—
Net realized gain (loss)	69,178,251	(37,435,672)	6,018,618
Change in net unrealized appreciation (depreciation) on			
Futures contracts	30,717,911	(24,869,359)	1,417,998
Short-term U.S. government and agency obligations	1,520	876	—
Change in net unrealized appreciation (depreciation)	30,719,431	(24,868,483)	1,417,998
Net realized and unrealized gain (loss)	99,897,682	(62,304,155)	7,436,616
Net income (loss)	\$100,627,763	\$(62,342,439)	\$ 7,317,098

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		January 13, 2017
	2019	2018	(Inception) through December 31, 2017
Shareholders' equity, beginning of period	\$ 87,667,042	\$ 11,335,483	\$ —
Addition of 15,150,000, 7,250,000 and 1,750,008 shares, respectively	251,308,636	186,003,485	40,659,738
Redemption of 18,550,000, 850,008 and 1,450,000 shares, respectively	(368,744,112)	(47,329,487)	(36,641,353)
Net addition (redemption) of (3,400,000), 6,399,992 and 300,008 shares, respectively	(117,435,476)	138,673,998	4,018,385
Net investment income (loss)	730,081	(38,284)	(119,518)
Net realized gain (loss)	69,178,251	(37,435,672)	6,018,618
Change in net unrealized appreciation (depreciation)	30,719,431	(24,868,483)	1,417,998
Net income (loss)	100,627,763	(62,342,439)	7,317,098
Shareholders' equity, end of period	<u>\$ 70,859,329</u>	<u>\$ 87,667,042</u>	<u>\$ 11,335,483</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		January 13, 2017
	2019	2018	(Inception) through December 31, 2017
Cash flow from operating activities			
Net income (loss)	\$ 100,627,763	\$ (62,342,439)	\$ 7,317,098
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(1,874,262,579)	(2,621,719,773)	—
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,849,526,465	2,601,000,000	—
Net amortization and accretion on short-term U.S. government and agency obligations	(1,468,282)	(259,227)	—
Net realized gain (loss) on investments	(7,318)	—	—
Change in unrealized appreciation (depreciation) on investments	(1,520)	(876)	—
Decrease (Increase) in receivable on futures contracts	551,842	(262,447)	(289,395)
Decrease (Increase) in receivable in Limitation by Sponsor	—	24,342	(24,342)
Decrease (Increase) in interest receivable	(8,234)	(17,308)	—
Cash paid for offering costs	—	—	(171,927)
Amortization of offering costs	—	52,846	119,081
Increase (Decrease) in payable to Sponsor	3,414	61,498	—
Increase (Decrease) in payable on futures contracts	2,075,764	—	—
Net cash provided by (used in) operating activities	<u>77,037,315</u>	<u>(83,463,384)</u>	<u>6,950,515</u>
Cash flow from financing activities			
Proceeds from addition of shares	253,905,784	183,406,337	40,659,738
Payment on shares redeemed	(368,744,112)	(47,329,487)	(36,641,353)
Net cash provided by (used in) financing activities	<u>(114,838,328)</u>	<u>136,076,850</u>	<u>4,018,385</u>
Net increase (decrease) in cash	<u>(37,801,013)</u>	<u>52,613,466</u>	<u>10,968,900</u>
Cash, beginning of period	63,582,366	10,968,900	—
Cash, end of period	<u>\$ 25,781,353</u>	<u>\$ 63,582,366</u>	<u>\$ 10,968,900</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$57,372,196 and \$-, respectively)	\$ 57,375,132	\$ —
Cash	14,418,802	13,456,117
Segregated cash balances with brokers for futures contracts	17,524,681	5,303,112
Securities sold receivable	3,883	—
Receivable on open futures contracts	2,120,078	—
Interest receivable	20,691	13,748
Total assets	<u>91,463,267</u>	<u>18,772,977</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	89,382
Payable to Sponsor	74,120	18,496
Total liabilities	<u>74,120</u>	<u>107,878</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	91,389,147	18,665,099
Total liabilities and shareholders' equity	<u>\$ 91,463,267</u>	<u>\$ 18,772,977</u>
Shares outstanding	8,574,906	374,906
Net asset value per share	<u>\$ 10.66</u>	<u>\$ 49.79</u>
Market value per share (Note 2)	<u>\$ 10.58</u>	<u>\$ 48.43</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(63% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.607% due 01/09/20	\$ 13,000,000	\$12,996,512
1.547% due 01/30/20	13,000,000	12,984,907
1.514% due 02/06/20	15,352,000	15,329,686
1.519% due 02/13/20	16,092,000	16,064,027
Total short-term U.S. government and agency obligations (cost \$57,372,196)		<u>\$57,375,132</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2020	4,511	\$ 274,133,470	\$ (8,358,056)

^^ Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2019	1,225	\$ 56,007,000	\$ 7,019,475

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		January 13, 2017
	2019	2018	(Inception) through December 31, 2017
Investment Income			
Interest	\$ 562,435	\$ 190,658	\$ 5,930
Expenses			
Management fee	312,430	176,390	—
Brokerage commissions	146,608	70,338	32,624
Brokerage fees	—	—	135
Offering costs	—	52,797	119,070
Limitation by Sponsor	—	(176)	(35,309)
Total expenses	459,038	299,349	116,520
Net investment income (loss)	103,397	(108,691)	(110,590)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(2,410,550)	7,377,281	(7,046,628)
Short-term U.S. government and agency obligations	6,030	—	—
Net realized gain (loss)	(2,404,520)	7,377,281	(7,046,628)
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(15,377,531)	10,007,630	(2,988,155)
Short-term U.S. government and agency obligations	2,936	—	—
Change in net unrealized appreciation (depreciation)	(15,374,595)	10,007,630	(2,988,155)
Net realized and unrealized gain (loss)	(17,779,115)	17,384,911	(10,034,783)
Net income (loss)	\$(17,675,718)	\$17,276,220	\$ (10,145,373)

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		January 13, 2017
	2019	2018	(Inception) through December 31, 2017
Shareholders' equity, beginning of period	\$ 18,665,099	\$ 21,161,176	\$ —
Addition of 20,600,000, 2,637,500 and 575,002 shares, respectively	304,935,397	62,030,238	38,429,372
Redemption of 12,400,000, 2,762,596 and 75,000 shares, respectively	(214,535,631)	(81,802,535)	(7,122,823)
Net addition (redemption) of 8,200,000, (125,096) and 500,002 shares, respectively	90,399,766	(19,772,297)	31,306,549
Net investment income (loss)	103,397	(108,691)	(110,590)
Net realized gain (loss)	(2,404,520)	7,377,281	(7,046,628)
Change in net unrealized appreciation (depreciation)	(15,374,595)	10,007,630	(2,988,155)
Net income (loss)	(17,675,718)	17,276,220	(10,145,373)
Shareholders' equity, end of period	<u>\$ 91,389,147</u>	<u>\$ 18,665,099</u>	<u>\$ 21,161,176</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF
STATEMENTS OF CASH FLOWS

	<u>Year Ended December 31,</u>		<u>January 13, 2017</u>
	<u>2019</u>	<u>2018</u>	<u>(Inception) through December 31, 2017</u>
Cash flow from operating activities			
Net income (loss)	\$ (17,675,718)	\$ 17,276,220	\$ (10,145,373)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(450,571,483)	(1,258,898,672)	—
Proceeds from sales or maturities of short-term U.S. government and agency obligations	393,485,809	1,259,000,000	—
Net amortization and accretion on short-term U.S. government and agency obligations	(280,492)	(101,328)	—
Net realized gain (loss) on investments	(6,030)	—	—
Change in unrealized appreciation (depreciation) on investments	(2,936)	—	—
Decrease (Increase) in securities sold receivable	(3,883)	—	—
Decrease (Increase) in receivable on futures contracts	(2,120,078)	—	—
Decrease (Increase) in receivable in Limitation by Sponsor	—	35,309	(35,309)
Decrease (Increase) in interest receivable	(6,943)	(13,748)	—
Cash paid for offering costs	—	—	(171,867)
Amortization of offering costs	—	52,797	119,070
Increase (Decrease) in payable to Sponsor	55,624	18,496	—
Increase (Decrease) in payable on futures contracts	(89,382)	(437,716)	527,098
Net cash provided by (used in) operating activities	<u>(77,215,512)</u>	<u>16,931,358</u>	<u>(9,706,381)</u>
Cash flow from financing activities			
Proceeds from addition of shares	304,935,397	62,030,238	38,429,372
Payment on shares redeemed	(214,535,631)	(81,802,535)	(7,122,823)
Net cash provided by (used in) financing activities	<u>90,399,766</u>	<u>(19,772,297)</u>	<u>31,306,549</u>
Net increase (decrease) in cash	<u>13,184,254</u>	<u>(2,840,939)</u>	<u>21,600,168</u>
Cash, beginning of period	18,759,229	21,600,168	—
Cash, end of period	<u>\$ 31,943,483</u>	<u>\$ 18,759,229</u>	<u>\$ 21,600,168</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$3,931,268 and \$299,548, respectively)	\$ 3,931,474	\$ 299,537
Cash	1,506,673	10,321,256
Segregated cash balances with brokers for futures contracts	211,200	433,125
Receivable on open futures contracts	—	6,300
Interest receivable	1,707	8,475
Total assets	<u>5,651,054</u>	<u>11,068,693</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	37,725	—
Payable to Sponsor	4,717	8,360
Total liabilities	<u>42,442</u>	<u>8,360</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	5,608,612	11,060,333
Total liabilities and shareholders' equity	<u>\$ 5,651,054</u>	<u>\$ 11,068,693</u>
Shares outstanding	<u>100,000</u>	<u>200,000</u>
Net asset value per share	<u>\$ 56.09</u>	<u>\$ 55.30</u>
Market value per share (Note 2)	<u>\$ 55.88</u>	<u>\$ 54.92</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(70% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 1,000,000	\$ 999,732
1.547% due 01/30/20	1,000,000	998,839
1.514% due 02/06/20	945,000	943,626
1.519% due 02/13/20	991,000	989,277
Total short-term U.S. government and agency obligations (cost \$3,931,268)		<u>\$3,931,474</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Australian Dollar Fx Currency Futures - CME, expires March 2020	160	\$ 11,260,800	\$ (224,000)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(3% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.884% due 01/17/19	\$ 100,000	\$ 99,904
1.924% due 01/31/19	200,000	<u>199,633</u>
Total short-term U.S. government and agency obligations		
(cost \$299,548)		<u>\$299,537</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Australian Dollar Fx Currency Futures - CME, expires March 2019	315	\$ 22,213,800	\$ 511,825

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 159,039	\$ 119,098	\$ 85,306
Expenses			
Management fee	72,858	75,944	123,234
Brokerage commissions	5,856	6,408	8,846
Total expenses	78,714	82,352	132,080
Net investment income (loss)	80,325	36,746	(46,774)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	833,171	128,451	(866,771)
Short-term U.S. government and agency obligations	28	(247)	(178)
Net realized gain (loss)	833,199	128,204	(866,949)
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(735,825)	1,405,045	(2,075,560)
Short-term U.S. government and agency obligations	217	983	(718)
Change in net unrealized appreciation (depreciation)	(735,608)	1,406,028	(2,076,278)
Net realized and unrealized gain (loss)	97,591	1,534,232	(2,943,227)
Net income (loss)	\$ 177,916	\$1,570,978	\$(2,990,001)

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$11,060,333</u>	<u>\$13,702,102</u>	<u>\$16,613,473</u>
Addition of 50,000, 100,000 and 100,000 shares, respectively	3,004,977	5,028,505	4,801,797
Redemption of 150,000, 200,000 and 100,000 shares, respectively	(8,634,614)	(9,241,252)	(4,723,167)
Net addition (redemption) of (100,000), (100,000) and – shares, respectively	<u>(5,629,637)</u>	<u>(4,212,747)</u>	<u>78,630</u>
Net investment income (loss)	80,325	36,746	(46,774)
Net realized gain (loss)	833,199	128,204	(866,949)
Change in net unrealized appreciation (depreciation)	<u>(735,608)</u>	<u>1,406,028</u>	<u>(2,076,278)</u>
Net income (loss)	177,916	1,570,978	(2,990,001)
Shareholders' equity, end of period	<u>\$ 5,608,612</u>	<u>\$11,060,333</u>	<u>\$13,702,102</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 177,916	\$ 1,570,978	\$ (2,990,001)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(132,612,765)	(304,025,708)	(88,399,815)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	129,028,715	315,798,003	89,408,839
Net amortization and accretion on short-term U.S. government and agency obligations	(47,642)	(87,192)	(84,205)
Net realized gain (loss) on investments	(28)	247	178
Change in unrealized appreciation (depreciation) on investments	(217)	(983)	718
Decrease (Increase) in receivable on futures contracts	6,300	(6,300)	—
Decrease (Increase) in interest receivable	6,768	(8,475)	—
Increase (Decrease) in payable to Sponsor	(3,643)	(2,889)	(1,706)
Increase (Decrease) in payable on futures contracts	37,725	(52,950)	20,610
Net cash provided by (used in) operating activities	<u>(3,406,871)</u>	<u>13,184,731</u>	<u>(2,045,382)</u>
Cash flow from financing activities			
Proceeds from addition of shares	3,004,977	5,028,505	4,801,797
Payment on shares redeemed	(8,634,614)	(9,241,252)	(4,723,167)
Net cash provided by (used in) financing activities	<u>(5,629,637)</u>	<u>(4,212,747)</u>	<u>78,630</u>
Net increase (decrease) in cash	<u>(9,036,508)</u>	<u>8,971,984</u>	<u>(1,966,752)</u>
Cash, beginning of period	10,754,381	1,782,397	3,749,149
Cash, end of period	<u>\$ 1,717,873</u>	<u>\$ 10,754,381</u>	<u>\$ 1,782,397</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$62,196,121 and \$27,967,127, respectively)	\$ 62,199,283	\$ 27,967,534
Cash	50,856,757	22,869,986
Segregated cash balances with brokers for futures contracts	7,239,420	2,746,147
Segregated cash balances with brokers for swap agreements	3,813,000	14,356,000
Unrealized appreciation on swap agreements	—	20,646,726
Receivable from capital shares sold	4,267,015	25,458,885
Receivable on open futures contracts	1,144,404	432,627
Interest receivable	54,165	36,428
Total assets	<u>129,574,044</u>	<u>114,514,333</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	48,600
Payable to Sponsor	88,432	88,422
Unrealized depreciation on swap agreements	4,033,931	—
Total liabilities	<u>4,122,363</u>	<u>137,022</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	125,451,681	114,377,311
Total liabilities and shareholders' equity	<u>\$ 129,574,044</u>	<u>\$ 114,514,333</u>
Shares outstanding	<u>10,289,884</u>	<u>3,839,884</u>
Net asset value per share	<u>\$ 12.19</u>	<u>\$ 29.79</u>
Market value per share (Note 2)	<u>\$ 12.15</u>	<u>\$ 29.28</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(50% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/09/20	\$ 13,000,000	\$12,996,512
1.547% due 01/30/20 [†]	15,000,000	14,982,585
1.514% due 02/06/20	16,734,000	16,709,677
1.519% due 02/13/20 [†]	17,541,000	17,510,509
Total short-term U.S. government and agency obligations (cost \$62,196,121)		<u>\$62,199,283</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2020	1,864	\$ 113,275,280	\$ (3,118,689)

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg WTI Crude Oil Subindex	0.18%	01/06/20	\$ (39,727,981)	\$ (1,401,797)
Swap agreement with Goldman Sachs International based on Bloomberg WTI Crude Oil Subindex	0.25	01/06/20	(37,407,865)	(793,395)
Swap agreement with Royal Bank of Canada based on Bloomberg WTI Crude Oil Subindex	0.23	01/06/20	(31,487,418)	(815,341)
Swap agreement with Societe Generale based on Bloomberg WTI Crude Oil Subindex	0.25	01/06/20	(9,213,127)	(325,459)
Swap agreement with UBS AG based on Bloomberg WTI Crude Oil Subindex	0.25	01/06/20	(19,757,339)	(697,939)
			Total Unrealized Depreciation	<u>\$ (4,033,931)</u>

† All or partial amount pledged as collateral for swap agreements.

^ The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represent discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(24% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/03/19 [†]	\$ 5,000,000	\$ 4,999,692
2.212% due 01/17/19 [†]	15,000,000	14,985,625
1.898% due 01/31/19 [†]	5,000,000	4,990,817
2.427% due 02/14/19	3,000,000	2,991,400
Total short-term U.S. government and agency obligations (cost \$27,967,127)		<u>\$27,967,534</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
WTI Crude Oil - NYMEX, expires March 2019	641	\$ 29,306,520	\$ 3,272,155

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg WTI Crude Oil Subindex	0.18%	01/07/19	\$ (67,986,223)	\$ 8,336,367
Swap agreement with Goldman Sachs International based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	(43,744,157)	2,752,372
Swap agreement with Royal Bank of Canada based on Bloomberg WTI Crude Oil Subindex	0.23	01/07/19	(31,327,722)	4,237,960
Swap agreement with Societe Generale based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	(13,980,566)	1,891,050
Swap agreement with UBS AG based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	(42,493,832)	3,428,977
			Total Unrealized Appreciation	<u>\$ 20,646,726</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 1,570,676	\$ 2,758,399	\$ 1,661,295
Expenses			
Management fee	769,401	1,663,576	1,934,688
Brokerage commissions	91,476	56,193	82,258
Total expenses	<u>860,877</u>	<u>1,719,769</u>	<u>2,016,946</u>
Net investment income (loss)	<u>709,799</u>	<u>1,038,630</u>	<u>(355,651)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(13,850,702)	(3,836,970)	(599,457)
Swap agreements	(400,998)	(38,203,116)	(5,891,603)
Short-term U.S. government and agency obligations	4,244	103	(448)
Net realized gain (loss)	<u>(14,247,456)</u>	<u>(42,039,983)</u>	<u>(6,491,508)</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(6,390,844)	7,234,803	(2,535,833)
Swap agreements	(24,680,657)	51,253,868	(18,400,261)
Short-term U.S. government and agency obligations	2,755	22,739	(21,889)
Change in net unrealized appreciation (depreciation)	<u>(31,068,746)</u>	<u>58,511,410</u>	<u>(20,957,983)</u>
Net realized and unrealized gain (loss)	<u>(45,316,202)</u>	<u>16,471,427</u>	<u>(27,449,491)</u>
Net income (loss)	<u><u>\$(44,606,403)</u></u>	<u><u>\$ 17,510,057</u></u>	<u><u>\$(27,805,142)</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 114,377,311	\$ 225,843,284	\$ 200,958,303
Addition of 25,950,000, 13,300,000 and 14,500,000 shares, respectively	397,696,425	247,024,351	510,910,744
Redemption of 19,500,000, 18,750,000 and 11,550,000 shares, respectively	(342,015,652)	(376,000,381)	(458,220,621)
Net addition (redemption) of 6,450,000, (5,450,000) and 2,950,000 shares, respectively	55,680,773	(128,976,030)	52,690,123
Net investment income (loss)	709,799	1,038,630	(355,651)
Net realized gain (loss)	(14,247,456)	(42,039,983)	(6,491,508)
Change in net unrealized appreciation (depreciation)	(31,068,746)	58,511,410	(20,957,983)
Net income (loss)	(44,606,403)	17,510,057	(27,805,142)
Shareholders' equity, end of period	<u>\$ 125,451,681</u>	<u>\$ 114,377,311</u>	<u>\$ 225,843,284</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (44,606,403)	\$ 17,510,057	\$ (27,805,142)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(1,412,477,845)	(6,792,763,547)	(2,520,968,339)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,379,275,846	7,020,979,617	2,474,635,036
Net amortization and accretion on short-term U.S. government and agency obligations	(1,022,751)	(2,513,939)	(1,641,472)
Net realized gain (loss) on investments	(4,244)	(103)	448
Change in unrealized appreciation (depreciation) on investments	24,677,902	(51,276,607)	18,422,150
Decrease (Increase) in receivable on futures contracts	(711,777)	(432,627)	—
Decrease (Increase) in interest receivable	(17,737)	(36,428)	—
Increase (Decrease) in payable to Sponsor	10	(102,279)	27,810
Increase (Decrease) in payable on futures contracts	(48,600)	(645,187)	680,185
Net cash provided by (used in) operating activities	<u>(54,935,599)</u>	<u>190,718,957</u>	<u>(56,649,324)</u>
Cash flow from financing activities			
Proceeds from addition of shares	418,888,295	221,565,466	510,910,744
Payment on shares redeemed	(342,015,652)	(376,000,381)	(458,220,621)
Net cash provided by (used in) financing activities	<u>76,872,643</u>	<u>(154,434,915)</u>	<u>52,690,123</u>
Net increase (decrease) in cash	<u>21,937,044</u>	<u>36,284,042</u>	<u>(3,959,201)</u>
Cash, beginning of period	39,972,133	3,688,091	7,647,292
Cash, end of period	<u>\$ 61,909,177</u>	<u>\$ 39,972,133</u>	<u>\$ 3,688,091</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$5,154,603 and \$299,715, respectively)	\$ 5,154,876	\$ 299,714
Cash	4,438,331	11,046,280
Segregated cash balances with brokers for futures contracts	2,932,560	7,709,942
Receivable on open futures contracts	—	3,096,239
Interest receivable	6,522	11,379
Total assets	<u>12,532,289</u>	<u>22,163,554</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	4,321,588
Payable on open futures contracts	6,826	—
Payable to Sponsor	9,860	16,525
Total liabilities	<u>16,686</u>	<u>4,338,113</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	12,515,603	17,825,441
Total liabilities and shareholders' equity	<u>\$ 12,532,289</u>	<u>\$ 22,163,554</u>
Shares outstanding	<u>324,832</u>	<u>824,832</u>
Net asset value per share	<u>\$ 38.53</u>	<u>\$ 21.61</u>
Market value per share (Note 2)	<u>\$ 38.82</u>	<u>\$ 21.22</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(41% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.629% due 01/09/20	\$ 1,600,000	\$1,599,571
1.514% due 02/06/20	1,739,000	1,736,472
1.519% due 02/13/20	1,822,000	1,818,833
Total short-term U.S. government and agency obligations		
(cost \$5,154,603)		<u>\$5,154,876</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Natural Gas - NYMEX, expires March 2020	1,160	\$ 25,032,800	\$ 672,329

