

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

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2021.

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
ProShares Short Euro	EUFX	NYSE Arca
ProShares Short VIX Short-Term Futures ETF	SVXY	Cboe BZX Exchange
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	Cboe BZX Exchange
ProShares Ultra Yen	YCL	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
ProShares VIX Mid-Term Futures ETF
ProShares VIX Short-Term Futures ETF

YCS
VIXM
VIXY

NYSE Arca
Cboe BZX Exchange
Cboe BZX Exchange

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

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 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	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
Emerging Growth Company	<input type="checkbox"/>		

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

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of April 26, 2021, the registrant had 344,851,695 shares of common stock, \$0 par value per share, outstanding.

PROSHARES TRUST II

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements.

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PROSHARES SHORT EURO
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31,
	(unaudited)	2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$999,885 and \$–, respectively)	\$ 999,973	\$ —
Cash	1,155,210	4,105,781
Segregated cash balances with brokers for futures contracts	33,000	68,310
Receivable on open futures contracts	—	21,094
Interest receivable	67	175
Total assets	<u>2,188,250</u>	<u>4,195,360</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	1,125	—
Payable to Sponsor	2,571	3,391
Non-recurring fees and expenses payable	14	14
Total liabilities	<u>3,710</u>	<u>3,405</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	2,184,540	4,191,955
Total liabilities and shareholders' equity	<u>\$ 2,188,250</u>	<u>\$ 4,195,360</u>
Shares outstanding	<u>50,000</u>	<u>100,000</u>
Net asset value per share	<u>\$ 43.69</u>	<u>\$ 41.92</u>
Market value per share (Note 2)	<u>\$ 43.52</u>	<u>\$ 41.35</u>

See accompanying notes to financial statements.

PROSHARES SHORT EURO
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(46% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.086% due 05/20/21	\$ 1,000,000	\$999,973
Total short-term U.S. government and agency obligations		
(cost \$999,885)		<u>\$999,973</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 June 2021	15	\$ 2,201,625	\$ 33,928

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Investment Income		
Interest	\$ 596	\$ 7,595
Expenses		
Management fee	9,053	5,503
Brokerage commissions	181	100
Total expenses	9,234	5,603
Net investment income (loss)	(8,638)	1,992
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	69,393	(18,638)
Net realized gain (loss)	69,393	(18,638)
Change in net unrealized appreciation (depreciation) on		
Futures contracts	78,554	67,324
Short-term U.S. government and agency obligations	88	(30)
Change in net unrealized appreciation (depreciation)	78,642	67,294
Net realized and unrealized gain (loss)	148,035	48,656
Net income (loss)	\$139,397	\$ 50,648

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$ 4,191,955	\$2,282,195
Redemption of 50,000 and – shares, respectively	(2,146,812)	—
Net addition (redemption) of (50,000) and – shares, respectively	(2,146,812)	—
Net investment income (loss)	(8,638)	1,992
Net realized gain (loss)	69,393	(18,638)
Change in net unrealized appreciation (depreciation)	78,642	67,294
Net income (loss)	139,397	50,648
Shareholders' equity, end of period	\$ 2,184,540	\$2,332,843

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 139,397	\$ 50,648
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	(1,999,562)	—
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,000,000	747,000
Net amortization and accretion on short-term U.S. government and agency obligations	(323)	(1,225)
Change in unrealized appreciation (depreciation) on investments	(88)	30
Decrease (Increase) in receivable on futures contracts	21,094	(2,975)
Decrease (Increase) in interest receivable	108	840
Increase (Decrease) in payable to Sponsor	(820)	1,785
Increase (Decrease) in payable on futures contracts	1,125	(5,100)
Net cash provided by (used in) operating activities	<u>(839,069)</u>	<u>791,003</u>
Cash flow from financing activities		
Payment on shares redeemed	(2,146,812)	—
Net cash provided by (used in) financing activities	<u>(2,146,812)</u>	<u>—</u>
Net increase (decrease) in cash	<u>(2,985,881)</u>	<u>791,003</u>
Cash, beginning of period	<u>4,174,091</u>	<u>1,540,916</u>
Cash, end of period	<u>\$ 1,188,210</u>	<u>\$2,331,919</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31,
	(unaudited)	2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$91,994,322 and \$69,998,727, respectively)	\$ 91,998,460	\$ 69,999,639
Cash	178,094,057	132,392,153
Segregated cash balances with brokers for futures contracts	172,795,856	134,187,067
Receivable on open futures contracts	84,745,212	74,226,825
Interest receivable	5,009	4,384
Total assets	<u>527,638,594</u>	<u>410,810,068</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	996,159
Brokerage commissions and fees payable	121,727	114,522
Payable to Sponsor	384,663	326,566
Non-recurring fees and expenses payable	1,353	1,353
Total liabilities	<u>507,743</u>	<u>1,438,600</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	527,130,851	409,371,468
Total liabilities and shareholders' equity	<u>\$527,638,594</u>	<u>\$410,810,068</u>
Shares outstanding	<u>11,184,307</u>	<u>9,884,307</u>
Net asset value per share	<u>\$ 47.13</u>	<u>\$ 41.42</u>
Market value per share (Note 2)	<u>\$ 47.10</u>	<u>\$ 41.44</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(17% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.075% due 04/15/21	\$50,000,000	\$49,999,710
0.086% due 05/20/21	20,000,000	19,999,456
0.041% due 06/17/21	22,000,000	21,999,294
Total short-term U.S. government and agency obligations (cost \$91,994,322)		<u>\$91,998,460</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 April 2021	6,607	\$136,989,538	\$ 42,996,259
VIX Futures - Cboe, expires May 2021	5,590	126,757,722	7,474,416
			<u>\$ 50,470,675</u>

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 33,890	\$ 749,861
Expenses		
Management fee	1,042,569	886,197
Brokerage commissions	175,910	189,532
Brokerage fees	257,777	29,728
Total expenses	1,476,256	1,105,457
Net investment income (loss)	(1,442,366)	(355,596)
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	24,209,417	(244,300,604)
Net realized gain (loss)	24,209,417	(244,300,604)
Change in net unrealized appreciation (depreciation) on		
Futures contracts	42,121,892	20,973,802
Short-term U.S. government and agency obligations	3,226	81,856
Change in net unrealized appreciation (depreciation)	42,125,118	21,055,658
Net realized and unrealized gain (loss)	66,334,535	(223,244,946)
Net income (loss)	\$64,892,169	\$(223,600,542)

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$409,371,468</u>	<u>\$ 284,437,179</u>
Addition of 2,400,000 and 24,850,000 shares, respectively	98,109,468	883,568,508
Redemption of 1,100,000 and 3,100,000 shares, respectively	<u>(45,242,254)</u>	<u>(135,147,487)</u>
Net addition (redemption) of 1,300,000 and 21,750,000 shares, respectively	<u>52,867,214</u>	<u>748,421,021</u>
Net investment income (loss)	(1,442,366)	(355,596)
Net realized gain (loss)	24,209,417	(244,300,604)
Change in net unrealized appreciation (depreciation)	<u>42,125,118</u>	<u>21,055,658</u>
Net income (loss)	<u>64,892,169</u>	<u>(223,600,542)</u>
Shareholders' equity, end of period	<u><u>\$527,130,851</u></u>	<u><u>\$