^^ Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(2% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.635% due 01/03/19	\$ 100,000	\$ 99,994
1.884% due 01/17/19	100,000	99,904
1.924% due 01/31/19	100,000	99,816
Total short-term U.S. government and agency obligations		
(cost \$299,715)		<u>\$299,714</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Natural Gas - NYMEX, expires March 2019	1,250	\$ 35,637,500	\$ 10,837,989

^^ Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 167,939	\$ 121,027	\$ 38,651
Expenses			
Management fee	83,978	84,418	63,534
Brokerage commissions	54,544	41,063	29,529
Brokerage fees	—	—	39
Total expenses	<u>138,522</u>	<u>125,481</u>	<u>93,102</u>
Net investment income (loss)	<u>29,417</u>	<u>(4,454)</u>	<u>(54,451)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	19,286,567	(14,147,964)	4,762,532
Short-term U.S. government and agency obligations	—	—	(783)
Net realized gain (loss)	<u>19,286,567</u>	<u>(14,147,964)</u>	<u>4,761,749</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(10,165,660)	11,935,038	(615,018)
Short-term U.S. government and agency obligations	274	(85)	121
Change in net unrealized appreciation (depreciation)	<u>(10,165,386)</u>	<u>11,934,953</u>	<u>(614,897)</u>
Net realized and unrealized gain (loss)	<u>9,121,181</u>	<u>(2,213,011)</u>	<u>4,146,852</u>
Net income (loss)	<u>\$ 9,150,598</u>	<u>\$ (2,217,465)</u>	<u>\$4,092,401</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$ 17,825,441</u>	<u>\$ 6,902,743</u>	<u>\$ 4,038,794</u>
Addition of 1,200,000, 2,500,000 and 650,000 shares, respectively	30,089,484	53,822,972	23,216,158
Redemption of 1,700,000, 1,850,000 and 650,000 shares, respectively	(44,549,920)	(40,682,809)	(24,444,610)
Net addition (redemption) of (500,000), 650,000 and – shares, respectively	<u>(14,460,436)</u>	<u>13,140,163</u>	<u>(1,228,452)</u>
Net investment income (loss)	29,417	(4,454)	(54,451)
Net realized gain (loss)	19,286,567	(14,147,964)	4,761,749
Change in net unrealized appreciation (depreciation)	<u>(10,165,386)</u>	<u>11,934,953</u>	<u>(614,897)</u>
Net income (loss)	9,150,598	(2,217,465)	4,092,401
Shareholders' equity, end of period	<u>\$ 12,515,603</u>	<u>\$ 17,825,441</u>	<u>\$ 6,902,743</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 9,150,598	\$ (2,217,465)	\$ 4,092,401
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(202,154,543)	(695,820,495)	(98,949,414)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	197,350,000	699,600,000	97,881,796
Net amortization and accretion on short-term U.S. government and agency obligations	(50,345)	(79,553)	(33,644)
Net realized gain (loss) on investments	—	—	783
Change in unrealized appreciation (depreciation) on investments	(274)	85	(121)
Decrease (Increase) in receivable on futures contracts	3,096,239	(3,096,239)	105,872
Decrease (Increase) in interest receivable	4,857	(11,379)	—
Increase (Decrease) in payable to Sponsor	(6,665)	13,415	(261)
Increase (Decrease) in brokerage commissions and fees payable	—	—	(144)
Increase (Decrease) in payable on futures contracts	6,826	(104,104)	104,104
Net cash provided by (used in) operating activities	<u>7,396,693</u>	<u>(1,715,735)</u>	<u>3,201,372</u>
Cash flow from financing activities			
Proceeds from addition of shares	30,089,484	53,822,972	23,216,158
Payment on shares redeemed	(48,871,508)	(36,361,221)	(24,444,610)
Net cash provided by (used in) financing activities	<u>(18,782,024)</u>	<u>17,461,751</u>	<u>(1,228,452)</u>
Net increase (decrease) in cash	<u>(11,385,331)</u>	<u>15,746,016</u>	<u>1,972,920</u>
Cash, beginning of period	18,756,222	3,010,206	1,037,286
Cash, end of period	<u>\$ 7,370,891</u>	<u>\$ 18,756,222</u>	<u>\$ 3,010,206</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$78,586,073 and \$121,798,837, respectively)	\$ 78,590,100	\$ 121,801,685
Cash	44,280,278	33,215,995
Segregated cash balances with brokers for foreign currency forward contracts	—	3,138,000
Unrealized appreciation on foreign currency forward contracts	115,751	104,074
Interest receivable	60,723	15,999
Total assets	<u>123,046,852</u>	<u>158,275,753</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	2,427,020
Payable to Sponsor	99,508	128,696
Unrealized depreciation on foreign currency forward contracts	2,366,171	1,599,878
Total liabilities	<u>2,465,679</u>	<u>4,155,594</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	120,581,173	154,120,159
Total liabilities and shareholders' equity	<u>\$ 123,046,852</u>	<u>\$ 158,275,753</u>
Shares outstanding	<u>4,500,000</u>	<u>6,350,000</u>
Net asset value per share	<u>\$ 26.80</u>	<u>\$ 24.27</u>
Market value per share (Note 2)	<u>\$ 26.80</u>	<u>\$ 24.25</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(65% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 16,000,000	\$15,995,707
1.547% due 01/30/20 [†]	22,000,000	21,974,458
1.514% due 02/06/20	19,864,000	19,835,128
1.519% due 02/13/20 [†]	20,821,000	20,784,807
Total short-term U.S. government and agency obligations (cost \$78,586,073)		<u>\$78,590,100</u>

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Euro with UBS AG	01/10/20	19,396,955	\$ 21,767,031	<u>\$ 115,751</u>
			Total Unrealized Appreciation	<u>\$ 115,751</u>
Contracts to Sell				
Euro with Goldman Sachs International	01/10/20	(112,762,143)	\$ (126,540,324)	<u>\$ (1,134,162)</u>
Euro with UBS AG	01/10/20	(122,358,446)	(137,309,180)	<u>(1,232,009)</u>
			Total Unrealized Depreciation	<u>\$ (2,366,171)</u>

[†] All or partial amount pledged as collateral for foreign currency forward contracts.

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(79% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.689% due 01/03/19 [†]	\$ 6,000,000	\$ 5,999,631
2.305% due 01/17/19 [†]	43,000,000	42,958,793
2.297% due 01/31/19 [†]	51,000,000	50,906,328
2.363% due 02/14/19 [†]	22,000,000	21,936,933
Total short-term U.S. government and agency obligations (cost \$121,798,837)		\$121,801,685

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Euro with Goldman Sachs International	01/11/19	11,497,100	\$ 13,182,017	\$ 54,842
Euro with UBS AG	01/11/19	33,071,100	37,917,719	49,232
			Total Unrealized Appreciation	\$ 104,074
Contracts to Sell				
Euro with Goldman Sachs International	01/11/19	(152,127,525)	\$ (174,422,043)	\$ (664,844)
Euro with UBS AG	01/11/19	(161,054,700)	(184,657,508)	(935,034)
			Total Unrealized Depreciation	\$ (1,599,878)

[†] All or partial amount pledged as collateral for foreign currency forward contracts.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 2,822,207	\$ 3,045,321	\$ 2,048,455
Expenses			
Management fee	1,293,377	1,720,827	2,445,170
Total expenses	1,293,377	1,720,827	2,445,170
Net investment income (loss)	1,528,830	1,324,494	(396,715)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	13,745,299	18,953,455	(39,691,680)
Short-term U.S. government and agency obligations	1,909	(219)	(3,785)
Net realized gain (loss)	13,747,208	18,953,236	(39,695,465)
Change in net unrealized appreciation (depreciation) on			
Foreign currency forward contracts	(754,616)	4,848,465	(22,507,200)
Short-term U.S. government and agency obligations	1,179	20,890	(20,263)
Change in net unrealized appreciation (depreciation)	(753,437)	4,869,355	(22,527,463)
Net realized and unrealized gain (loss)	12,993,771	23,822,591	(62,222,928)
Net income (loss)	\$14,522,601	\$25,147,085	\$(62,619,643)

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$154,120,159</u>	<u>\$ 202,548,197</u>	<u>\$ 349,392,650</u>
Addition of 1,050,000, 1,700,000 and 2,400,000 shares, respectively	27,861,560	37,244,830	54,352,755
Redemption of 2,900,000, 4,900,000 and 5,750,000 shares, respectively	<u>(75,923,147)</u>	<u>(110,819,953)</u>	<u>(138,577,565)</u>
Net addition (redemption) of (1,850,000), (3,200,000) and (3,350,000) shares, respectively	<u>(48,061,587)</u>	<u>(73,575,123)</u>	<u>(84,224,810)</u>
Net investment income (loss)	1,528,830	1,324,494	(396,715)
Net realized gain (loss)	13,747,208	18,953,236	(39,695,465)
Change in net unrealized appreciation (depreciation)	<u>(753,437)</u>	<u>4,869,355</u>	<u>(22,527,463)</u>
Net income (loss)	<u>14,522,601</u>	<u>25,147,085</u>	<u>(62,619,643)</u>
Shareholders' equity, end of period	<u>\$120,581,173</u>	<u>\$ 154,120,159</u>	<u>\$ 202,548,197</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 14,522,601	\$ 25,147,085	\$ (62,619,643)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(1,454,451,994)	(5,771,042,956)	(2,213,830,667)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,500,077,958	5,856,785,001	2,348,460,695
Net amortization and accretion on short-term U.S. government and agency obligations	(2,411,291)	(2,752,893)	(2,048,455)
Net realized gain (loss) on investments	(1,909)	219	3,785
Change in unrealized appreciation (depreciation) on investments	753,437	(4,869,355)	22,527,463
Decrease (Increase) in interest receivable	(44,724)	(15,999)	—
Increase (Decrease) in payable to Sponsor	(29,188)	(42,899)	(119,503)
Net cash provided by (used in) operating activities	<u>58,414,890</u>	<u>103,208,203</u>	<u>92,373,675</u>
Cash flow from financing activities			
Proceeds from addition of shares	27,861,560	37,244,830	54,352,755
Payment on shares redeemed	(78,350,167)	(108,392,933)	(145,349,037)
Net cash provided by (used in) financing activities	<u>(50,488,607)</u>	<u>(71,148,103)</u>	<u>(90,996,282)</u>
Net increase (decrease) in cash	7,926,283	32,060,100	1,377,393
Cash, beginning of period	36,353,995	4,293,895	2,916,502
Cash, end of period	<u>\$ 44,280,278</u>	<u>\$ 36,353,995</u>	<u>\$ 4,293,895</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$12,354,582 and \$3,989,775, respectively)	\$ 12,355,192	\$ 3,989,563
Cash	8,993,715	12,563,184
Segregated cash balances with brokers for futures contracts	358,200	38,148
Segregated cash balances with brokers for forward agreements	—	2,502,000
Segregated cash balances with brokers for swap agreements	544,000	—
Receivable on open futures contracts	—	1,700
Interest receivable	11,691	10,500
Total assets	<u>22,262,798</u>	<u>19,105,095</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	25,211	—
Payable to Sponsor	17,218	15,312
Unrealized depreciation on swap agreements	1,172,809	—
Unrealized depreciation on forward agreements	—	990,786
Total liabilities	<u>1,215,238</u>	<u>1,006,098</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	<u>21,047,560</u>	<u>18,098,997</u>
Total liabilities and shareholders' equity	<u>\$ 22,262,798</u>	<u>\$ 19,105,095</u>
Shares outstanding	<u>396,977</u>	<u>246,978</u>
Net asset value per share	<u>\$ 53.02</u>	<u>\$ 73.28</u>
Market value per share (Note 2)	<u>\$ 53.21</u>	<u>\$ 72.84</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(59% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 2,000,000	\$ 1,999,463
1.547% due 01/30/20 [†]	3,000,000	2,996,517
1.514% due 02/06/20	3,599,000	3,593,769
1.519% due 02/13/20 [†]	3,772,000	3,765,443
Total short-term U.S. government and agency obligations (cost \$12,354,582)		<u>\$12,355,192</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Gold Futures - COMEX, expires February 2020	76	\$ 11,575,560	\$ (391,570)

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg Gold Subindex	0.25%	01/06/20	\$ (13,940,590)	\$ (534,714)
Swap agreement with Goldman Sachs International based on Bloomberg Gold Subindex	0.20	01/06/20	(6,884,579)	(263,870)
Swap agreement with UBS AG based on Bloomberg Gold Subindex	0.25	01/06/20	(9,756,431)	(374,225)
			Total Unrealized Depreciation	<u>\$ (1,172,809)</u>

† All or partial amount pledged as collateral for swap agreements.

^ The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represent discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations (22% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.885% due 01/31/19 [†]	\$ 1,000,000	\$ 998,163
2.349% due 02/14/19 [†]	3,000,000	<u>2,991,400</u>
Total short-term U.S. government and agency obligations (cost \$3,989,775)		<u>\$3,989,563</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Gold Futures - COMEX, expires February 2019	10	\$ 1,281,300	\$ (31,780)

Forward Agreements[^]

	<u>Rate Paid (Received)*</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Forward agreements with Citibank, N.A. based on 0.995 Fine Troy Ounce Gold	(2.35)%	01/07/19	\$ (11,200)	\$ (14,332,080)	\$ (380,655)
Forward agreements with Goldman Sachs International based on 0.995 Fine Troy Ounce Gold	(2.45)	01/07/19	(7,598)	(9,723,237)	(258,134)
Forward agreements with Societe Generale based on 0.995 Fine Troy Ounce Gold	(2.12)	01/07/19	(1,000)	(1,279,640)	(63,076)
Forward agreements with UBS AG based on 0.995 Fine Troy Ounce Gold	(2.10)	01/07/19	(7,450)	(9,533,169)	<u>(288,921)</u>
				Total Unrealized Depreciation	<u>\$ (990,786)</u>

[†] All or partial amount pledged as collateral for forward agreements.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For forward agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 380,158	\$ 423,926	\$ 283,917
Expenses			
Management fee	188,089	252,524	344,734
Brokerage commissions	5,355	61	48
Total expenses	193,444	252,585	344,782
Net investment income (loss)	186,714	171,341	(60,865)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(1,183,722)	21,620	(2,987)
Swap agreements	(2,891,389)	—	—
Forward agreements	(1,118,149)	1,301,959	(6,990,570)
Short-term U.S. government and agency obligations	692	152	(1,208)
Net realized gain (loss)	(5,192,568)	1,323,731	(6,994,765)
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(359,790)	(26,320)	(24,440)
Swap agreements	(1,172,809)	—	—
Forward agreements	990,786	497,473	(4,521,825)
Short-term U.S. government and agency obligations	822	1,514	(2,006)
Change in net unrealized appreciation (depreciation)	(540,991)	472,667	(4,548,271)
Net realized and unrealized gain (loss)	(5,733,559)	1,796,398	(11,543,036)
Net income (loss)	<u>\$ (5,546,845)</u>	<u>\$ 1,967,739</u>	<u>\$ (11,603,901)</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 18,098,997	\$ 31,497,410	\$ 63,653,647
Addition of 600,000, 250,000 and 350,000 shares, respectively	39,522,691	16,527,151	26,178,336
Redemption of 450,001, 450,000 and 600,000 shares, respectively	(31,027,283)	(31,893,303)	(46,730,672)
Net addition (redemption) of 149,999, (200,000) and (250,000) shares, respectively	8,495,408	(15,366,152)	(20,552,336)
Net investment income (loss)	186,714	171,341	(60,865)
Net realized gain (loss)	(5,192,568)	1,323,731	(6,994,765)
Change in net unrealized appreciation (depreciation)	(540,991)	472,667	(4,548,271)
Net income (loss)	(5,546,845)	1,967,739	(11,603,901)
Shareholders' equity, end of period	<u>\$ 21,047,560</u>	<u>\$ 18,098,997</u>	<u>\$ 31,497,410</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (5,546,845)	\$ 1,967,739	\$ (11,603,901)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(348,134,747)	(1,471,021,129)	(259,713,980)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	339,976,425	1,499,398,357	288,557,288
Net amortization and accretion on short-term U.S. government and agency obligations	(205,793)	(387,225)	(283,867)
Net realized gain (loss) on investments	(692)	(152)	1,208
Change in unrealized appreciation (depreciation) on investments	181,201	(498,987)	4,523,831
Decrease (Increase) in receivable on futures contracts	1,700	(1,700)	1,280
Decrease (Increase) in interest receivable	(1,191)	(10,500)	–
Increase (Decrease) in payable to Sponsor	1,906	(9,944)	(30,538)
Increase (Decrease) in payable on futures contracts	25,211	(2,420)	2,420
Net cash provided by (used in) operating activities	<u>(13,702,825)</u>	<u>29,434,039</u>	<u>21,453,741</u>
Cash flow from financing activities			
Proceeds from addition of shares	39,522,691	16,527,151	26,178,336
Payment on shares redeemed	(31,027,283)	(31,893,303)	(46,730,672)
Net cash provided by (used in) financing activities	<u>8,495,408</u>	<u>(15,366,152)</u>	<u>(20,552,336)</u>
Net increase (decrease) in cash	<u>(5,207,417)</u>	<u>14,067,887</u>	<u>901,405</u>
Cash, beginning of period	15,103,332	1,035,445	134,040
Cash, end of period	<u>\$ 9,895,915</u>	<u>\$ 15,103,332</u>	<u>\$ 1,035,445</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$9,162,163 and \$3,294,789, respectively)	\$ 9,162,867	\$ 3,294,766
Cash	5,300,012	5,677,665
Segregated cash balances with brokers for futures contracts	148,200	44,431
Segregated cash balances with brokers for forward agreements	—	4,554,000
Segregated cash balances with brokers for swap agreements	1,198,000	—
Receivable on open futures contracts	4,800	—
Interest receivable	4,326	7,847
Total assets	<u>15,818,205</u>	<u>13,578,709</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	18,516	5,720
Payable to Sponsor	11,622	11,115
Unrealized depreciation on swap agreements	1,953,904	—
Unrealized depreciation on forward agreements	—	1,793,011
Total liabilities	<u>1,984,042</u>	<u>1,809,846</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	<u>13,834,163</u>	<u>11,768,863</u>
Total liabilities and shareholders' equity	<u>\$ 15,818,205</u>	<u>\$ 13,578,709</u>
Shares outstanding	<u>516,976</u>	<u>316,976</u>
Net asset value per share	<u>\$ 26.76</u>	<u>\$ 37.13</u>
Market value per share (Note 2)	<u>\$ 26.80</u>	<u>\$ 37.10</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(66% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 2,000,000	\$1,999,463
1.547% due 01/30/20	2,000,000	1,997,678
1.564% due 02/06/20 [†]	2,526,000	2,522,329
1.565% due 02/13/20 [†]	2,648,000	2,643,397
Total short-term U.S. government and agency obligations (cost \$9,162,163)		<u>\$9,162,867</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Silver Futures - COMEX, expires March 2020	27	\$ 2,419,335	\$ (82,181)

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)[*]</u>	<u>Termination Date</u>	<u>Notional Amount at Value^{**}</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg Silver Subindex	0.25%	01/06/20	\$ (9,595,700)	\$ (788,313)
Swap agreement with Goldman Sachs International based on Bloomberg Silver Subindex	0.25	01/06/20	(4,926,137)	(401,324)
Swap agreement with UBS AG based on Bloomberg Silver Subindex	0.25	01/06/20	(10,687,683)	(764,267)
			Total Unrealized Depreciation	<u>\$ (1,953,904)</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

^{*} Reflects the floating financing rate, as of December 31, 2019, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(28% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/03/19	\$ 700,000	\$ 699,957
1.856% due 01/17/19	700,000	699,329
1.898% due 01/31/19 [†]	900,000	898,347
2.427% due 02/14/19	1,000,000	997,133
Total short-term U.S. government and agency obligations (cost \$3,294,789)		<u>\$3,294,766</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Silver Futures - COMEX, expires March 2019	11	\$ 854,700	\$ (44,917)

Forward Agreements[^]

	<u>Rate Paid (Received)*</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Forward agreements with Citibank, N.A. based on 0.999 Fine Troy Ounce Silver	(2.55)%	01/07/19	\$ (399,000)	\$ (6,173,887)	\$ (566,050)
Forward agreements with Goldman Sachs International based on 0.999 Fine Troy Ounce Silver	(2.80)	01/07/19	(559,500)	(8,658,038)	(605,756)
Forward agreements with Societe Generale based on 0.999 Fine Troy Ounce Silver	(2.27)	01/07/19	(100,000)	(1,547,320)	(119,953)
Forward agreements with UBS AG based on 0.999 Fine Troy Ounce Silver	(2.78)	01/07/19	(407,000)	(6,298,203)	(501,252)
				Total Unrealized Depreciation	<u>\$ (1,793,011)</u>

[†] All or partial amount pledged as collateral for forward agreements.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For forward agreements, a positive amount represents "long" exposure to the benchmark index. A negative amount represents "short" exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 279,294	\$ 309,090	\$ 157,745
Expenses			
Management fee	139,668	196,546	194,297
Brokerage commissions	7,713	72	48
Total expenses	<u>147,381</u>	<u>196,618</u>	<u>194,345</u>
Net investment income (loss)	<u>131,913</u>	<u>112,472</u>	<u>(36,600)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(409,222)	19,939	21,156
Swap agreements	(1,991,050)	—	—
Forward agreements	(2,144,498)	5,005,037	1,132,237
Short-term U.S. government and agency obligations	226	(2,031)	(932)
Net realized gain (loss)	<u>(4,544,544)</u>	<u>5,022,945</u>	<u>1,152,461</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(37,264)	(43,267)	(28,960)
Swap agreements	(1,953,904)	—	—
Forward agreements	1,793,011	(76,848)	(3,100,409)
Short-term U.S. government and agency obligations	727	2,924	(3,500)
Change in net unrealized appreciation (depreciation)	<u>(197,430)</u>	<u>(117,191)</u>	<u>(3,132,869)</u>
Net realized and unrealized gain (loss)	<u>(4,741,974)</u>	<u>4,905,754</u>	<u>(1,980,408)</u>
Net income (loss)	<u>\$ (4,610,061)</u>	<u>\$ 5,018,226</u>	<u>\$ (2,017,008)</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$ 11,768,863</u>	<u>\$ 14,806,259</u>	<u>\$ 23,017,656</u>
Addition of 1,000,000, 800,000 and 850,000 shares, respectively	35,269,175	27,656,086	26,717,920
Redemption of 800,000, 950,000 and 1,000,000 shares, respectively	<u>(28,593,814)</u>	<u>(35,711,708)</u>	<u>(32,912,309)</u>
Net addition (redemption) of 200,000, (150,000) and (150,000) shares, respectively	<u>6,675,361</u>	<u>(8,055,622)</u>	<u>(6,194,389)</u>
Net investment income (loss)	131,913	112,472	(36,600)
Net realized gain (loss)	(4,544,544)	5,022,945	1,152,461
Change in net unrealized appreciation (depreciation)	<u>(197,430)</u>	<u>(117,191)</u>	<u>(3,132,869)</u>
Net income (loss)	<u>(4,610,061)</u>	<u>5,018,226</u>	<u>(2,017,008)</u>
Shareholders' equity, end of period	<u>\$ 13,834,163</u>	<u>\$ 11,768,863</u>	<u>\$ 14,806,259</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (4,610,061)	\$ 5,018,226	\$ (2,017,008)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(259,643,345)	(906,025,439)	(205,796,774)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	253,938,061	921,367,007	209,150,487
Net amortization and accretion on short-term U.S. government and agency obligations	(161,864)	(285,580)	(157,687)
Net realized gain (loss) on investments	(226)	2,031	932
Change in unrealized appreciation (depreciation) on investments	160,166	73,924	3,103,909
Decrease (Increase) in receivable on futures contracts	(4,800)	—	2,290
Decrease (Increase) in interest receivable	3,521	(7,847)	—
Increase (Decrease) in payable to Sponsor	507	(5,971)	(2,464)
Increase (Decrease) in payable on futures contracts	12,796	3,500	2,220
Net cash provided by (used in) operating activities	<u>(10,305,245)</u>	<u>20,139,851</u>	<u>4,285,905</u>
Cash flow from financing activities			
Proceeds from addition of shares	35,269,175	27,656,086	26,717,920
Payment on shares redeemed	(28,593,814)	(38,883,485)	(29,740,532)
Net cash provided by (used in) financing activities	<u>6,675,361</u>	<u>(11,227,399)</u>	<u>(3,022,612)</u>
Net increase (decrease) in cash	<u>(3,629,884)</u>	<u>8,912,452</u>	<u>1,263,293</u>
Cash, beginning of period	10,276,096	1,363,644	100,351
Cash, end of period	<u>\$ 6,646,212</u>	<u>\$ 10,276,096</u>	<u>\$ 1,363,644</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$25,541,523 and \$34,950,807, respectively)	\$ 25,542,823	\$ 34,951,229
Cash	12,507,112	21,879,254
Segregated cash balances with brokers for foreign currency forward contracts	—	1,691,000
Unrealized appreciation on foreign currency forward contracts	95,899	678,152
Interest receivable	19,330	14,973
Total assets	<u>38,165,164</u>	<u>59,214,608</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	32,844	49,037
Unrealized depreciation on foreign currency forward contracts	—	3,801,896
Total liabilities	<u>32,844</u>	<u>3,850,933</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	38,132,320	55,363,675
Total liabilities and shareholders' equity	<u>\$ 38,165,164</u>	<u>\$ 59,214,608</u>
Shares outstanding	<u>499,290</u>	<u>749,290</u>
Net asset value per share	<u>\$ 76.37</u>	<u>\$ 73.89</u>
Market value per share (Note 2)	<u>\$ 76.35</u>	<u>\$ 73.86</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(67% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.607% due 01/09/20	\$ 5,000,000	\$ 4,998,658
1.547% due 01/30/20 [†]	7,000,000	6,991,873
1.514% due 02/06/20	6,627,000	6,617,368
1.519% due 02/13/20	6,947,000	6,934,924
Total short-term U.S. government and agency obligations (cost \$25,541,523)		<u>\$25,542,823</u>

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Yen with UBS AG	01/10/20	1,025,624,482	\$ 9,441,012	\$ 36,292
				<u>\$ 36,292</u>
Contracts to Sell				
Yen with Goldman Sachs International	01/10/20	(4,448,656,033)	\$ (40,950,479)	\$ 32,828
Yen with UBS AG	01/10/20	(4,893,578,348)	(45,046,049)	26,779
				<u>\$ 59,607</u>
			Total Unrealized Appreciation	<u>\$ 95,899</u>

† All or partial amount pledged as collateral for foreign currency forward contracts.

[^] The positions and counterparties herein are as of December 31, 2019. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(63% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.689% due 01/03/19 [†]	\$ 2,000,000	\$ 1,999,877
2.307% due 01/17/19 [†]	23,000,000	22,977,959
1.976% due 01/31/19 [†]	2,000,000	1,996,327
2.349% due 02/14/19 [†]	8,000,000	7,977,066
Total short-term U.S. government and agency obligations (cost \$34,950,807)		\$34,951,229

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Yen with Goldman Sachs International	01/11/19	1,459,634,700	\$ 13,322,009	\$ 330,465
Yen with UBS AG	01/11/19	2,446,453,800	22,328,658	347,687
			Total Unrealized Appreciation	\$ 678,152
Contracts to Sell				
Yen with Goldman Sachs International	01/11/19	(7,490,711,300)	\$ (68,367,332)	\$ (1,755,536)
Yen with UBS AG	01/11/19	(8,547,990,500)	(78,017,066)	(2,046,360)
			Total Unrealized Depreciation	\$ (3,801,896)

[†] All or partial amount pledged as collateral for foreign currency forward contracts.

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 1,007,112	\$ 1,399,342	\$ 1,446,842
Expenses			
Management fee	451,638	791,468	1,802,816
Total expenses	451,638	791,468	1,802,816
Net investment income (loss)	555,474	607,874	(355,974)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	(1,979,140)	2,111,627	(8,729,472)
Short-term U.S. government and agency obligations	(539)	3	(4,001)
Net realized gain (loss)	(1,979,679)	2,111,630	(8,733,473)
Change in net unrealized appreciation (depreciation) on			
Foreign currency forward contracts	3,219,643	(4,651,007)	(15,217,674)
Short-term U.S. government and agency obligations	878	10,722	(9,478)
Change in net unrealized appreciation (depreciation)	3,220,521	(4,640,285)	(15,227,152)
Net realized and unrealized gain (loss)	1,240,842	(2,528,655)	(23,960,625)
Net income (loss)	\$ 1,796,316	\$(1,920,781)	\$(24,316,599)

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 55,363,675	\$ 131,077,453	\$ 276,781,747
Addition of 450,000, 100,000 and 1,000,000 shares, respectively	34,403,213	7,078,646	76,657,434
Redemption of 700,000, 1,100,000 and 2,700,000 shares, respectively	(53,430,884)	(80,871,643)	(198,045,129)
Net addition (redemption) of (250,000), (1,000,000) and (1,700,000) shares, respectively	(19,027,671)	(73,792,997)	(121,387,695)
Net investment income (loss)	555,474	607,874	(355,974)
Net realized gain (loss)	(1,979,679)	2,111,630	(8,733,473)
Change in net unrealized appreciation (depreciation)	3,220,521	(4,640,285)	(15,227,152)
Net income (loss)	1,796,316	(1,920,781)	(24,316,599)
Shareholders' equity, end of period	<u>\$ 38,132,320</u>	<u>\$ 55,363,675</u>	<u>\$ 131,077,453</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ 1,796,316	\$ (1,920,781)	\$ (24,316,599)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(669,716,446)	(3,738,985,179)	(1,735,928,862)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	679,904,665	3,837,199,781	1,862,630,186
Net amortization and accretion on short-term U.S. government and agency obligations	(779,474)	(1,320,754)	(1,446,842)
Net realized gain (loss) on investments	539	(3)	4,001
Change in unrealized appreciation (depreciation) on investments	(3,220,521)	4,640,285	15,227,152
Decrease (Increase) in interest receivable	(4,357)	(14,973)	—
Increase (Decrease) in payable to Sponsor	(16,193)	(57,826)	(125,628)
Net cash provided by (used in) operating activities	<u>7,964,529</u>	<u>99,540,550</u>	<u>116,043,408</u>
Cash flow from financing activities			
Proceeds from addition of shares	34,403,213	7,078,646	76,657,434
Payment on shares redeemed	(53,430,884)	(84,631,626)	(194,285,146)
Net cash provided by (used in) financing activities	<u>(19,027,671)</u>	<u>(77,552,980)</u>	<u>(117,627,712)</u>
Net increase (decrease) in cash	<u>(11,063,142)</u>	<u>21,987,570</u>	<u>(1,584,304)</u>
Cash, beginning of period	23,570,254	1,582,684	3,166,988
Cash, end of period	<u>\$ 12,507,112</u>	<u>\$ 23,570,254</u>	<u>\$ 1,582,684</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$13,979,509 and \$-, respectively)	\$ 13,980,559	\$ —
Cash	27,654,022	48,860,400
Segregated cash balances with brokers for futures contracts	5,476,631	8,682,024
Interest receivable	34,527	29,104
Total assets	<u>47,145,739</u>	<u>57,571,528</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	674,832
Payable on open futures contracts	1,129,877	565,495
Payable to Sponsor	29,278	32,080
Total liabilities	<u>1,159,155</u>	<u>1,272,407</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	45,986,584	56,299,121
Total liabilities and shareholders' equity	<u>\$ 47,145,739</u>	<u>\$ 57,571,528</u>
Shares outstanding	<u>2,162,403</u>	<u>2,112,403</u>
Net asset value per share	<u>\$ 21.27</u>	<u>\$ 26.65</u>
Market value per share (Note 2)	<u>\$ 21.29</u>	<u>\$ 26.74</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(30% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.547% due 01/30/20	\$ 7,000,000	\$ 6,991,873
1.462% due 02/06/20 [†]	3,000,000	2,995,639
1.618% due 02/13/20	4,000,000	3,993,047
Total short-term U.S. government and agency obligations (cost \$13,979,509)		<u>\$13,980,559</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires April 2020	511	\$ 8,904,175	\$ (863,150)
VIX Futures - Cboe, expires May 2020	865	15,202,375	(874,085)
VIX Futures - Cboe, expires June 2020	865	15,461,875	(549,720)
VIX Futures - Cboe, expires July 2020	354	6,416,250	6,130
			<u>\$ (2,280,825)</u>

† All or partial amount pledged as collateral for futures contracts.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires April 2019	503	\$ 10,550,425	\$ 1,677,781
VIX Futures - Cboe, expires May 2019	906	18,799,500	1,368,915
VIX Futures - Cboe, expires June 2019	906	18,618,300	841,460
VIX Futures - Cboe, expires July 2019	403	8,332,025	(130,050)
			<u>\$ 3,758,106</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 903,643	\$ 368,351	\$ 256,920
Expenses			
Management fee	380,474	221,717	317,739
Brokerage commissions	29,956	30,306	20,988
Total expenses	410,430	252,023	338,727
Net investment income (loss)	493,213	116,328	(81,807)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(6,228,652)	4,332,654	(25,319,770)
Short-term U.S. government and agency obligations	8	—	(377)
Net realized gain (loss)	(6,228,644)	4,332,654	(25,320,147)
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(6,038,931)	5,973,386	(927,035)
Short-term U.S. government and agency obligations	1,050	(187)	441
Change in net unrealized appreciation (depreciation)	(6,037,881)	5,973,199	(926,594)
Net realized and unrealized gain (loss)	(12,266,525)	10,305,853	(26,246,741)
Net income (loss)	<u><u>\$ (11,773,312)</u></u>	<u><u>\$ 10,422,181</u></u>	<u><u>\$ (26,328,548)</u></u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	\$ 56,299,121	\$ 26,347,948	\$ 45,818,914
Addition of 1,400,000, 2,325,000 and 950,000 shares, respectively	31,405,087	56,218,143	26,311,779
Redemption of 1,350,000, 1,450,000 and 800,000 shares, respectively	(29,944,312)	(36,689,151)	(19,454,197)
Net addition (redemption) of 50,000, 875,000 and 150,000 shares, respectively	1,460,775	19,528,992	6,857,582
Net investment income (loss)	493,213	116,328	(81,807)
Net realized gain (loss)	(6,228,644)	4,332,654	(25,320,147)
Change in net unrealized appreciation (depreciation)	(6,037,881)	5,973,199	(926,594)
Net income (loss)	(11,773,312)	10,422,181	(26,328,548)
Shareholders' equity, end of period	<u>\$ 45,986,584</u>	<u>\$ 56,299,121</u>	<u>\$ 26,347,948</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (11,773,312)	\$ 10,422,181	\$ (26,328,548)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(1,178,141,659)	(2,159,804,178)	(943,753,668)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,164,579,598	2,181,000,000	968,489,510
Net amortization and accretion on short-term U.S. government and agency obligations	(417,440)	(202,494)	(243,058)
Net realized gain (loss) on investments	(8)	—	377
Change in unrealized appreciation (depreciation) on investments	(1,050)	187	(441)
Decrease (Increase) in receivable on futures contracts	—	170,015	72,526
Decrease (Increase) in interest receivable	(5,423)	(29,104)	—
Increase (Decrease) in payable to Sponsor	(2,802)	8,449	(8,941)
Increase (Decrease) in payable on futures contracts	564,382	565,495	—
Net cash provided by (used in) operating activities	<u>(25,197,714)</u>	<u>32,130,551</u>	<u>(1,772,243)</u>
Cash flow from financing activities			
Proceeds from addition of shares	31,405,087	56,218,143	26,311,779
Payment on shares redeemed	(30,619,144)	(37,072,628)	(20,480,908)
Net cash provided by (used in) financing activities	<u>785,943</u>	<u>19,145,515</u>	<u>5,830,871</u>
Net increase (decrease) in cash	<u>(24,411,771)</u>	<u>51,276,066</u>	<u>4,058,628</u>
Cash, beginning of period	57,542,424	6,266,358	2,207,730
Cash, end of period	<u>\$ 33,130,653</u>	<u>\$ 57,542,424</u>	<u>\$ 6,266,358</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$96,862,355 and \$114,780,333, respectively)	\$ 96,868,817	\$ 114,785,002
Cash	87,829,341	23,538,353
Segregated cash balances with brokers for futures contracts	107,106,000	15,855,066
Receivable on open futures contracts	909,042	912,016
Interest receivable	123,538	16,966
Total assets	<u>292,836,738</u>	<u>155,107,403</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	12,920,593	5,489,302
Payable to Sponsor	123,642	70,986
Total liabilities	<u>13,044,235</u>	<u>5,560,288</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	279,792,503	149,547,115
Total liabilities and shareholders' equity	<u>\$ 292,836,738</u>	<u>\$ 155,107,403</u>
Shares outstanding	<u>22,751,317</u>	<u>3,876,317</u>
Net asset value per share	<u>\$ 12.30</u>	<u>\$ 38.58</u>
Market value per share (Note 2)	<u>\$ 12.43</u>	<u>\$ 38.61</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2019

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(35% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
1.547% due 01/30/20	\$ 53,000,000	\$52,938,467
1.462% due 02/06/20 [†]	24,000,000	23,965,116
1.618% due 02/13/20	20,000,000	19,965,234
Total short-term U.S. government and agency obligations		
(cost \$96,862,355)		<u>\$96,868,817</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - CBOE, expires January 2020	10,706	\$ 156,575,250	\$ (15,238,139)
VIX Futures - CBOE, expires February 2020	7,415	123,274,375	(155,872)
			<u>\$ (15,394,011)</u>

† All or partial amount pledged as collateral for futures contracts.

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations (77% of shareholders' equity)		
U.S. Treasury Bills^^:		
2.314% due 01/17/19†	\$ 50,000,000	\$ 49,952,085
2.326% due 01/31/19†	40,000,000	39,926,532
2.389% due 02/28/19	25,000,000	24,906,385
Total short-term U.S. government and agency obligations (cost \$114,780,333)		<u>\$114,785,002</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
VIX Futures - Cboe, expires January 2019	3,561	\$ 86,087,175	\$ 18,392,959
VIX Futures - Cboe, expires February 2019	2,849	63,461,475	(1,014,514)
			<u>\$ 17,378,445</u>

† All or partial amount pledged as collateral for futures contracts.

^^ Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017
Investment Income			
Interest	\$ 4,458,270	\$ 1,594,294	\$ 1,238,374
Expenses			
Management fee	2,038,850	1,046,876	1,353,339
Brokerage commissions	253,057	176,459	174,838
Brokerage fees	12,964	4,294	3,383
Total expenses	<u>2,304,871</u>	<u>1,227,629</u>	<u>1,531,560</u>
Net investment income (loss)	<u>2,153,399</u>	<u>366,665</u>	<u>(293,186)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(194,363,991)	89,903,111	(194,005,568)
Short-term U.S. government and agency obligations	13,203	(1,992)	(772)
Net realized gain (loss)	<u>(194,350,788)</u>	<u>89,901,119</u>	<u>(194,006,340)</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(32,772,456)	22,140,322	(4,293,225)
Short-term U.S. government and agency obligations	1,793	14,835	(11,354)
Change in net unrealized appreciation (depreciation)	<u>(32,770,663)</u>	<u>22,155,157</u>	<u>(4,304,579)</u>
Net realized and unrealized gain (loss)	<u>(227,121,451)</u>	<u>112,056,276</u>	<u>(198,310,919)</u>
Net income (loss)	<u><u>\$(224,968,052)</u></u>	<u><u>\$112,422,941</u></u>	<u><u>\$(198,604,105)</u></u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2019	2018	2017
Shareholders' equity, beginning of period	<u>\$ 149,547,115</u>	<u>\$ 137,741,560</u>	<u>\$ 174,160,146</u>
Addition of 30,800,000, 8,275,000 and 7,750,000 shares, respectively	623,530,990	234,775,305	318,930,520
Redemption of 11,925,000, 10,300,000 and 3,901,046 shares, respectively	(268,317,550)	(335,392,691)	(156,745,001)
Net addition (redemption) of 18,875,000, (2,025,000) and 3,848,954 shares, respectively	<u>355,213,440</u>	<u>(100,617,386)</u>	<u>162,185,519</u>
Net investment income (loss)	2,153,399	366,665	(293,186)
Net realized gain (loss)	(194,350,788)	89,901,119	(194,006,340)
Change in net unrealized appreciation (depreciation)	(32,770,663)	22,155,157	(4,304,579)
Net income (loss)	<u>(224,968,052)</u>	<u>112,422,941</u>	<u>(198,604,105)</u>
Shareholders' equity, end of period	<u>\$ 279,792,503</u>	<u>\$ 149,547,115</u>	<u>\$ 137,741,560</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2019	2018	2017
Cash flow from operating activities			
Net income (loss)	\$ (224,968,052)	\$ 112,422,941	\$ (198,604,105)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(1,733,756,719)	(5,723,838,427)	(1,819,678,736)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,754,942,777	5,744,914,327	1,834,013,986
Net amortization and accretion on short-term U.S. government and agency obligations	(3,254,877)	(1,002,455)	(1,201,747)
Net realized gain (loss) on investments	(13,203)	1,992	772
Change in unrealized appreciation (depreciation) on investments	(1,793)	(14,835)	11,354
Decrease (Increase) in receivable on futures contracts	2,974	1,755,458	1,816,796
Decrease (Increase) in interest receivable	(106,572)	(16,966)	—
Increase (Decrease) in payable to Sponsor	52,656	16,049	(32,700)
Increase (Decrease) in payable on futures contracts	7,431,291	5,489,302	—
Net cash provided by (used in) operating activities	<u>(199,671,518)</u>	<u>139,727,386</u>	<u>(183,674,380)</u>
Cash flow from financing activities			
Proceeds from addition of shares	623,530,990	234,775,305	318,930,520
Payment on shares redeemed	(268,317,550)	(338,824,404)	(153,313,288)
Net cash provided by (used in) financing activities	<u>355,213,440</u>	<u>(104,049,099)</u>	<u>165,617,232</u>
Net increase (decrease) in cash	<u>155,541,922</u>	<u>35,678,287</u>	<u>(18,057,148)</u>
Cash, beginning of period	39,393,419	3,715,132	21,772,280
Cash, end of period	<u>\$ 194,935,341</u>	<u>\$ 39,393,419</u>	<u>\$ 3,715,132</u>

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$1,084,860,512 and \$785,069,552, respectively)	\$ 1,084,925,128	\$ 785,085,860
Cash	770,114,050	729,259,407
Segregated cash balances with brokers for futures contracts	406,121,155	272,501,850
Segregated cash balances with brokers for forward agreements	—	37,374,000
Segregated cash balances with brokers for foreign currency forward contracts	1,421,000	6,057,000
Segregated cash balances with brokers for swap agreements	12,539,000	53,486,000
Unrealized appreciation on swap agreements	52,840,748	20,646,726
Unrealized appreciation on forward agreements	—	30,555,018
Unrealized appreciation on foreign currency forward contracts	321,647	1,023,384
Receivable from capital shares sold	4,354,515	54,572,979
Securities sold receivable	3,883	—
Receivable on open futures contracts	85,104,325	79,899,070
Interest receivable	978,751	555,187
Total assets	<u>2,418,724,202</u>	<u>2,071,016,481</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	11,136,094
Payable on open futures contracts	50,904,424	32,074,054
Payable to Sponsor	1,747,549	1,541,554
Unrealized depreciation on swap agreements	7,370,428	74,098,074
Unrealized depreciation on forward agreements	—	2,783,797
Unrealized depreciation on foreign currency forward contracts	2,376,700	5,407,883
Total liabilities	<u>62,399,101</u>	<u>127,041,456</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	<u>2,356,325,101</u>	<u>1,943,975,025</u>
Total liabilities and shareholders' equity	<u>\$ 2,418,724,202</u>	<u>\$ 2,071,016,481</u>
Shares outstanding	<u>130,367,767</u>	<u>75,842,768</u>

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2019	2018	2017*
Investment Income			
Interest	\$ 42,299,579	\$ 32,979,194	\$ 25,704,093
Expenses			
Management fee	21,893,743	23,335,844	30,996,127
Brokerage commissions	4,922,076	5,852,459	8,950,082
Brokerage fees	38,453	156,052	9,715
Offering costs	—	105,643	238,151
Limitation by Sponsor	—	(27,133)	(59,651)
Non-recurring fees and expenses	426,058	—	—
Total expenses	<u>27,280,330</u>	<u>29,422,865</u>	<u>40,134,424</u>
Net investment income (loss)	<u>15,019,249</u>	<u>3,556,329</u>	<u>(14,430,331)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(568,174,940)	(1,441,403,318)	(354,314,223)
Swap agreements	76,076,549	(2,745,254)	(11,794,313)
Forward agreements	33,894,330	(58,472,765)	(26,118,074)
Foreign currency forward contracts	11,101,620	19,830,895	(46,255,034)
Short-term U.S. government and agency obligations	81,302	(274,781)	(50,042)
Net realized gain (loss)	<u>(447,021,139)</u>	<u>(1,483,065,223)</u>	<u>(438,531,686)</u>
Change in net unrealized appreciation (depreciation) on			
Futures contracts	(65,264,314)	26,203,793	(360,935)
Swap agreements	98,921,668	(85,082,567)	(11,520,471)
Forward agreements	(27,771,221)	5,593,954	43,166,751
Foreign currency forward contracts	2,329,446	203,179	(36,579,460)
Short-term U.S. government and agency obligations	48,308	207,334	(202,002)
Change in net unrealized appreciation (depreciation)	<u>8,263,887</u>	<u>(52,874,307)</u>	<u>(5,496,117)</u>
Net realized and unrealized gain (loss)	<u>(438,757,252)</u>	<u>(1,535,939,530)</u>	<u>(444,027,803)</u>
Net income (loss)	<u><u>\$ (423,738,003)</u></u>	<u><u>\$ (1,532,383,201)</u></u>	<u><u>\$ (458,458,134)</u></u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since January 13, 2017 (inception date).

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Years Ended December 31,		
	2019	2018	2017*
Shareholders' equity, beginning of period	<u>\$ 1,943,975,025</u>	<u>\$ 2,947,278,212</u>	<u>\$ 3,276,337,487</u>
Addition of 229,600,000, 125,567,500 and 135,939,510 shares, respectively	5,130,205,439	6,250,352,624	9,098,339,966
Redemption of 175,075,001, 123,725,617 and 144,218,291 shares, respectively	(4,294,117,360)	(5,721,272,610)	(8,968,941,107)
Net addition (redemption) of 54,524,999, 1,841,883 and (8,278,781) shares, respectively	<u>836,088,079</u>	<u>529,080,014</u>	<u>129,398,859</u>
Net investment income (loss)	15,019,249	3,556,329	(14,430,331)
Net realized gain (loss)	(447,021,139)	(1,483,065,223)	(438,531,686)
Change in net unrealized appreciation (depreciation)	8,263,887	(52,874,307)	(5,496,117)
Net income (loss)	<u>(423,738,003)</u>	<u>(1,532,383,201)</u>	<u>(458,458,134)</u>
Shareholders' equity, end of period	<u>\$ 2,356,325,101</u>	<u>\$ 1,943,975,025</u>	<u>\$ 2,947,278,212</u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since January 13, 2017 (inception date).

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF CASH FLOWS

	Year ended December 31,		
	2019	2018	2017*
Cash flow from operating activities			
Net income (loss)	\$ (423,738,003)	\$ (1,532,383,201)	\$ (458,458,134)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(27,697,357,002)	(99,953,125,278)	(31,621,104,918)
Proceeds from sales or maturities of short-term U.S government and agency obligations	27,425,344,455	101,639,196,463	32,238,762,028
Net amortization and accretion on short-term U.S government and agency obligations	(27,697,111)	(25,444,619)	(24,840,586)
Net realized gain (loss) on investments	(81,302)	274,781	50,042
Change in unrealized appreciation (depreciation) on investments	(73,528,201)	79,078,100	5,135,182
Decrease (Increase) in securities sold receivable	(3,883)	—	—
Decrease (Increase) in receivable on futures contracts	(5,205,255)	(34,668,088)	(3,368,120)
Decrease (Increase) in receivable in Limitation by Sponsor	—	59,651	(59,651)
Decrease (Increase) in interest receivable	(423,564)	(555,187)	—
Cash paid for offering costs	—	—	(343,794)
Amortization of offering costs	—	105,643	238,151
Increase (Decrease) in payable to Sponsor	205,995	(968,109)	(213,033)
Increase (Decrease) in brokerage commissions and fees payable	—	—	(2,909)
Increase (Decrease) in payable on futures contracts	18,830,370	30,119,414	(2,017,981)
Increase (Decrease) in non-recurring fees and expenses payable	—	—	—
Net cash provided by (used in) operating activities	<u>(783,653,501)</u>	<u>201,689,570</u>	<u>133,776,277</u>
Cash flow from financing activities			
Proceeds from addition of shares	5,180,423,903	6,196,623,015	9,097,496,596
Payment on shares redeemed	(4,305,253,454)	(5,783,407,073)	(8,967,195,585)
Net cash provided by (used in) financing activities	<u>875,170,449</u>	<u>413,215,942</u>	<u>130,301,011</u>
Net increase (decrease) in cash	91,516,948	614,905,512	264,077,288
Cash, beginning of period	1,098,678,257	483,772,745	219,695,457
Cash, end of period	<u>\$ 1,190,195,205</u>	<u>\$ 1,098,678,257</u>	<u>\$ 483,772,745</u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since January 13, 2017 (inception date).

See accompanying notes to financial statements.

PROSHARES TRUST II
NOTES TO FINANCIAL STATEMENTS
December 31, 2019

NOTE 1 - ORGANIZATION

ProShares Trust II (the “Trust”) is a Delaware statutory trust formed on October 9, 2007 and is currently organized into separate series (each, a “Fund” and collectively, the “Funds”). As of December 31, 2019, the following twenty series of the Trust have commenced investment operations: (i) ProShares VIX Short-Term Futures ETF and ProShares VIX Mid-Term Futures ETF (each, a “Matching VIX Fund” and collectively, the “Matching VIX Funds”); (ii) ProShares Short VIX Short-Term Futures ETF and ProShares Ultra VIX Short-Term Futures ETF (each, a “Geared VIX Fund” and collectively, the “Geared VIX Funds”); (iii) ProShares UltraShort Bloomberg Crude Oil, ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraShort Bloomberg Natural Gas, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares UltraShort Australian Dollar, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, ProShares Ultra Bloomberg Natural Gas, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Euro and ProShares Ultra Yen (each, a “Leveraged Fund” and collectively, the “Leveraged Funds”); and (iv) ProShares Short Euro (the “Short Euro Fund”). Each of the Funds listed above issues common units of beneficial interest (“Shares”), which represent units of fractional undivided beneficial interest in and ownership of only that Fund. The Shares of each Fund are listed on the NYSE Arca, Inc. (“NYSE Arca”). The Leveraged Funds, the Short Euro Fund and the Geared VIX Funds, are collectively referred to as the “Geared Funds” in this Annual Report on Form 10-K. The Geared VIX Funds and the Matching VIX Funds are collectively referred to as the “VIX Funds” in these Notes to Financial Statements.

The Trust had no operations prior to November 24, 2008, other than matters relating to its organization, the registration of each series under the Securities Act of 1933, as amended, and the sale and issuance to ProShare Capital Management LLC (the “Sponsor”) of fourteen Shares at an aggregate purchase price of \$350 in each of the following Funds: ProShares UltraShort Bloomberg Crude Oil, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Bloomberg Crude Oil, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Euro and ProShares Ultra Yen.

Groups of Funds are collectively referred to in several different ways. References to “Short Funds,” “UltraShort Funds,” “UltraPro Short Funds,” “Ultra Funds” or “UltraPro Funds” refer to the different Funds based upon their investment objectives, but without distinguishing among the Funds’ benchmarks. References to “Commodity Index Funds,” “Commodity Funds” and “Currency Funds” refer to the different Funds according to their general benchmark categories without distinguishing among the Funds’ investment objectives or Fund-specific benchmarks. References to “VIX Funds” refer to the different Funds based upon their investment objective and their general benchmark categories.

Each “Short” Fund seeks daily investment results, before fees and expenses, that correspond to either one-half the inverse (-0.5x) or the inverse (-1x) of the daily performance of its corresponding benchmark. Each “UltraShort” Fund seeks daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of its corresponding benchmark. Each “UltraPro Short” Fund seeks daily investment results, before fees and expenses, that correspond to three times the inverse (-3x) of the daily performance of its corresponding benchmark. Each “Ultra” Fund seeks daily investment results, before fees and expenses, that correspond to either one and one-half times (1.5x) or two times (2x) the daily performance of its corresponding benchmark. Each “UltraPro” Fund seeks daily investment results, before fees and expenses, that correspond to three times (3x) the daily performance of its corresponding benchmark. Each Matching VIX Fund seeks investment results, before fees and expenses, both for a single day and over time, that match (1x) the performance of its corresponding benchmark. Daily performance is measured from the calculation of each Fund’s net asset value (“NAV”) to the Fund’s next NAV calculation.

The Geared Funds do not seek to achieve their stated investment objectives over a period of time greater than a single day because mathematical compounding prevents the Geared Funds from achieving such results. Accordingly, results over periods of time greater than a single day should not be expected to be a simple multiple (e.g., -0.5x, -1x, -2x, -3x, 1.5x, 2x or 3x) of the period return of the corresponding benchmark and will likely differ significantly.

Share Splits and Reverse Share Splits

The table below includes Share splits and reverse Share splits for the Funds during the years ended December 31, 2017, 2018, and 2019. There were no Share splits or reverse Share splits for the Funds during the year ended December 31, 2019. The ticker symbols for these Funds did not change, and each Fund continues to trade on the NYSE Arca.

Fund	Execution Date (Prior to Opening of Trading)	Type of Split	Date Trading Resumed at Post-Split Price
ProShares UltraShort Bloomberg Crude Oil	January 11, 2017	2-for-1 Share split	January 12, 2017
ProShares Ultra Bloomberg Crude Oil	January 11, 2017	1-for-2 reverse Share split	January 12, 2017
ProShares Ultra VIX Short-Term Futures ETF	January 11, 2017	1-for-5 reverse Share split	January 12, 2017
ProShares Short VIX Short-Term Futures ETF	July 12, 2017	2-for-1 Share split	July 17, 2017
ProShares VIX Short-Term Futures ETF	July 14, 2017	1-for-4 reverse Share split	July 17, 2017
ProShares Ultra VIX Short-Term Futures ETF	July 14, 2017	1-for-4 reverse Share split	July 17, 2017
ProShares Ultra Bloomberg Natural Gas	March 19, 2018	1-for-5 reverse Share split	March 20, 2018
ProShares UltraPro 3x Short Crude Oil ETF	March 19, 2018	1-for-4 reverse Share split	March 20, 2018
ProShares Short VIX Short-Term Futures ETF	September 17, 2018	1-for-4 reverse Share split	September 18, 2018
ProShares Ultra VIX Short-Term Futures ETF	September 17, 2018	1-for-5 reverse Share split	September 18, 2018

The reverse splits were applied retroactively for all periods presented, reducing the number of Shares outstanding for each of the Funds, and resulted in a proportionate increase in the price per Share and per Share information of each such Fund. Therefore, the reverse splits did not change the aggregate net asset value of a shareholder's investment at the time of the reverse split.

The splits were applied retroactively for all periods presented, increasing the number of Shares outstanding for each of the Funds, and resulted in a proportionate decrease in the price per Share and per Share information of each such Fund. Therefore, the splits did not change the aggregate net asset value of a shareholder's investment at the time of the split.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Each Fund is an investment company, as defined by Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946 “Financial Services — Investment Companies.” As such, the Funds follow the investment company accounting and reporting guidance. The following is a summary of significant accounting policies followed by each Fund, as applicable, in preparation of its financial statements. These policies are in conformity with accounting principles generally accepted in the United States of America (“GAAP”). Certain prior year amounts have been reclassified to conform to the current year presentation.

Use of Estimates & Indemnifications

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

In the normal course of business, the Trust enters into contracts that contain a variety of representations which provide general indemnifications. The Trust's maximum exposure under these arrangements cannot be known; however, the Trust expects any risk of loss to be remote.

Basis of Presentation

Pursuant to rules and regulations of the SEC, these financial statements are presented for the Trust as a whole, as the SEC registrant, and for each Fund individually. The debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Fund shall be enforceable only against the assets of such Fund and not against the assets of the Trust generally or any other Fund. Accordingly, the assets of each Fund of the Trust include only those funds and other assets that are paid to, held by or distributed to the Trust for the purchase of Shares in that Fund.

Statement of Cash Flows

The cash amount shown in the Statements of Cash Flows is the amount reported as cash in the Statement of Financial Condition dated December 31, 2019 and 2018, and represents cash, segregated cash balances with brokers for futures contracts, segregated cash with brokers for swap agreements, segregated cash with brokers for forward agreements, and segregated cash with brokers for foreign currency forward agreements but does not include short-term investments.

Final Net Asset Value for Fiscal Period

The cut-off times and the times of the calculation of the Funds' final net asset value for creation and redemption of fund Shares for the year ended December 31, 2019 were typically as follows. All times are Eastern Standard Time:

<u>Fund</u>	<u>Create/Redeem Cut-off*</u>	<u>NAV Calculation Time</u>	<u>NAV Calculation Date</u>
ProShares UltraShort Silver, ProShares Ultra Silver	1:00 p.m.	1:25 p.m.	December 31, 2019
ProShares UltraShort Gold, ProShares Ultra Gold	1:00 p.m.	1:30 p.m.	December 31, 2019
ProShares UltraShort Bloomberg Crude Oil, ProShares Ultra Bloomberg Crude Oil,	2:00 p.m.	2:30 p.m.	December 31, 2019
ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraPro 3x Crude Oil ETF			
ProShares UltraShort Bloomberg Natural Gas, ProShares Ultra Bloomberg Natural Gas	2:00 p.m.	2:30 p.m.	December 31, 2019
ProShares UltraShort Australian Dollar	3:00 p.m.	4:00 p.m.	December 31, 2019
ProShares Short Euro			
ProShares UltraShort Euro, ProShares Ultra Euro	3:00 p.m.	4:00 p.m.	December 31, 2019
ProShares UltraShort Yen, ProShares Ultra Yen	3:00 p.m.	4:00 p.m.	December 31, 2019
ProShares VIX Short-Term Futures ETF, ProShares Ultra VIX Short-Term Futures ETF,			
ProShares Short VIX Short-Term Futures ETF	2:00 p.m.	4:15 p.m.	December 31, 2019
ProShares VIX Mid-Term Futures ETF	2:00 p.m.	4:15 p.m.	December 31, 2019

* Although the Funds' shares may continue to trade on secondary markets subsequent to the calculation of the final NAV, these times represent the final opportunity to transact in creation or redemption units for the twelve months ended December 31, 2019.

Market value per Share is determined at the close of the NYSE Arca and may be later than when the Funds' NAV per Share is calculated.

For financial reporting purposes, the Funds value transactions based upon the final closing price in their primary markets. Accordingly, the investment valuations in these financial statements may differ from those used in the calculation of certain of the Funds' final creation/redemption NAV for the year ended December 31, 2019.

Investment Valuation

Short-term investments are valued at amortized cost which approximates fair value for daily NAV purposes. For financial reporting purposes, short-term investments are valued at their market price using information provided by a third-party pricing service or market quotations. In each of these situations, valuations are typically categorized as Level I in the fair value hierarchy.

Derivatives (e.g., futures contracts, swap agreements, forward agreements and foreign currency forward contracts) are generally valued using independent sources and/or agreements with counterparties or other procedures as determined by the Sponsor. Futures contracts, except for those entered into by the Gold, Silver, Australian Dollar and Short Euro Funds, are generally valued at the last settled price on the applicable exchange on which that future trades. Futures contracts entered into by the Gold, Silver, Australian

Dollar and Short Euro Funds are generally valued at the last sales price prior to the time at which the NAV per Share of a Fund is determined. For financial reporting purposes, all futures contracts are generally valued at the last settled price. Futures contracts valuations are typically categorized as Level I in the fair value hierarchy. Swap agreements, forward agreements and foreign currency forward contracts valuations are typically categorized as Level II in the fair value hierarchy. The Sponsor may in its sole discretion choose to determine a fair value price as the basis for determining the market value of such position. Such fair value prices would generally be determined based on available inputs about the current value of the underlying financial instrument or commodity and would be based on principles that the Sponsor deems fair and equitable so long as such principles are consistent with industry standards. The Sponsor may fair value an asset of a Fund pursuant to the policies the Sponsor has adopted. Depending on the source and relevant significance of valuation inputs, these instruments may be classified as Level II or Level III in the fair value hierarchy.

Fair value pricing may require subjective determinations about the value of an investment. While the Funds' policies are intended to result in a calculation of its respective Fund's NAV that fairly reflects investment values as of the time of pricing, such Fund cannot ensure that fair values determined by the Sponsor or persons acting at their direction would accurately reflect the price that a Fund could obtain for an investment if it were to dispose of that investment as of the time of pricing (for instance, in a forced or distressed sale). The prices used by such Fund may differ from the value that would be realized if the investments were sold and the differences could be material to the financial statements.

Fair Value of Financial Instruments

The Funds disclose the fair value of their investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The disclosure requirements establish a fair value hierarchy that distinguishes between: (1) market participant assumptions developed based on market data obtained from sources independent of the Funds (observable inputs); and (2) the Funds' own assumptions about market participant assumptions developed based on the best information available under the circumstances (unobservable inputs). The three levels defined by the disclosure requirements hierarchy are as follows:

Level I – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level II – Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly. Level II assets include the following: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).

Level III – Unobservable pricing input at the measurement date for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available.

In some instances, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest input level that is significant to the fair value measurement in its entirety.

Fair value measurements also require additional disclosure when the volume and level of activity for the asset or liability have significantly decreased, as well as when circumstances indicate that a transaction is not orderly.

The following table summarizes the valuation of investments at December 31, 2019 using the fair value hierarchy:

Fund	Level I - Quoted Prices		Level II - Other Significant Observable Inputs		Total
	Short-Term U.S. Government and Agencies	Futures Contracts*	Foreign Currency Forward Contracts	Swap Agreements	
ProShares Short Euro	\$ 745,805	\$ (14,000)	\$ —	\$ —	\$ 731,805
ProShares Short VIX Short-Term Futures ETF	56,929,436	10,254,872	—	—	67,184,308
ProShares Ultra Bloomberg Crude Oil	200,115,463	765,575	—	21,814,590	222,695,628
ProShares Ultra Bloomberg Natural Gas	27,530,314	(2,652,228)	—	—	24,878,086
ProShares Ultra Euro	3,970,412	—	109,997	—	4,080,409
ProShares Ultra Gold	66,177,998	2,248,514	—	5,890,260	74,316,772
ProShares Ultra Silver	135,544,101	5,724,549	—	25,135,898	166,404,548
ProShares Ultra VIX Short-Term Futures ETF	179,749,262	(46,396,781)	—	(209,784)	133,142,697
ProShares Ultra Yen	1,808,104	—	(10,529)	—	1,797,575
ProShares UltraPro 3x Crude Oil ETF	47,193,110	7,266,550	—	—	54,459,660
ProShares UltraPro 3x Short Crude Oil ETF	57,375,132	(8,358,056)	—	—	49,017,076
ProShares UltraShort Australian Dollar	3,931,474	(224,000)	—	—	3,707,474
ProShares UltraShort Bloomberg Crude Oil	62,199,283	(3,118,689)	—	(4,033,931)	55,046,663
ProShares UltraShort Bloomberg Natural Gas	5,154,876	672,329	—	—	5,827,205
ProShares UltraShort Euro	78,590,100	—	(2,250,420)	—	76,339,680
ProShares UltraShort Gold	12,355,192	(391,570)	—	(1,172,809)	10,790,813
ProShares UltraShort Silver	9,162,867	(82,181)	—	(1,953,904)	7,126,782
ProShares UltraShort Yen	25,542,823	—	95,899	—	25,638,722
ProShares VIX Mid-Term Futures ETF	13,980,559	(2,280,825)	—	—	11,699,734
ProShares VIX Short-Term Futures ETF	96,868,817	(15,394,011)	—	—	81,474,806
Total Trust	\$ 1,084,925,128	\$(51,979,952)	\$ (2,055,053)	\$ 45,470,320	\$1,076,360,443

* Includes cumulative appreciation (depreciation) of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those securities.

The following table summarizes the valuation of investments at December 31, 2018 using the fair value hierarchy:

Fund	Level I - Quoted Prices		Level II - Other Significant Observable Inputs			Total
	Short-Term U.S. Government and Agencies	Futures Contracts*	Forward Agreements	Foreign Currency Forward Contracts	Swap Agreements	
ProShares Short Euro	\$ 599,429	\$ (43,281)	\$ —	\$ —	\$ —	\$ 556,148
ProShares Short VIX Short-Term Futures ETF	—	(14,476,201)	—	—	—	(14,476,201)
ProShares Ultra Bloomberg Crude Oil	280,502,900	(14,040,301)	—	—	(72,767,125)	193,695,474
ProShares Ultra Bloomberg Natural Gas	8,380,427	(10,323,163)	—	—	—	(1,942,736)
ProShares Ultra Euro	1,496,658	—	—	57,938	—	1,554,596
ProShares Ultra Gold	41,941,734	72,670	4,253,301	—	—	46,267,705
ProShares Ultra Silver	123,795,806	340,736	26,301,717	—	—	150,438,259
ProShares Ultra VIX Short-Term Futures ETF	—	32,503,965	—	—	(1,330,949)	31,173,016
ProShares Ultra Yen	—	—	—	177,111	—	177,111
ProShares UltraPro 3x Crude Oil ETF	20,979,876	(23,451,361)	—	—	—	(2,471,485)
ProShares UltraPro 3x Short Crude Oil ETF	—	7,019,475	—	—	—	7,019,475
ProShares UltraShort Australian Dollar	299,537	511,825	—	—	—	811,362
ProShares UltraShort Bloomberg Crude Oil	27,967,534	3,272,155	—	—	20,646,726	51,886,415
ProShares UltraShort Bloomberg Natural Gas	299,714	10,837,989	—	—	—	11,137,703
ProShares UltraShort Euro	121,801,685	—	—	(1,495,804)	—	120,305,881
ProShares UltraShort Gold	3,989,563	(31,780)	(990,786)	—	—	2,966,997
ProShares UltraShort Silver	3,294,766	(44,917)	(1,793,011)	—	—	1,456,838
ProShares UltraShort Yen	34,951,229	—	—	(3,123,744)	—	31,827,485
ProShares VIX Mid-Term Futures ETF	—	3,758,106	—	—	—	3,758,106
ProShares VIX Short-Term Futures ETF	114,785,002	17,378,445	—	—	—	132,163,447
Total Trust	\$ 785,085,860	\$ 13,284,362	\$27,771,221	\$(4,384,499)	\$(53,451,348)	\$768,305,596

* Includes cumulative appreciation (depreciation) of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those securities.

Investment Transactions and Related Income

Investment transactions are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation (depreciation) on open contracts are reflected in the Statements of Financial Condition and changes in the unrealized appreciation (depreciation) between periods are reflected in the Statements of Operations.

Interest income is recognized on an accrual basis and includes, where applicable, the amortization of premium or discount, and is reflected as Interest Income in the Statement of Operations.

Brokerage Commissions and Fees

Each Fund pays its respective brokerage commissions, including applicable exchange fees, National Futures Association ("NFA") fees, give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities for each Fund's investment in U.S. Commodity Futures Trading Commission ("CFTC") regulated investments. The effects of trading spreads, financing costs/fees associated with Financial Instruments, and costs relating to the purchase of U.S. Treasury securities or similar high credit quality short-term fixed-income would also be borne by the Funds. Brokerage commissions on futures contracts are recognized on a half-turn basis (e.g., the first half is recognized when the contract is purchased (opened) and the second half is recognized when the transaction is closed). The Sponsor is currently paying brokerage commissions on VIX futures contracts for the Matching VIX Funds that exceed variable create/redeem fees collected by more than 0.02% of the Matching VIX Fund's average net assets annually.

Federal Income Tax

Each Fund is registered as a series of a Delaware statutory trust and is treated as a partnership for U.S. federal income tax purposes. Accordingly, no Fund expects to incur U.S. federal income tax liability; rather, each beneficial owner of a Fund's Shares is required to take into account its allocable share of its Fund's income, gain, loss, deductions and other items for its Fund's taxable year ending with or within the beneficial owner's taxable year.

Management of the Funds has reviewed all open tax years and major jurisdictions (i.e., the last four tax year ends and the interim tax period since then, as applicable) and concluded that there is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken in future tax returns. The Funds are also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months. On an ongoing basis, management monitors its tax positions taken under the interpretation to determine if adjustments to conclusions are necessary based on factors including, but not limited to, on-going analysis of tax law, regulation, and interpretations thereof.

NOTE 3 – INVESTMENTS

Short-Term Investments

The Funds may purchase U.S. Treasury Bills, agency securities, and other high-credit quality short-term fixed income or similar securities with original maturities of one year or less. A portion of these investments may be posted as collateral in connection with swap agreements, futures, and/or forward contracts.

Accounting for Derivative Instruments

In seeking to achieve each Fund's investment objective, the Sponsor uses a mathematical approach to investing. Using this approach, the Sponsor determines the type, quantity and mix of investment positions, including derivative positions, which the Sponsor believes in combination, should produce returns consistent with a Fund's objective.

All open derivative positions at period end are reflected on each respective Fund's Schedule of Investments. Certain Funds utilized a varying level of derivative instruments in conjunction with investment securities in seeking to meet their investment objectives during the period. While the volume of open positions may vary on a daily basis as each Fund transacts derivatives contracts in order to achieve the appropriate exposure to meet its investment objective, the volume of these open positions relative to the net assets of each respective Fund at the date of this report is generally representative of open positions throughout the reporting period.

Following is a description of the derivative instruments used by the Funds during the reporting period, including the primary underlying risk exposures related to each instrument type.

Futures Contracts

The Funds may enter into futures contracts to gain exposure to changes in the value of, or as a substitute for investing directly in (or shorting), an underlying Index, currency or commodity. A futures contract obligates the seller to deliver (and the purchaser to accept) the future delivery of a specified quantity and type of asset at a specified time and place. The contractual obligations of a buyer or seller may generally be satisfied by taking or making physical delivery of the underlying commodity, if applicable, or by making an offsetting sale or purchase of an identical futures contract on the same or linked exchange before the designated date of delivery, or by cash settlement at expiration of contract.

Upon entering into a futures contract, each Fund is required to deposit and maintain as collateral at least such initial margin as required by the exchange on which the transaction is affected. The initial margin is segregated as cash and/or securities balances with brokers for futures contracts, as disclosed in the Statements of Financial Condition, and is restricted as to its use. The Funds that enter into futures contracts maintain collateral at the broker in the form of cash and/or securities. Pursuant to the futures contract, each Fund generally agrees to receive from or pay to the broker(s) an amount of cash equal to the daily fluctuation in value of the futures contract. Such receipts or payments are known as variation margin and are recorded by each Fund as unrealized gains or losses. Each Fund will realize a gain or loss upon closing of a futures transaction.

Futures contracts involve, to varying degrees, elements of market risk (specifically commodity price risk or equity market volatility risk) and exposure to loss in excess of the amount of variation margin. The face or contract amounts reflect the extent of the total exposure each Fund has in the particular classes of instruments. Additional risks associated with the use of futures contracts are imperfect correlation between movements in the price of the futures contracts and the market value of the underlying Index or commodity and the possibility of an illiquid market for a futures contract. With futures contracts, there is minimal but some counterparty risk to the Funds since futures contracts are exchange-traded and the credit risk resides with the Funds' clearing broker or clearinghouse itself. Many futures exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit or trading may be suspended for specified times during the trading day. Futures contracts prices could move to the limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of futures positions and potentially subjecting a Fund to substantial losses. If trading is not possible, or if a Fund determines not to close a futures position in anticipation of adverse price movements, the Fund will be required to make daily cash payments of variation margin. The risk the Fund will be unable to close out a futures position will be minimized by entering into such transactions on a national exchange with an active and liquid secondary market.

Swap Agreements

Certain of the Funds enter into swap agreements for purposes of pursuing their investment objectives or as a substitute for investing directly in (or shorting) an underlying Index, currency or commodity, or to create an economic hedge against a position. Swap agreements are two-party contracts that have traditionally been entered into primarily with institutional investors in over-the-counter (“OTC”) markets for a specified period, ranging from a day to more than one year. However, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) provides for significant reforms of the OTC derivative markets, including a requirement to execute certain swap transactions on a CFTC-regulated market and/or to clear such transactions through a CFTC-regulated central clearing organization. In a standard swap transaction, two parties agree to exchange the returns earned or realized on a particular predetermined investment, instrument or Index in exchange for a fixed or floating rate of return in respect of a predetermined notional amount. Transaction or commission costs are reflected in the benchmark level at which the transaction is entered into. The gross returns to be exchanged are calculated with respect to a notional amount and the benchmark returns to which the swap is linked. Swap agreements do not involve the delivery of underlying instruments.

Generally, swap agreements entered into by the Funds calculate and settle the obligations of the parties to the agreement on a “net basis” with a single payment. Consequently, each Fund’s current obligations (or rights) under a swap agreement will generally be equal only to the net amount to be paid or received under the agreement based on the relative values of such obligations (or rights) (the “net amount”). In a typical swap agreement entered into by a Matching VIX Fund, an Ultra Fund, or an UltraPro Fund, the Matching VIX Fund, Ultra Fund, or UltraPro Fund would be entitled to settlement payments in the event the level of the benchmark increases and would be required to make payments to the swap counterparties in the event the level of the benchmark decreases, adjusted for any transaction costs or trading spreads on the notional amount the Funds may pay. In a typical swap agreement entered into by a Short Fund, an UltraShort Fund, or an UltraPro Short Fund, the Short Fund, UltraShort Fund, or UltraPro Short Fund would be required to make payments to the swap counterparties in the event the level of the benchmark increases and would be entitled to settlement payments in the event the level of the benchmark decreases, adjusted for any transaction costs or trading spreads on the notional amount the Funds may pay.

The net amount of the excess, if any, of each Fund’s obligations over its entitlements with respect to each OTC swap agreement is accrued on a daily basis and an amount of cash and/or securities having an aggregate value at least equal to such accrued excess is maintained for the benefit of the counterparty in a segregated account by the Funds’ Custodian. The net amount of the excess, if any, of each Fund’s entitlements over its obligations with respect to each OTC swap agreement is accrued on a daily basis and an amount of cash and/or securities having an aggregate value at least equal to such accrued excess is maintained for the benefit of the Fund in a segregated account by a third party custodian. Until a swap agreement is settled in cash, the gain or loss on the notional amount less any transaction costs or trading spreads payable by each Fund on the notional amount are recorded as “unrealized appreciation or depreciation on swap agreements” and, when cash is exchanged, the gain or loss realized is recorded as “realized gains or losses on swap agreements.” Swap agreements are generally valued at the last settled price of the benchmark referenced asset.

Swap agreements contain various conditions, events of default, termination events, covenants and representations. The triggering of certain events or the default on certain terms of the agreement could allow a party to terminate a transaction under the agreement and request immediate payment in an amount equal to the net positions owed to the party under the agreement. This could cause a Fund to have to enter into a new transaction with the same counterparty, enter into a transaction with a different counterparty or seek to achieve its investment objective through any number of different investments or investment techniques.

Swap agreements involve, to varying degrees, elements of market risk and exposure to loss in excess of the unrealized gain/loss reflected. The notional amounts reflect the extent of the total investment exposure each Fund has under the swap agreement, which may exceed the NAV of each Fund. Additional risks associated with the use of swap agreements are imperfect correlations between movements in the notional amount and the price of the underlying reference Index and the inability of counterparties to perform. Each Fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or bankruptcy of a swap agreement counterparty. A Fund will typically enter into swap agreements only with major global financial institutions. The creditworthiness of each of the firms that is a party to a swap agreement is monitored by the Sponsor. The Sponsor may use various techniques to minimize credit risk including early termination and payment, using different counterparties, limiting the net amount due from any individual counterparty and generally requiring collateral to be posted by the counterparty in an amount approximately equal to that owed to the Funds. All of the outstanding swap agreements at December 31, 2019 contractually terminate within one month but may be terminated without penalty by either party at any time. Upon termination, the Fund is obligated to pay or receive the “unrealized appreciation or depreciation” amount.

The Funds, as applicable, collateralize swap agreements by segregating or designating cash and/or certain securities as indicated on the Statements of Financial Condition or Schedules of Investments. As noted above, collateral posted in connection with OTC derivative transactions is held for the benefit of the counterparty in a segregated tri-party account at the Custodian to protect the counterparty against non-payment by the Funds. The collateral held in this account is restricted as to its use. In the event of a default by the counterparty, the Funds will seek withdrawal of this collateral from the segregated account and may incur certain costs in exercising its right with respect to the collateral. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Funds may experience significant delays in obtaining any recovery in a bankruptcy or other reorganizational proceeding. The Funds may obtain only limited recovery or may obtain no recovery in such circumstances.

The Funds remain subject to credit risk with respect to the amount they expect to receive from counterparties. However, the Funds have sought to mitigate these risks in connection with OTC swaps by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, in an amount approximately equal to what the counterparty owes the Fund, subject to certain minimum thresholds. In the event of a bankruptcy of a counterparty, such Fund will have direct access to the collateral received from the counterparty, generally as of the day prior to the bankruptcy, because there is a one day time lag between the Fund's request for collateral and the delivery of such collateral. To the extent any such collateral is insufficient, the Funds will be exposed to counterparty risk as described above, including the possible delays in recovering amounts as a result of bankruptcy proceedings. As of December 31, 2019, the collateral posted by counterparties consisted of cash and/or U.S. Treasury securities.

The counterparty/credit risk for cleared derivative transactions is generally lower than for OTC derivatives since generally a clearing organization becomes substituted for each counterparty to a cleared derivative contract and, in effect, guarantees the parties' performance under the contract as each party to a trade looks only to the clearing organization for performance of financial obligations. In addition, cleared derivative transactions benefit from daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries.

Forward Contracts

Certain of the Funds enter into forward contracts for the purpose of pursuing their investment objectives and as a substitute for investing directly in (or shorting) commodities and/or currencies. A forward contract is an agreement between two parties to purchase or sell a specified quantity of an asset at or before a specified date in the future at a specified price. Forward contracts are typically traded in OTC markets and all details of the contracts are negotiated between the counterparties to the agreement. Accordingly, the forward contracts are valued by reference to the contracts traded in the OTC markets.

The contractual obligations of a buyer or seller may generally be satisfied by taking or making physical delivery of the underlying commodity or currency, establishing an opposite position in the contract and recognizing the profit or loss on both positions simultaneously on the delivery date or, in some instances, paying a cash settlement before the designated date of delivery. The forward contracts are adjusted by the daily fluctuation of the underlying commodity or currency and any gains or losses are recorded for financial statement purposes as unrealized gains or losses until the contract settlement date.

Forward contracts have traditionally not been cleared or guaranteed by a third party. As a result of the Dodd-Frank Act, the CFTC now regulates non-deliverable forwards (including deliverable forwards where the parties do not take delivery). Certain non-deliverable forward contracts, such as non-deliverable foreign exchange forwards, may be subject to regulation as swap agreements, including mandatory clearing. Changes in the forward markets may entail increased costs and result in increased reporting requirements.

The Funds may collateralize OTC forward commodity contracts by segregating or designating cash and/or certain securities as indicated on their Statements of Financial Condition or Schedules of Investments. Such collateral is held for the benefit of the counterparty in a segregated tri-party account at a third party custodian to protect the counterparty against non-payment by the Funds. The collateral held in this account is restricted as to its use. In the event of a default by the counterparty, the Funds will seek withdrawal of this collateral from the segregated account and may incur certain costs in exercising its right with respect to the collateral. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Funds may experience significant delays in obtaining any recovery in a bankruptcy or other reorganizational proceeding. The Funds may obtain only limited recovery or may obtain no recovery in such circumstances.

The Funds remain subject to credit risk with respect to the amount they expect to receive from counterparties. However, the Funds have sought to mitigate these risks by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, in an amount approximately equal to what the counterparty owes the Fund, subject to minimum thresholds.

In the event of the bankruptcy of a counterparty, the Fund will have direct access to the collateral received from the counterparty, generally as of the day prior to the bankruptcy, because there is a one day time lag between the Fund's request for collateral and the delivery of such collateral. To the extent any such collateral is insufficient, the Fund will be exposed to counterparty risk as described above, including the possible delays in recovering amounts as a result of bankruptcy proceedings. As of December 31, 2019, the collateral posted by counterparties consisted of cash and/or U.S. Treasury securities.

Participants in trading foreign exchange forward contracts often do not require margin deposits, but rely upon internal credit limitations and their judgments regarding the creditworthiness of their counterparties. In recent years, however, many OTC market participants in foreign exchange trading have begun to require their counterparties to post margin.

A Fund will typically enter into forward contracts only with major global financial institutions. The creditworthiness of each of the firms that is a party to a forward contract is monitored by the Sponsor.

The counterparty/credit risk for cleared derivative transactions is generally lower than for OTC derivatives since generally a clearing organization becomes substituted for each counterparty to a cleared derivative contract and, in effect, guarantees the parties' performance under the contract as each party to a trade looks only to the clearing organization for performance of financial obligations. In addition, cleared derivative transactions benefit from daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries.

The following tables indicate the location of derivative related items on the Statement of Financial Condition as well as the effect of derivative instruments on the Statement of Operations during the reporting period.

Fair Value of Derivative Instruments as of December 31, 2019

Derivatives Not Accounted for as Hedging Instruments	Fund	Asset Derivatives		Liability Derivatives	
		Statements of Financial Condition Location	Unrealized Appreciation	Statements of Financial Condition Location	Unrealized Depreciation
VIX Futures Contracts		Receivables on open futures contracts and/or unrealized appreciation on swap agreements		Payable on open futures contracts and/or unrealized depreciation on swap agreements	
	ProShares Short VIX Short-Term Futures ETF		\$10,424,889*		\$ 170,017*
	ProShares Ultra VIX Short-Term Futures ETF		—		46,606,565*
	ProShares VIX Mid-Term Futures ETF		6,130*		2,286,955*
	ProShares VIX Short-Term Futures ETF		—		15,394,011*
Commodities Contracts		Receivables on open futures contracts and/or unrealized appreciation on swap agreements		Payable on open futures contracts and/or unrealized depreciation on swap agreements	
	ProShares Ultra Bloomberg Crude Oil		22,580,165*		—
	ProShares Ultra Bloomberg Natural Gas		—		2,652,228*
	ProShares Ultra Gold		8,138,774*		—
	ProShares Ultra Silver		30,860,447*		—
	ProShares UltraPro 3x Crude Oil ETF		7,266,550*		—
	ProShares UltraPro 3x Short Crude Oil ETF		—		8,358,056*
	ProShares UltraShort Bloomberg Crude Oil		—		7,152,620*
	ProShares UltraShort Bloomberg Natural Gas		672,329*		—
	ProShares UltraShort Gold		—		1,564,379*
	ProShares UltraShort Silver		—		2,036,085*
Foreign Exchange Contracts		Unrealized appreciation on foreign currency forward contracts, and/or receivables on open futures contracts		Unrealized depreciation on foreign currency forward contracts, and/or payable on open futures contracts	
	ProShares Short Euro		—		14,000*
	ProShares Ultra Euro		109,997		—
	ProShares Ultra Yen		—		10,529
	ProShares UltraShort Australian Dollar		—		224,000*
	ProShares UltraShort Euro		115,751		2,366,171
	ProShares UltraShort Yen		95,899		—
		Total Trust	\$80,270,931*		\$88,835,616*

* Includes cumulative appreciation (depreciation) of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

Fair Value of Derivative Instruments as of December 31, 2018

Derivatives Not Accounted for as Hedging Instruments	Fund	Asset Derivatives		Liability Derivatives	
		Statements of Financial Condition Location	Unrealized Appreciation	Statements of Financial Condition Location	Unrealized Depreciation
VIX Futures Contracts		Receivables on open futures contracts, unrealized appreciation on swap agreements		Payable on open futures contracts, unrealized depreciation on swap agreements	
	ProShares Short VIX Short-Term Futures ETF		\$ 910,460*		\$ 15,386,661*
	ProShares Ultra VIX Short-Term Futures ETF		33,798,582*		2,625,566*
	ProShares VIX Mid-Term Futures ETF		3,888,156*		130,050*
	ProShares VIX Short-Term Futures ETF		18,392,959*		1,014,514*
Commodities Contracts		Receivables on open futures contracts and/or unrealized appreciation on swap agreements		Payable on open futures contracts and/or unrealized depreciation on swap agreements	
	ProShares Ultra Bloomberg Crude Oil		—		86,807,426*
	ProShares Ultra Bloomberg Natural Gas		—		10,323,163*
	ProShares Ultra Gold		4,325,971*		—
	ProShares Ultra Silver		26,642,453*		—
	ProShares UltraPro 3x Crude Oil ETF		—		23,451,361*
	ProShares UltraPro 3x Short Crude Oil ETF		7,019,475*		—
	ProShares UltraShort Bloomberg Crude Oil		23,918,881*		—
	ProShares UltraShort Bloomberg Natural Gas		10,837,989*		—
	ProShares UltraShort Gold		—		1,022,566*
	ProShares UltraShort Silver		—		1,837,928*
Foreign Exchange Contracts		Unrealized appreciation on foreign currency forward contracts, and/or receivables on open futures contracts		Unrealized depreciation on foreign currency forward contracts, and/or payable on open futures contracts	
	ProShares Short Euro		—		43,281*
	ProShares Ultra Euro		61,971		4,033
	ProShares Ultra Yen		179,187		2,076
	ProShares UltraShort Australian Dollar		511,825*		—
	ProShares UltraShort Euro		104,074		1,599,878
	ProShares UltraShort Yen		678,152		3,801,896
	Total Trust		\$131,270,135*		\$148,050,399*

* Includes cumulative appreciation (depreciation) of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

**The Effect of Derivative Instruments on the Statement of Operations
For the year ended December 31, 2019**

Derivatives Not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Fund	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income
VIX Futures Contracts	Net realized gain (loss) on futures contracts and/or swap agreements/ changes in unrealized appreciation (depreciation) on futures contracts and/or swap agreements			
		ProShares Short VIX Short-Term Futures ETF	\$ 125,639,084	\$ 24,731,073
		ProShares Ultra VIX Short-Term Futures ETF	(612,858,632)	(77,779,581)
		ProShares VIX Mid-Term Futures ETF	(6,228,652)	(6,038,931)
		ProShares VIX Short-Term Futures ETF	(194,363,991)	(32,772,456)
Commodities Contracts	Net realized gain (loss) on futures contracts, forward and/or swap agreements/ changes in unrealized appreciation (depreciation) on futures contracts, forward and/or swap agreements			
		ProShares Ultra Bloomberg Crude Oil	144,170,473	109,387,591
		ProShares Ultra Bloomberg Natural Gas	(32,380,194)	7,670,935
		ProShares Ultra Gold	19,587,937	3,812,803
		ProShares Ultra Silver	34,367,044	4,217,994
		ProShares UltraPro 3x Crude Oil ETF	69,170,933	30,717,911
		ProShares UltraPro 3x Short Crude Oil ETF	(2,410,550)	(15,377,531)
		ProShares UltraShort Bloomberg Crude Oil	(14,251,700)	(31,071,501)
		ProShares UltraShort Bloomberg Natural Gas	19,286,567	(10,165,660)
		ProShares UltraShort Gold	(5,193,260)	(541,813)
		ProShares UltraShort Silver	(4,544,770)	(198,157)
Foreign Exchange Contracts	Net realized gain (loss) on futures and/or foreign currency forward contracts/changes in unrealized appreciation (depreciation) on futures and/or foreign currency forward contracts			
		ProShares Short Euro	972,479	29,281
		ProShares Ultra Euro	(722,691)	52,059
		ProShares Ultra Yen	58,152	(187,640)
		ProShares UltraShort Australian Dollar	833,171	(735,825)
		ProShares UltraShort Euro	13,745,299	(754,616)
		ProShares UltraShort Yen	(1,979,140)	3,219,643
		Total Trust	\$(447,102,441)	\$ 8,215,579

**The Effect of Derivative Instruments on the Statement of Operations
For the year ended December 31, 2018**

Derivatives Not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Fund	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income
VIX Futures Contracts	Net realized gain (loss) on futures contracts and/or swap agreements/ changes in unrealized appreciation (depreciation) on futures contracts and/or swap agreements			
		ProShares Short VIX Short-Term Futures ETF	\$ (1,885,564,719)	\$ (31,517,650)
		ProShares Ultra VIX Short-Term Futures ETF	390,000,742	65,639,136
		ProShares VIX Mid-Term Futures ETF	4,332,654	5,973,386
		ProShares VIX Short-Term Futures ETF	89,903,111	22,140,322
Commodities Contracts	Net realized gain (loss) on futures contracts, swap and/or forward agreements/ changes in unrealized appreciation/ depreciation on futures contracts, swap and/ or forward agreements			
		ProShares Ultra Bloomberg Crude Oil	21,756,994	(160,991,766)
		ProShares Ultra Bloomberg Natural Gas	21,092,864	(17,548,973)
		ProShares Ultra Gold	(7,345,006)	674,136
		ProShares Ultra Silver	(57,488,526)	4,905,519
		ProShares UltraPro 3x Crude Oil ETF	(37,435,672)	(24,869,359)
		ProShares UltraPro 3x Short Crude Oil ETF	7,377,281	10,007,630
		ProShares UltraShort Bloomberg Crude Oil	(42,040,086)	58,488,671
		ProShares UltraShort Bloomberg Natural Gas	(14,147,964)	11,935,038
		ProShares UltraShort Gold	1,323,579	471,153
		ProShares UltraShort Silver	5,024,976	(120,115)
Foreign Exchange Contracts	Net realized gain (loss) on futures and/ or foreign currency forward contracts/ changes in unrealized appreciation (depreciation) on futures and/ or foreign currency forward contracts			
		ProShares Short Euro	459,984	123,007
		ProShares Ultra Euro	(1,063,823)	(206,214)
		ProShares Ultra Yen	(170,364)	211,935
		ProShares UltraShort Australian Dollar	128,451	1,405,045
		ProShares UltraShort Euro	18,953,455	4,848,465
		ProShares UltraShort Yen	2,111,627	(4,651,007)
		Total Trust	\$ (1,482,790,442)	\$ (53,081,641)

The Effect of Derivative Instruments on the Statements of Operations

For the year ended December 31, 2017

Derivatives Not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Fund	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income
VIX Futures Contracts	Net realized gain (loss) on futures contracts/ changes in unrealized appreciation (depreciation) on futures contracts	ProShares Short VIX Short-Term Futures ETF	\$ 897,400,516	\$ 27,351,060
		ProShares Ultra VIX Short-Term Futures ETF	(1,020,750,851)	(26,493,883)
		ProShares VIX Mid-Term Futures ETF	(25,319,770)	(927,035)
		ProShares VIX Short-Term Futures ETF	(194,005,568)	(4,293,225)
Commodity Contracts	Net realized gain (loss) on futures contracts, swap and/or forward agreements/changes in unrealized appreciation (depreciation) on futures contracts, swap and/or forward agreements	ProShares Ultra Bloomberg Crude Oil	22,146,212	13,288,604
		ProShares Ultra Bloomberg Natural Gas	(40,793,265)	4,689,090
		ProShares Ultra Gold	11,484,410	8,101,902
		ProShares Ultra Silver	(31,762,834)	42,740,483
		ProShares UltraPro 3x Crude Oil ETF	6,018,618	1,417,998
		ProShares UltraPro 3x Short Crude Oil ETF	(7,046,628)	(2,988,155)
		ProShares UltraShort Bloomberg Crude Oil	(6,491,060)	(20,936,094)
		ProShares UltraShort Bloomberg Natural Gas	4,762,532	(615,018)
		ProShares UltraShort Gold	(6,993,557)	(4,546,265)
		ProShares UltraShort Silver	1,153,393	(3,129,369)
Foreign Exchange Contracts	Net realized gain (loss) on futures and/or foreign currency forward contracts/changes in unrealized appreciation (depreciation) on futures and/or foreign currency forward contracts	ProShares Short Euro	(1,161,987)	(299,188)
		ProShares Ultra Euro	2,212,313	838,162
		ProShares Ultra Yen	(46,195)	307,252
		ProShares UltraShort Australian Dollar	(866,771)	(2,075,560)
		ProShares UltraShort Euro	(39,691,680)	(22,507,200)
		ProShares UltraShort Yen	(8,729,472)	(15,217,674)
		Total Trust	\$ (438,481,644)	\$ (5,294,115)

Offsetting Assets and Liabilities

Each Fund is subject to master netting agreements or similar arrangements that allow for amounts owed between each Fund and the counterparty to be netted upon an early termination. The party that has the larger payable pays the excess of the larger amount over the smaller amount to the other party. The master netting agreements or similar arrangements do not apply to amounts owed to/from different counterparties. As described above, the Funds utilize derivative instruments to achieve their investment objective during the year. The amounts shown in the Statements of Financial Condition do not take into consideration the effects of legally enforceable master netting agreements or similar arrangements.

For financial reporting purposes, the Funds do not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Statements of Financial Condition. The following table presents each Fund's derivatives by investment type and by counterparty net of amounts available for offset under a master netting agreement and the related collateral received or pledged by the Funds as of December 31, 2019.

Fund	Fair Values of Derivative Instruments as of December 31, 2019					
	Assets			Liabilities		
	Gross Amounts of Recognized Assets presented in the Statements of Financial Condition	Gross Amounts Offset in the Statements of Financial Condition	Net Amounts of Assets presented in the Statements of Financial Condition	Gross Amounts of Recognized Liabilities presented in the Statements of Financial Condition	Gross Amounts Offset in the Statements of Financial Condition	Net Amounts of Liabilities presented in the Statements of Financial Condition
ProShares Ultra Bloomberg Crude Oil						
Swap agreements	\$ 21,814,590	\$ —	\$ 21,814,590	\$ —	\$ —	\$ —
ProShares Ultra Euro						
Foreign currency forward contracts	109,997	—	109,997	—	—	—
ProShares Ultra Gold						
Swap agreements	5,890,260	—	5,890,260	—	—	—
ProShares Ultra Silver						
Swap agreements	25,135,898	—	25,135,898	—	—	—
ProShares Ultra VIX Short-Term Futures ETF						
Swap agreements	—	—	—	209,784	—	209,784
ProShares Ultra Yen						
Foreign currency forward contracts	—	—	—	10,529	—	10,529
ProShares UltraShort Bloomberg Crude Oil						
Swap agreements	—	—	—	4,033,931	—	4,033,931
ProShares UltraShort Euro						
Foreign currency forward contracts	115,751	—	115,751	2,366,171	—	2,366,171
ProShares UltraShort Gold						
Swap agreements	—	—	—	1,172,809	—	1,172,809
ProShares UltraShort Silver						
Swap agreements	—	—	—	1,953,904	—	1,953,904
ProShares UltraShort Yen						
Foreign currency forward contracts	95,899	—	95,899	—	—	—

Asset (Liability) amounts shown in the table below represent amounts owed to (by) the Funds for the derivative-related investments at December 31, 2019. These amounts may be collateralized by cash or financial instruments, segregated for the benefit of the Funds or the counterparties, depending on whether the related contracts are in an appreciated or depreciated position at period end. Amounts shown in the column labeled “Net Amount” represent the uncollateralized portions of these amounts at period end. These amounts may be un-collateralized due to timing differences related to market movements or due to minimum thresholds for collateral movement, as further described above under the caption “Accounting for Derivative Instruments”.

Gross Amounts Not Offset in the Statements of Financial Condition as of December 31, 2019

	Amounts of Recognized Assets / (Liabilities) presented in the Statements of Financial Condition	Financial Instruments for the Benefit of (the Funds) / the Counterparties	Cash Collateral for the Benefit of (the Funds) / the Counterparties	Net Amount
ProShares Ultra Bloomberg Crude Oil				
Citibank, N.A.	\$ 6,039,121	\$ —	\$ (6,039,121)	\$ —
Goldman Sachs International	4,393,163	(4,393,163)	—	—
Royal Bank of Canada	4,210,281	—	(4,210,281)	—
Societe Generale	2,253,037	(2,253,037)	—	—
UBS AG	4,918,988	(4,918,988)	—	—
ProShares Ultra Euro				
Goldman Sachs International	54,679	—	—	54,679
UBS AG	55,318	—	—	55,318
ProShares Ultra Gold				
Citibank, N.A.	2,300,665	—	(1,960,000)	340,665
Goldman Sachs International	1,681,492	(1,489,073)	—	192,419
UBS AG	1,908,103	(1,638,362)	—	269,741
ProShares Ultra Silver				
Citibank, N.A.	10,329,244	—	(10,329,244)	—
Goldman Sachs International	5,925,755	(5,925,755)	—	—
UBS AG	8,880,899	(8,880,899)	—	—
ProShares Ultra VIX Short-Term Futures ETF				
Goldman Sachs & Co.	(209,784)	—	209,784	—
ProShares Ultra Yen				
Goldman Sachs International	(2,404)	—	2,404	—
UBS AG	(8,125)	—	8,125	—
ProShares UltraShort Bloomberg Crude Oil				
Citibank, N.A.	(1,401,797)	1,401,797	—	—
Goldman Sachs International	(793,395)	793,395	—	—
Royal Bank of Canada	(815,341)	815,341	—	—
Societe Generale	(325,459)	—	325,459	—
UBS AG	(697,939)	—	697,939	—
ProShares UltraShort Euro				
Goldman Sachs International	(1,134,162)	1,134,162	—	—
UBS AG	(1,116,258)	1,116,258	—	—
ProShares UltraShort Gold				
Citibank, N.A.	(534,714)	534,714	—	—
Goldman Sachs International	(263,870)	263,870	—	—
UBS AG	(374,225)	—	374,225	—
ProShares UltraShort Silver				
Citibank, N.A.	(788,313)	788,313	—	—
Goldman Sachs International	(401,324)	—	401,324	—
UBS AG	(764,267)	764,267	—	—
ProShares UltraShort Yen				
Goldman Sachs International	32,828	(32,828)	—	—
UBS AG	63,071	(63,071)	—	—

The following table presents each Fund's derivatives by investment type and by counterparty net of amounts available for offset under a master netting agreement and the related collateral received or pledged by the Funds as of December 31, 2018:

Fair Values of Derivative Instruments as of December 31, 2018

	Assets			Liabilities		
	Gross Amounts of Recognized Assets presented in the Statements of Financial Condition	Gross Amounts Offset in the Statements of Financial Condition	Net Amounts of Assets presented in the Statements of Financial Condition	Gross Amounts of Recognized Liabilities presented in the Statements of Financial Condition	Gross Amounts Offset in the Statements of Financial Condition	Net Amounts of Liabilities presented in the Statements of Financial Condition
ProShares Ultra Bloomberg Crude Oil						
Swap agreements	\$ —	\$ —	\$ —	\$72,767,125	\$ —	\$ 72,767,125
ProShares Ultra Euro						
Foreign currency forward contracts	61,971	—	61,971	4,033	—	4,033
ProShares Ultra Gold						
Forward agreements	4,253,301	—	4,253,301	—	—	—
ProShares Ultra Silver						
Forward agreements	26,301,717	—	26,301,717	—	—	—
ProShares Ultra VIX Short-Term Futures ETF						
Swap agreements	—	—	—	1,330,949	—	1,330,949
ProShares Ultra Yen						
Foreign currency forward contracts	179,187	—	179,187	2,076	—	2,076
ProShares UltraShort Bloomberg Crude Oil						
Swap agreements	20,646,726	—	20,646,726	—	—	—
ProShares UltraShort Euro						
Foreign currency forward contracts	104,074	—	104,074	1,599,878	—	1,599,878
ProShares UltraShort Gold						
Forward agreements	—	—	—	990,786	—	990,786
ProShares UltraShort Silver						
Forward agreements	—	—	—	1,793,011	—	1,793,011
ProShares UltraShort Yen						
Foreign currency forward contracts	678,152	—	678,152	3,801,896	—	3,801,896

Asset (Liability) amounts shown in the table below represent amounts owed to (by) the Funds for the derivative-related investments at December 31, 2018. These amounts may be collateralized by cash or financial instruments, segregated for the benefit of the Funds or the counterparties, depending on whether the related contracts are in an appreciated or depreciated position at period end. Amounts shown in the column labeled “Net Amount” represent the uncollateralized portions of these amounts at period end. These amounts may be un-collateralized due to timing differences related to market movements or due to minimum thresholds for collateral movement, as further described above under the caption “Accounting for Derivative Instruments”.

Gross Amounts Not Offset in the Statements of Financial Condition as of December 31, 2018

	Amounts of Recognized Assets / (Liabilities) presented in the Statements of Financial Condition	Financial Instruments for the Benefit of (the Funds) / the Counterparties	Cash Collateral for the Benefit of (the Funds) / the Counterparties	Net Amount
ProShares Ultra Bloomberg Crude Oil				
Citibank, N.A.	\$ (22,752,565)	\$ 20,667,565	\$ 2,085,000	\$ —
Goldman Sachs International	(15,691,687)	10,417,687	5,274,000	—
Royal Bank of Canada	(13,836,386)	13,836,386	—	—
Societe Generale	(5,206,589)	1,491,589	3,715,000	—
UBS AG	(15,279,898)	15,156,898	123,000	—
ProShares Ultra Euro				
Goldman Sachs International	26,209	—	—	26,209
UBS AG	31,729	—	—	31,729
ProShares Ultra Gold				
Citibank, N.A.	1,682,026	(1,682,026)	—	—
Goldman Sachs International	1,223,528	(1,223,528)	—	—
Societe Generale	61,260	—	—	61,260
UBS AG	1,286,487	(1,286,487)	—	—
ProShares Ultra Silver				
Citibank, N.A.	9,662,061	(8,053,860)	—	1,608,201
Goldman Sachs International	8,418,745	(1,655,971)	—	6,762,774
Societe Generale	118,797	—	—	118,797
UBS AG	8,102,114	(6,971,401)	—	1,130,713
ProShares Ultra VIX Short-Term Futures ETF				
Goldman Sachs International	(1,330,949)	—	1,330,949	—
ProShares Ultra Yen				
Goldman Sachs International	73,705	—	—	73,705
UBS AG	103,406	—	—	103,406
ProShares UltraShort Bloomberg Crude Oil				
Citibank, N.A.	8,336,367	(8,336,367)	—	—
Goldman Sachs International	2,752,372	(2,752,372)	—	—
Royal Bank of Canada	4,237,960	—	(4,237,960)	—
Societe Generale	1,891,050	(1,891,050)	—	—
UBS AG	3,428,977	(3,428,977)	—	—
ProShares UltraShort Euro				
Goldman Sachs International	(610,002)	610,002	—	—
UBS AG	(885,802)	—	885,802	—
ProShares UltraShort Gold				
Citibank, N.A.	(380,655)	119,655	261,000	—
Goldman Sachs International	(258,134)	—	258,134	—
Societe Generale	(63,076)	—	63,076	—
UBS AG	(288,921)	—	288,921	—
ProShares UltraShort Silver				
Citibank, N.A.	(566,050)	—	566,050	—
Goldman Sachs International	(605,756)	—	605,756	—
Societe Generale	(119,953)	—	119,953	—
UBS AG	(501,252)	—	501,252	—
ProShares UltraShort Yen				
Goldman Sachs International	(1,425,071)	—	1,425,071	—
UBS AG	(1,698,673)	1,571,673	127,000	—

NOTE 4 – AGREEMENTS

Management Fee

Each Leveraged Fund, the Short Euro Fund and each Geared VIX Fund pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.95% per annum of its average daily NAV of such Fund. Each Matching VIX Fund pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.85% per annum of its average daily NAV of such Fund.

The Management Fee is paid in consideration of the Sponsor's trading advisory services and the other services provided to the Fund that the Sponsor pays directly. From the Management Fee, the Sponsor pays all of the routine operational, administrative and other ordinary expenses of each Fund, generally as determined by the Sponsor, including but not limited to, (i) the Administrator, Custodian, Distributor, ProFunds Distributors, Inc. ("PDI"), an affiliated broker-dealer of the Sponsor, Transfer Agent, accounting and auditing fees and expenses, (ii) any Index licensors for the Funds; and (iii) the normal and expected expenses incurred in connection with the continuous offering of Shares of each Fund after the commencement of its trading operations. Fees associated with a Fund's trading operations may include expenses such as tax preparation expenses, legal fees not in excess of \$100,000 per annum, ongoing SEC registration fees not exceeding 0.021% per annum of the NAV of a Fund and Financial Industry Regulatory Authority ("FINRA") filing fees, individual Schedule K-1 preparation and mailing fees not exceeding 0.10% per annum of the net assets of a Fund, and report preparation and mailing expenses.

Non-Recurring Fees and Expenses

Each Fund pays all its non-recurring and unusual fees and expenses, if any, as determined by the Sponsor. Non-recurring and unusual fees and expenses are fees and expenses that are unexpected or unusual in nature, such as legal claims and liabilities, litigation costs or indemnification or other material expenses which are not currently anticipated obligations of the Funds.

The Administrator

BNY Mellon Asset Servicing, a division of The Bank of New York Mellon ("BNY Mellon") serves as the Administrator of the Funds. The Trust, on its own behalf and on behalf of each Fund, and BNY Mellon have entered into an administration and accounting agreement (the "Administration and Accounting Agreement") in connection therewith. Pursuant to the terms of the Administration and Accounting Agreement and under the supervision and direction of the Sponsor and the Trust, BNY Mellon prepares and files certain regulatory filings on behalf of the Funds. BNY Mellon may also perform other services for the Funds pursuant to the Administration and Accounting Agreement as mutually agreed upon by the Sponsor, the Trust and BNY Mellon from time to time. The Administrator's fees are paid on behalf of the Funds by the Sponsor.

Brown Brothers Harriman and Co. (“BBH&Co.”) served as administrator of the Funds and the Trust until replaced by BNY Mellon on October 1, 2018.

The Custodian

BNY Mellon serves as the Custodian of the Funds, and the Trust, on its own behalf and on behalf of each Fund, and BNY Mellon have entered into a custody agreement (the “Custody Agreement”) in connection therewith. Pursuant to the terms of the Custody Agreement, BNY Mellon is responsible for the holding and safekeeping of assets delivered to it by the Funds, and performing various administrative duties in accordance with instructions delivered to BNY Mellon by the Funds. The Custodian’s fees are paid on behalf of the Funds by the Sponsor.

BBH&Co. served as custodian of the Funds and the Trust until replaced by BNY Mellon on October 1, 2018.

The Transfer Agent

BNY Mellon serves as the Transfer Agent of the Funds for Authorized Participants and has entered into a transfer agency and service agreement (the “Transfer Agency and Service Agreement”). Pursuant to the terms of the Transfer Agency and Service Agreement, BNY Mellon is responsible for processing purchase and redemption orders and maintaining records of ownership of the Funds. The Transfer Agent Fees are paid on behalf of the Funds by the Sponsor.

BBH&Co. served as transfer agent of the Fund and the Trust until replaced by BNY Mellon on October 1, 2018.

The Distributor

SEI Investments Distribution Co. (“SEI”), serves as Distributor of the Funds and assists the Sponsor and the Administrator with certain functions and duties relating to distribution and marketing, including taking creation and redemption orders, consulting with the marketing staff of the Sponsor and its affiliates with respect to compliance with the requirements of FINRA and/or the NFA in connection with marketing efforts, and reviewing and filing of marketing materials with FINRA and/or the NFA. SEI retains all marketing materials separately for each Fund, at c/o SEI, One Freedom Valley Drive, Oaks, PA 19456. The Sponsor, on behalf of each Fund, has entered into a Distribution Services Agreement with SEI. The Sponsor pays SEI for performing its duties on behalf of the Funds.

NOTE 5 – OFFERING COSTS

Offering costs will be amortized by the Funds over a twelve month period on a straight-line basis beginning once the fund commences operations. The Sponsor will not charge its Management Fee in the first year of operations of a Fund in an amount equal to the offering costs. Normal and expected expenses incurred in connection with the continuous offering of Shares of a Fund after the commencement of its trading operations will be paid by the Sponsor.

NOTE 6 – CREATION AND REDEMPTION OF CREATION UNITS

Each Fund issues and redeems shares from time to time, but only in one or more Creation Units. A Creation Unit is a block of 50,000 Shares of a Geared Fund and 25,000 Shares of a Matching VIX Fund. Creation Units may be created or redeemed only by Authorized Participants. As a result of the Share splits and reverse Share splits as described in Note 1, certain redemptions as disclosed in the Statements of Changes in Shareholders’ Equity reflect payment of fractional share balances on beneficial shareholder accounts.

Except when aggregated in Creation Units, the Shares are not redeemable securities. Retail investors, therefore, generally will not be able to purchase or redeem Shares directly from or with a Fund. Rather, most retail investors will purchase or sell Shares in the secondary market with the assistance of a broker. Thus, some of the information contained in these Notes to Financial Statements—such as references to the Transaction Fees imposed on purchases and redemptions is not relevant to retail investors.

Transaction Fees on Creation and Redemption Transactions

The manner by which Creation Units are purchased or redeemed is governed by the terms of the Authorized Participant Agreement and Authorized Participant Procedures Handbook. By placing a purchase order, an Authorized Participant agrees to: (1) deposit cash with the Custodian; and (2) if permitted by the Sponsor in its sole discretion, enter into or arrange for an exchange of futures contract for related position or block trade with the relevant fund whereby the Authorized Participant would also transfer to such Fund a number and type of exchange-traded futures contracts at or near the closing settlement price for such contracts on the purchase order date.

Authorized Participants may pay a fixed transaction fee (typically \$250) in connection with each order to create or redeem a Creation Unit in order to compensate BNY Mellon, as the Administrator, the Custodian and the Transfer Agent of each Fund and its Shares, for services in processing the creation and redemption of Creation Units and to offset the costs of increasing or decreasing derivative positions. Authorized Participants also may pay a variable transaction fee to the Fund of up to 0.10% (and a variable transaction fee to the Matching VIX Funds of 0.05%) of the value of the Creation Unit that is purchased or redeemed unless the transaction fee is waived or otherwise adjusted by the Sponsor. The Sponsor provides such Authorized Participant with prompt notice in advance of any such waiver or adjustment of the transaction fee. Authorized Participants may sell the Shares included in the Creation Units they purchase from the Funds to other investors in the secondary market.

Transaction fees for the for the years ended December 31, 2019, 2018 and 2017 which are included in the Addition and/or Redemption of Shares on the Statements of Changes in Shareholders' Equity, were as follows:

Fund	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017
ProShares Short Euro	\$ —	\$ —	\$ —
ProShares Short VIX Short-Term Futures ETF	189,274	699,323	1,008,452
ProShares Ultra Bloomberg Crude Oil	57,619	235,966	610,969
ProShares Ultra Bloomberg Natural Gas	5,580	16,562	15,937
ProShares Ultra Euro	—	—	—
ProShares Ultra Gold	1,632	10,139	14,460
ProShares Ultra Silver	7,332	26,173	28,622
ProShares Ultra VIX Short-Term Futures ETF	1,925,312	2,194,669	1,036,162
ProShares Ultra Yen	—	—	—
ProShares UltraPro 3x Crude Oil ETF	24,934	81,882	25,455
ProShares UltraPro 3x Short Crude Oil ETF	8,919	46,345	14,096
ProShares UltraShort Australian Dollar	—	—	—
ProShares UltraShort Bloomberg Crude Oil	27,697	135,524	207,707
ProShares UltraShort Bloomberg Natural Gas	1,378	9,616	4,713
ProShares UltraShort Euro	—	—	—
ProShares UltraShort Gold	1,606	10,644	15,945
ProShares UltraShort Silver	—	—	—
ProShares UltraShort Yen	—	—	—
ProShares VIX Mid-Term Futures ETF	18,415	27,723	13,605
ProShares VIX Short-Term Futures ETF	205,080	160,987	142,380
Total Trust	\$ 2,474,778	\$ 3,655,553	\$ 3,138,503

NOTE 7 – FINANCIAL HIGHLIGHTS

Selected data for a Share outstanding throughout the year ended December 31, 2019:

For the Year Ended December 31, 2019

Per Share Operating Performance	Short Euro	Short VIX Short-Term Futures ETF	Ultra Bloomberg Crude Oil	Ultra Bloomberg Natural Gas	Ultra Euro	Ultra Gold
Net asset value, at December 31, 2018	\$ 43.10	\$ 42.36	\$ 13.06	\$ 25.28	\$ 15.09	\$ 37.12
Net investment income (loss)	0.55	0.18	0.19	0.07	0.13	0.42
Net realized and unrealized gain (loss)#	1.99	23.08	7.12	(16.95)	(1.43)	11.67
Change in net asset value from operations	2.54	23.26	7.31	(16.88)	(1.30)	12.09
Net asset value, at December 31, 2019	\$ 45.64	\$ 65.62	\$ 20.37	\$ 8.40	\$ 13.79	\$ 49.21
Market value per share, at December 31, 2018†	\$ 43.08	\$ 42.30	\$ 13.30	\$ 25.82	\$ 15.12	\$ 37.41
Market value per share, at December 31, 2019†	\$ 45.69	\$ 65.23	\$ 20.46	\$ 8.34	\$ 13.77	\$ 49.05
Total Return, at net asset value	5.9%	54.9%	56.0%	(66.8)%	(8.6)%	32.6%
Total Return, at market value	6.0%	54.2%	53.8%	(67.7)%	(8.9)%	31.1%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.27%^	0.99%	1.37%	0.95%	0.96%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	1.24%	0.33%	1.02%	0.52%	0.89%	0.97%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

^^ Expense ratio, excluding non-recurring fees and expense is 1.16%.

For the Year Ended December 31, 2019

Per Share Operating Performance	Ultra Silver	Ultra VIX Short-Term Futures ETF	Ultra Yen	UltraPro 3x Crude Oil ETF	UltraPro 3x Short Crude Oil ETF	UltraShort Australian Dollar
Net asset value, at December 31, 2018	\$ 26.39	\$ 81.46	\$ 57.53	\$ 13.08	\$ 49.79	\$ 55.30
Net investment income (loss)	0.25	0.01	0.52	0.14	0.05	0.59
Net realized and unrealized gain (loss)#	5.06	(68.80)	(2.22)	8.25	(39.18)	0.20
Change in net asset value from operations	5.31	(68.79)	(1.70)	8.39	(39.13)	0.79
Net asset value, at December 31, 2019	\$ 31.70	\$ 12.67	\$ 55.83	\$ 21.47	\$ 10.66	\$ 56.09
Market value per share, at December 31, 2018†	\$ 26.37	\$ 81.73	\$ 57.55	\$ 13.47	\$ 48.43	\$ 54.92
Market value per share, at December 31, 2019†	\$ 31.65	\$ 12.89	\$ 55.83	\$ 21.60	\$ 10.58	\$ 55.88
Total Return, at net asset value	20.1%	(84.4)%	(3.0)%	64.1%	(78.6)%	1.4%
Total Return, at market value	20.0%	(84.2)%	(3.0)%	60.4%	(78.2)%	1.7%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.54%^^	0.95%	1.25%	1.40%	1.03%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.91%	0.02%	0.92%	0.66%	0.31%	1.05%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

^^ Expense ratio, excluding non-recurring fees and expense is 1.53%.

For the Year Ended December 31, 2019

<u>Per Share Operating Performance</u>	<u>UltraShort Bloomberg Crude Oil</u>	<u>UltraShort Bloomberg Natural Gas</u>	<u>UltraShort Euro</u>	<u>UltraShort Gold</u>	<u>UltraShort Silver</u>	<u>UltraShort Yen</u>
Net asset value, at December 31, 2018	\$ 29.79	\$ 21.61	\$ 24.27	\$ 73.28	\$ 37.13	\$ 73.89
Net investment income (loss)	0.14	0.08	0.29	0.59	0.31	0.87
Net realized and unrealized gain (loss)#	(17.74)	16.84	2.24	(20.85)	(10.68)	1.61
Change in net asset value from operations	(17.60)	16.92	2.53	(20.26)	(10.37)	2.48
Net asset value, at December 31, 2019	\$ 12.19	\$ 38.53	\$ 26.80	\$ 53.02	\$ 26.76	\$ 76.37
Market value per share, at December 31, 2018†	\$ 29.28	\$ 21.22	\$ 24.25	\$ 72.84	\$ 37.10	\$ 73.86
Market value per share, at December 31, 2019†	\$ 12.15	\$ 38.82	\$ 26.80	\$ 53.21	\$ 26.80	\$ 76.35
Total Return, at net asset value	(59.1)%	78.3%	10.4%	(27.6)%	(27.9)%	3.4%
Total Return, at market value	(58.5)%	82.9%	10.5%	(26.9)%	(27.8)%	3.4%
Ratios to Average Net Assets						
Expense ratio	1.06%	1.57%	0.95%	0.98%	1.00%	0.95%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.88%	0.33%	1.12%	0.94%	0.90%	1.17%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

For the Year Ended December 31, 2019

<u>Per Share Operating Performance</u>	<u>VIX Mid-Term Futures ETF</u>	<u>VIX Short-Term Futures ETF</u>
Net asset value, at December 31, 2018	\$ 26.65	\$ 38.58
Net investment income (loss)	0.25	0.18
Net realized and unrealized gain (loss)#	(5.63)	(26.46)
Change in net asset value from operations	(5.38)	(26.28)
Net asset value, at December 31, 2019	\$ 21.27	\$ 12.30
Market value per share, at December 31, 2018†	\$ 26.74	\$ 38.61
Market value per share, at December 31, 2019†	\$ 21.29	\$ 12.43
Total Return, at net asset value	(20.2)%	(68.1)%
Total Return, at market value	(20.4)%	(67.8)%
Ratios to Average Net Assets		
Expense ratio	0.92%	0.96%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.85%	0.85%
Net investment income gain (loss)	1.10%	0.90%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

Selected data for a Share outstanding throughout the year ended December 31, 2018:

For the Year Ended December 31, 2018

Per Share Operating Performance	Short Euro	Short VIX Short-Term Futures ETF*	Ultra Bloomberg Crude Oil	Ultra Bloomberg Natural Gas*	Ultra Euro	Ultra Gold
Net asset value, at December 31, 2017	\$ 39.96	\$ 509.20	\$ 23.66	\$ 32.64	\$ 17.44	\$ 39.88
Net investment income (loss)	0.22	(0.23)	0.20	0.09	0.06	0.28
Net realized and unrealized gain (loss)#	2.92	(466.61)	(10.80)	(7.45)	(2.41)	(3.04)
Change in net asset value from operations	3.14	(466.84)	(10.60)	(7.36)	(2.35)	(2.76)
Net asset value, at December 31, 2018	\$ 43.10	\$ 42.36	\$ 13.06	\$ 25.28	\$ 15.09	\$ 37.12
Market value per share, at December 31, 2017†	\$ 39.99	\$ 512.84	\$ 23.44	\$ 32.50	\$ 17.46	\$ 40.67
Market value per share, at December 31, 2018†	\$ 43.08	\$ 42.30	\$ 13.30	\$ 25.82	\$ 15.12	\$ 37.41
Total Return, at net asset value	7.9%	(91.7)%	(44.8)%	(22.5)%	(13.5)%	(6.9)%
Total Return, at market value	7.7%	(91.8)%	(43.3)%	(20.6)%	(13.4)%	(8.0)%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.34%	0.97%	1.22%	0.95%	0.95%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.54%	(0.37)%	0.73%	0.30%	0.36%	0.73%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

For the Year Ended December 31, 2018

Per Share Operating Performance	Ultra Silver	Ultra VIX Short-Term Futures ETF*	Ultra Yen	UltraPro 3x Crude Oil ETF	UltraPro 3x Short Crude Oil ETF*	UltraShort Australian Dollar
Net asset value, at December 31, 2017	\$ 33.55	\$ 51.67	\$ 57.32	\$ 37.78	\$ 42.32	\$ 45.67
Net investment income (loss)	0.20	(0.40)	(0.02)	(0.04)	(0.12)	0.23
Net realized and unrealized gain (loss)#	(7.36)	30.19	0.23	(24.66)	7.59	9.40
Change in net asset value from operations	(7.16)	29.79	0.21	(24.70)	7.47	9.63
Net asset value, at December 31, 2018	\$ 26.39	\$ 81.46	\$ 57.53	\$ 13.08	\$ 49.79	\$ 55.30
Market value per share, at December 31, 2017†	\$ 33.85	\$ 51.05	\$ 57.45	\$ 37.23	\$ 42.88	\$ 45.72
Market value per share, at December 31, 2018†	\$ 26.37	\$ 81.73	\$ 57.55	\$ 13.47	\$ 48.43	\$ 54.92
Total Return, at net asset value	(21.3)%	57.7%	0.4%	(65.4)%	17.7%	21.1%
Total Return, at market value	(22.1)%	60.1%	0.2%	(63.8)%	12.9%	20.1%
Ratios to Average Net Assets						
Expense ratio	0.95%	1.68%	0.95%	1.22%	1.24%	1.03%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.69%	(0.75)%	(0.03)%	(0.12)%	(0.45)%	0.46%

* See Note 1 of these Notes to Financial Statements.

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† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

For the Year Ended December 31, 2018

<u>Per Share Operating Performance</u>	<u>UltraShort Bloomberg Crude Oil</u>	<u>UltraShort Bloomberg Natural Gas</u>	<u>UltraShort Euro</u>	<u>UltraShort Gold</u>	<u>UltraShort Silver</u>	<u>UltraShort Yen</u>
Net asset value, at December 31, 2017	\$ 24.31	\$ 39.48	\$ 21.21	\$ 70.47	\$ 31.71	\$ 74.93
Net investment income (loss)	0.11	(0.01)	0.16	0.47	0.20	0.53
Net realized and unrealized gain (loss)#	5.37	(17.86)	2.90	2.34	5.22	(1.57)
Change in net asset value from operations	5.48	(17.87)	3.06	2.81	5.42	(1.04)
Net asset value, at December 31, 2018	\$ 29.79	\$ 21.61	\$ 24.27	\$ 73.28	\$ 37.13	\$ 73.89
Market value per share, at December 31, 2017†	\$ 24.56	\$ 39.65	\$ 21.20	\$ 69.11	\$ 31.40	\$ 74.98
Market value per share, at December 31, 2018†	\$ 29.28	\$ 21.22	\$ 24.25	\$ 72.84	\$ 37.10	\$ 73.86
Total Return, at net asset value	22.5%	(45.3)%	14.4%	4.0%	17.1%	(1.4)%
Total Return, at market value	19.2%	(46.5)%	14.4%	5.4%	18.2%	(1.5)%
Ratios to Average Net Assets						
Expense ratio	0.98%	1.41%	0.95%	0.95%	0.95%	0.95%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.59%	(0.05)%	0.73%	0.64%	0.55%	0.73%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

For the Year Ended December 31, 2018

<u>Per Share Operating Performance</u>	<u>VIX Mid-Term Futures ETF</u>	<u>VIX Short-Term Futures ETF</u>
Net asset value, at December 31, 2017	\$ 21.29	\$ 23.34
Net investment income (loss)	0.10	0.08
Net realized and unrealized gain (loss)#	5.26	15.16
Change in net asset value from operations	5.36	15.24
Net asset value, at December 31, 2018	\$ 26.65	\$ 38.58
Market value per share, at December 31, 2017†	\$ 21.15	\$ 23.15
Market value per share, at December 31, 2018†	\$ 26.74	\$ 38.61
Total Return, at net asset value	25.2%	65.3%
Total Return, at market value	26.4%	66.8%
Ratios to Average Net Assets		
Expense ratio	0.97%	1.00%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.85%	0.85%
Net investment income gain (loss)	0.45%	0.30%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

Selected data for a Share outstanding throughout the year ended December 31, 2017

For the Year Ended December 31, 2017

Per Share Operating Performance	Short Euro	Short VIX Short-Term Futures ETF*	Ultra Bloomberg Crude Oil	Ultra Bloomberg Natural Gas*	Ultra Euro	Ultra Gold
Net asset value, at December 31, 2016	\$ 45.06	\$ 182.46	\$ 23.34	\$ 94.24	\$ 14.02	\$ 32.90
Net investment income (loss)	(0.14)	(2.41)	(0.03)	(0.23)	(0.04)	(0.06)
Net realized and unrealized gain (loss)#	(4.96)	329.15	0.35	(61.37)	3.46	7.04
Change in net asset value from operations	(5.10)	326.74	0.32	(61.60)	3.42	6.98
Net asset value, at December 31, 2017	\$ 39.96	\$ 509.20	\$ 23.66	\$ 32.64	\$ 17.44	\$ 39.88
Market value per share, at December 31, 2016†	\$ 45.12	\$ 181.96	\$ 23.36	\$ 94.80	\$ 14.09	\$ 33.20
Market value per share, at December 31, 2017†	\$ 39.99	\$ 512.84	\$ 23.44	\$ 32.50	\$ 17.46	\$ 40.67
Total Return, at net asset value	(11.3)%	179.0%	1.4%	(65.4)%	24.4%	21.2%
Total Return, at market value	(11.4)%	181.8%	0.3%	(65.7)%	23.9%	22.5%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.51%	0.98%	1.22%	0.95%	0.95%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	(0.32)%	(0.71)%	(0.18)%	(0.50)%	(0.23)%	(0.14)%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

For the Year Ended December 31, 2017

Per Share Operating Performance	Ultra Silver	Ultra VIX Short-Term Futures ETF*	Ultra Yen	UltraPro 3x Crude Oil ETF+	UltraPro 3x Short Crude Oil ETF**	UltraShort Australian Dollar
Net asset value, at December 31, 2016	\$ 33.44	\$ 869.63	\$ 55.43	\$ 25.00	\$ 100.00	\$ 55.38
Net investment income (loss)	(0.05)	(1.66)	(0.24)	(0.21)	(0.66)	(0.17)
Net realized and unrealized gain (loss)#	0.16	(816.30)	2.13	12.99	(57.02)	(9.54)
Change in net asset value from operations	0.11	(817.96)	1.89	12.78	(57.68)	(9.71)
Net asset value, at December 31, 2017	\$ 33.55	\$ 51.67	\$ 57.32	\$ 37.78	\$ 42.32	\$ 45.67
Market value per share, at December 31, 2016†	\$ 32.09	\$ 875.00	\$ 55.52	\$ 25.00	\$ 100.00	\$ 55.24
Market value per share, at December 31, 2017†	\$ 33.85	\$ 51.05	\$ 57.45	\$ 37.23	\$ 42.88	\$ 45.72
Total Return, at net asset value	0.3%	(94.1)%	3.4%	51.1%^	(57.7)%^	(17.5)%
Total Return, at market value	5.5%	(94.2)%	3.5%	48.9%^	(57.1)%^	(17.2)%
Ratios to Average Net Assets						
Expense ratio	0.95%	1.90%	0.95%	1.30%**	1.32%**	1.02%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%**	0.95%**	0.95%
Net investment income gain (loss)	(0.15)%	(1.17)%	(0.41)%	(1.20)**	(1.25)**	(0.36)%

* See Note 1 of these Notes to Financial Statements.

+ From commencement of operations, March 24, 2017 through December 31, 2017.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated. For ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF, the returns of shares outstanding for the period of commencement of operations through December 31, 2017 are calculated based on the initial offering price upon commencement of operations of \$25.00 and \$100.00 respectively.

^ Percentages are not annualized for the period ended December 31, 2017.

** Percentages are annualized.

For the Year Ended December 31, 2017

Per Share Operating Performance	UltraShort Bloomberg Crude Oil	UltraShort Bloomberg Natural Gas	UltraShort Euro	UltraShort Gold	UltraShort Silver	UltraShort Yen
Net asset value, at December 31, 2016	\$ 31.70	\$ 23.10	\$ 27.08	\$ 91.33	\$ 37.31	\$ 80.24
Net investment income (loss)	(0.06)	(0.27)	(0.04)	(0.13)	(0.06)	(0.14)
Net realized and unrealized gain (loss)#	(7.33)	16.65	(5.83)	(20.73)	(5.54)	(5.17)
Change in net asset value from operations	(7.39)	16.38	(5.87)	(20.86)	(5.60)	(5.31)
Net asset value, at December 31, 2017	\$ 24.31	\$ 39.48	\$ 21.21	\$ 70.47	\$ 31.71	\$ 74.93
Market value per share, at December 31, 2016†	\$ 31.65	\$ 23.05	\$ 27.08	\$ 90.54	\$ 38.76	\$ 80.25
Market value per share, at December 31, 2017†	\$ 24.56	\$ 39.65	\$ 21.20	\$ 69.11	\$ 31.40	\$ 74.98
Total Return, at net asset value	(23.3)%	70.9%	(21.7)%	(22.8)%	(15.0)%	(6.6)%
Total Return, at market value	(22.4)%	72.0%	(21.7)%	(23.7)%	(19.0)%	(6.6)%
Ratios to Average Net Assets						
Expense ratio	0.99%	1.39%	0.95%	0.95%	0.95%	0.95%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	(0.17)%	(0.81)%	(0.15)%	(0.17)%	(0.18)%	(0.19)%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

For the Year Ended December 31, 2017

Per Share Operating Performance	VIX Mid-Term Futures ETF	VIX Short-Term Futures ETF*
Net asset value, at December 31, 2016	\$ 42.14	\$ 84.86
Net investment income (loss)	(0.06)	(0.07)
Net realized and unrealized gain (loss)#	(20.79)	(61.45)
Change in net asset value from operations	(20.85)	(61.52)
Net asset value, at December 31, 2017	\$ 21.29	\$ 23.34
Market value per share, at December 31, 2016†	\$ 42.34	\$ 85.04
Market value per share, at December 31, 2017†	\$ 21.15	\$ 23.15
Total Return, at net asset value	(49.5)%	(72.5)%
Total Return, at market value	(50.0)%	(72.8)%
Ratios to Average net Assets		
Expense ratio	0.91%	0.96%
Expense ratio, excluding non-recurring fees and expenses, and brokerage commissions and fees	0.85%	0.85%
Net investment income (loss)	(0.22)%	(0.18)%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset value is calculated.

NOTE 8 – RISK

Correlation and Compounding Risk

The Geared Funds do not seek to achieve their stated investment objective over a period of time greater than a single day (as measured from NAV calculation time to NAV calculation time). The return of a Geared Fund for a period longer than a single day is the result of its return for each day compounded over the period and usually will differ in amount and possibly even direction from one-half the inverse (-0.5x), the inverse (-1x), two times the inverse (-2x), three times the inverse (-3x), one and one-half times (1.5x), two times (2x) or three times of the return (3x) of the Geared Fund's benchmark for the period. A Geared Fund will lose money if its benchmark performance is flat over time, and it is possible for a Geared Fund to lose money over time even if the performance of its benchmark increases (or decreases in the case of Short, UltraShort and UltraPro Short Funds), as a result of daily rebalancing, the benchmark's volatility, compounding, and other factors. Compounding is the cumulative effect of applying investment gains and losses and income to the principal amount invested over time. Gains or losses experienced over a given period will increase or reduce the principal amount invested from which the subsequent period's returns are calculated. The effects of compounding will likely cause the performance of a Geared Fund to differ from the Geared Fund's stated multiple times the return of its benchmark for the same period. The effect of compounding becomes more pronounced as benchmark volatility and holding period increase. The impact of compounding will impact each shareholder differently depending on the period of time an investment in a Geared Fund is held and the volatility of the benchmark during the holding period of an investment in the Geared Fund. Longer holding periods, higher benchmark volatility, inverse exposure and greater leverage each affect the impact of compounding on a Geared Fund's returns. Daily compounding of a Geared Fund's investment returns can dramatically and adversely affect its longer-term performance during periods of high volatility. Volatility may be at least as important to a Geared Fund's return for a period as the return of the Geared Fund's underlying benchmark. The Matching VIX Funds seek to achieve their stated investment objective over time.

Each Ultra, UltraShort, UltraPro and UltraPro Short Fund uses leverage and should produce daily returns that are more volatile than that of its benchmark. For example, the daily return of an Ultra or UltraPro Fund with a 1.5x or 2x or 3x multiple should be approximately one and one-half or two or three times as volatile on a daily basis as is the return of a fund with an objective of matching the same benchmark. The daily return of an UltraShort or UltraPro Short Fund is designed to return two times the inverse (-2x) or three times the inverse (-3x) of the return that would be expected of a fund with an objective of matching the same benchmark. The Geared Funds are not appropriate for all investors and present significant risks not applicable to other types of funds. The Leveraged Funds use leverage and are riskier than similarly benchmarked exchange-traded funds that do not use leverage. An investor should only consider an investment in a Geared Fund if he or she understands the consequences of seeking daily leveraged, daily inverse or daily inverse leveraged investment results. Shareholders who invest in the Funds should actively manage and monitor their investments, as frequently as daily.

While the Funds seek to meet their investment objectives, there is no guarantee they will do so. Factors that may affect a Fund's ability to meet its investment objective include: (1) the Sponsor's ability to purchase and sell Financial Instruments in a manner that correlates to a Fund's objective; (2) an imperfect correlation between the performance of Financial Instruments held by a Fund and the performance of the applicable benchmark; (3) bid-ask spreads on such Financial Instruments; (4) fees, expenses, transaction costs, financing costs associated with the use of Financial Instruments and commission costs; (5) holding or trading instruments in a market that has become illiquid or disrupted; (6) a Fund's Share prices being rounded to the nearest cent and/or valuation methodology; (7) changes to a benchmark Index that are not disseminated in advance; (8) the need to conform a Fund's portfolio holdings to comply with investment restrictions or policies or regulatory or tax law requirements; (9) early and unanticipated closings of the markets on which the holdings of a Fund trade, resulting in the inability of the Fund to execute intended portfolio transactions; (10) accounting standards; and (11) differences caused by a Fund obtaining exposure to only a representative sample of the components of a benchmark, over weighting or under weighting certain components of a benchmark or obtaining exposure to assets that are not included in a benchmark.

A number of factors may affect a Geared Fund's ability to achieve a high degree of correlation with its benchmark, and there can be no guarantee that a Fund will achieve a high degree of correlation. Failure to achieve a high degree of correlation may prevent a Geared Fund from achieving its investment objective. In order to achieve a high degree of correlation with their underlying benchmarks, the Geared Funds seek to rebalance their portfolios daily to keep exposure consistent with their investment objectives. Being materially under- or over-exposed to the benchmark may prevent such Geared Funds from achieving a high degree of correlation with such benchmark. Market disruptions or closure, large amounts of assets into or out of the Geared Funds, regulatory restrictions, extreme market volatility, and other factors will adversely affect such Funds' ability to adjust exposure to requisite levels. The target amount of portfolio exposure is impacted dynamically by the benchmarks' movements during each day. Because of this, it is unlikely that the Geared Funds will be perfectly exposed (i.e., -0.5x, -1x, -2x, -3x, 1.5x, 2x, or 3x as applicable) to its benchmark at the end of each day, and the likelihood of being materially under- or over-exposed is higher on days when the benchmark levels are volatile near the close of the trading day.

Each Geared Fund seeks to rebalance its portfolio on a daily basis. The time and manner in which a Geared Fund rebalances its portfolio may vary from day to day depending upon market conditions and other circumstances at the discretion of the Sponsor. Unlike other funds that do not rebalance their portfolios as frequently, each Geared Fund may be subject to increased trading costs associated with daily portfolio rebalancing in order to maintain appropriate exposure to the underlying benchmarks.

Counterparty Risk

Each Fund may use derivatives such as swap agreements and forward contracts (collectively referred to herein as “derivatives”) in the manner described herein as a means to achieve their respective investment objectives. The use of derivatives by a Fund exposes the Fund to counterparty risks.

Regulatory Treatment

Derivatives are generally traded in OTC markets and have only recently become subject to comprehensive regulation in the United States. Cash-settled forwards are generally regulated as “swaps”, whereas physically settled forwards are generally not subject to regulation (in the case of commodities other than currencies) or subject to the federal securities laws (in the case of securities).

Title VII of the Dodd-Frank Act (“Title VII”) created a regulatory regime for derivatives, with the CFTC responsible for the regulation of swaps and the SEC responsible for the regulation of “security-based swaps.” The SEC requirements have largely yet to be made effective, but the CFTC requirements are largely in place. The CFTC requirements have included rules for some of the types of transactions in which the Funds will engage, including mandatory clearing and exchange trading, reporting, and margin for OTC swaps. Title VII also created new categories of regulated market participants, such as “swap dealers,” “security-based swap dealers,” “major swap participants,” and “major security-based swap participants” who are, or will be, subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements. The regulatory requirements under Title VII continue to be developed and there may be further modifications that could materially and adversely impact the Funds, the markets in which a Fund trades and the counterparties with which the Fund engages in transactions.

As noted, the CFTC rules may not apply to all of the swap agreements and forward contracts entered into by the Funds. Investors, therefore, may not receive the protection of CFTC regulation or the statutory scheme of the CEA in connection with each Fund’s swap agreements or forward contracts. The lack of regulation in these markets could expose investors to significant losses under certain circumstances, including in the event of trading abuses or financial failure by participants.

Counterparty Credit Risk

The Funds will be subject to the credit risk of the counterparties to the derivatives. In the case of cleared derivatives, the Funds will have credit risk to the clearing corporation in a similar manner as the Funds would for futures contracts. In the case of OTC derivatives, the Funds will be subject to the credit risk of the counterparty to the transaction – typically a single bank or financial institution. As a result, a Fund is subject to increased credit risk with respect to the amount it expects to receive from counterparties to OTC derivatives entered into as part of that Fund’s principal investment strategy. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, a Fund could suffer significant losses on these contracts and the value of an investor’s investment in a Fund may decline.

The Funds have sought to mitigate these risks by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, subject to certain minimum thresholds. However, there are no limitations on the percentage of assets each Fund may invest in swap agreements or forward contracts with a particular counterparty. To the extent any such collateral is insufficient or there are delays in accessing the collateral, the Funds will be exposed to counterparty risk as described above, including possible delays in recovering amounts as a result of bankruptcy proceedings. The Funds typically enter into transactions only with major global financial institutions.

OTC derivatives of the type that may be utilized by the Funds are generally less liquid than futures contracts because they are not traded on an exchange, do not have uniform terms and conditions, and are generally entered into based upon the creditworthiness of the parties and the availability of credit support, such as collateral, and in general, are not transferable without the consent of the counterparty. These agreements contain various conditions, events of default, termination events, covenants and representations. The triggering of certain events or the default on certain terms of the agreement could allow a party to terminate a transaction under the agreement and request immediate payment in an amount equal to the net positions owed to the party under the agreement.

For example, if the level of the Fund's benchmark has a dramatic intraday move that would cause a material decline in the Fund's NAV, the terms of the swap may permit the counterparty to immediately close out the transaction with the Fund. In that event, it may not be possible for the Fund to enter into another swap or to invest in other Financial Instruments necessary to achieve the desired exposure consistent with the Fund's objective. This, in turn, may prevent the Fund from achieving its investment objective, particularly if the level of the Fund's benchmark reverses all or part of its intraday move by the end of the day.

In addition, cleared derivatives benefit from daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. To the extent the Fund enters into cleared swap transactions, the Fund will deposit collateral with a FCM in cleared swaps customer accounts, which are required by CFTC regulations to be separate from its proprietary collateral posted for cleared swaps transactions. Cleared swap customer collateral is subject to regulations that closely parallel the regulations governing customer segregated funds for futures transactions but provide certain additional protections to cleared swaps collateral in the event of a clearing broker or clearing broker customer default. For example, in the event of a default of both the clearing broker and a customer of the clearing broker, a clearing house is only permitted to access the cleared swaps collateral in the legally separate (but operationally commingled) account of the defaulting cleared swap customer of the clearing broker, as opposed to the treatment of customer segregated funds, under which the clearing house may access all of the commingled customer segregated funds of a defaulting clearing broker. Derivatives entered into directly between two counterparties do not necessarily benefit from such protections, particularly if entered into with an entity that is not registered as a "swap dealer" with the CFTC. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss.

The Sponsor regularly reviews the performance of its counterparties for, among other things, creditworthiness and execution quality. In addition, the Sponsor periodically considers the addition of new counterparties and the counterparties used by a Fund may change at any time. Each day, the Funds disclose their portfolio holdings as of the prior Business Day. Each Fund's portfolio holdings identifies its counterparties, as applicable. This portfolio holdings information may be accessed through the web on the Sponsor's website at www.ProShares.com.

Each counterparty and/or any of its affiliates may be an Authorized Participant or shareholder of a Fund, subject to applicable law.

The counterparty risk for cleared derivatives transactions is generally lower than for OTC derivatives. Once a transaction is cleared, the clearing organization is substituted and is a Fund's counterparty on the derivative. The clearing organization guarantees the performance of the other side of the derivative. Nevertheless, some risk remains, as there is no assurance that the clearing organization, or its members, will satisfy its obligations to a Fund.

Leverage Risk

The Leveraged Funds may utilize leverage in seeking to achieve their respective investment objectives and will lose more money in market environments adverse to their respective daily investment objectives than funds that do not employ leverage. The use of leveraged and/or inverse leveraged positions increases the risk of total loss of an investor's investment, even over periods as short as a single day.

For example, because the UltraShort Funds and Ultra Funds (except for the Ultra VIX Short-Term Futures ETF which includes a one and one-half times multiplier) include a two times the inverse (-2x), or a two times (2x) multiplier, a single-day movement in the relevant benchmark approaching 50% at any point in the day could result in the total loss or almost total loss of an investor's investment if that movement is contrary to the investment objective of the Fund in which an investor has invested, even if such Fund's benchmark subsequently moves in an opposite direction, eliminating all or a portion of the movement. For the UltraPro Fund and UltraPro Short Fund, because the Funds include a three times (3x) or three times the inverse (-3x) multiplier, a single day movement in the benchmark approaching 33% at any point in the day could result in the total loss or almost total loss of an investor's investment if that movement is contrary to the investment objective of the Fund in which an investor has invested, even if the benchmark subsequently moves in an opposite direction, eliminating all or a portion of the movement. This would be the case with downward single-day or intraday movements in the underlying benchmark of an Ultra Fund and UltraPro Fund or upward single-day or intraday movements in the benchmark of an UltraShort Fund and UltraPro Short Fund, even if the underlying benchmark maintains a level greater than zero at all times.

Liquidity Risk

Financial Instruments cannot always be liquidated at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption can also make it difficult to liquidate a position or find a swap or forward contract counterparty at a reasonable cost. Market illiquidity may cause losses for the Funds.

The large size of the positions which the Funds may acquire increases the risk of illiquidity by both making their positions more difficult to liquidate and increasing the losses incurred while trying to do so. Any type of disruption or illiquidity will potentially be exacerbated due to the fact that the Funds will typically invest in Financial Instruments related to one benchmark, which in many cases is highly concentrated.

“Contango” and “Backwardation” Risk

In Funds that hold futures contracts, as the futures contracts near expiration, they are generally replaced by contracts that have a later expiration. Thus, for example, a contract purchased and held in November 2018 may specify a January 2019 expiration. As that contract nears expiration, it may be replaced by selling the January 2019 contract and purchasing the contract expiring in March 2019. This process is referred to as “rolling.” Rolling may have a positive or negative impact on performance. For example, historically, the prices of certain types of futures contracts have frequently been higher for contracts with shorter-term expirations than for contracts with longer-term expirations, which is referred to as “backwardation.” In these circumstances, absent other factors, the sale of the January 2019 contract would take place at a price that is higher than the price at which the March 2019 contract is purchased, thereby creating a gain in connection with rolling. While certain types of futures contracts have historically exhibited consistent periods of backwardation, backwardation will likely not exist in these markets at all times. The presence of contango (where prices of contracts are higher in the distant delivery months than in the nearer delivery months due to the costs of long-term storage of a physical commodity prior to delivery or other factors) in certain futures contracts at the time of rolling would be expected to adversely affect an Ultra Fund, an UltraPro Fund or a Matching VIX Fund that invests in such futures, and positively affect a Short Fund, an UltraShort Fund or an UltraPro Short Fund that invests in such futures. Similarly, the presence of backwardation in certain futures contracts at the time of rolling such contracts would be expected to adversely affect the Short Funds, UltraShort Funds, and UltraPro Short Funds, and positively affect the Ultra Funds, UltraPro Funds and Matching VIX Funds.

Since the introduction of VIX futures contracts, there have frequently been periods where VIX futures prices reflect higher expected volatility levels further out in time. This can result in a loss from “rolling” the VIX futures to maintain the constant weighted average maturity of the applicable VIX Futures Index. Losses from exchanging a lower priced VIX future for a higher priced longer-term future in the rolling process would adversely affect the value of each VIX Futures Index and, accordingly, decrease the return of the Ultra VIX Short-Term Futures ETF and the Matching VIX Funds.

Gold and silver have historically exhibited persistent “contango” markets rather than backwardation. Natural gas, like crude oil, moves in and out of backwardation and contango but historically has been in contango most commonly.

NOTE 9 – SUBSEQUENT EVENTS

Management has evaluated the possibility of subsequent events existing in the Trust’s and the Funds’ financial statements through the date the financial statements were issued. Management has determined that there are no material events that would require disclosure in the Trust’s or the Funds’ financial statements through this date.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROSHARES TRUST II

/s/ Todd Johnson

By: Todd Johnson
Principal Executive Officer
Date: February 28, 2020

/s/ Edward Karpowicz

By: Edward Karpowicz
Principal Financial and Accounting Officer
Date: February 28, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No.333-230151) of our report dated February 28, 2020 relating to the combined financial statements of ProShares Trust II, the individual financial statements of each of the funds comprising ProShares Trust II, the effectiveness of internal control over financial reporting of ProShares Trust II, and the effectiveness of internal control over financial reporting of each of the individual funds comprising ProShares Trust II, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland
February 28, 2020

**Certification of Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Todd Johnson, certify that:

1. I have reviewed this Annual Report on Form 10-K of ProShares Trust II;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2020

By: /s/ Todd Johnson

Name: Todd Johnson

Title: Principal Executive Officer
ProShares Trust II

**Certification of Principal Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Edward Karpowicz, certify that:

1. I have reviewed this Annual Report on Form 10-K of ProShares Trust II;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 28, 2020

By: /s/ Edward Karpowicz

Name: Edward Karpowicz

Title: Principal Financial and Accounting Officer
ProShares Trust II

**Certification of Principal Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with this Annual Report on Form 10-K for the year ended December 31, 2019 (the "Report") of ProShares Trust II (the "Registrant") and each of its Funds, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Todd Johnson, the Principal Executive Officer of the Registrant, hereby certify, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 28, 2020

By: /s/ Todd Johnson
Name: Todd Johnson
Title: Principal Executive Officer
ProShares Trust II

**Certification of Principal Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with this Annual Report on Form 10-K for the year ended December 31, 2019 (the "Report") of ProShares Trust II (the "Registrant") and each of its Funds, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Edward Karpowicz, the Principal Financial Officer of the Registrant, hereby certify, to the best of my knowledge, that:

- (3) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (4) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 28, 2020

By: /s/ Edward Karpowicz
Name: Edward Karpowicz
Title: Principal Financial and Accounting Officer
ProShares Trust II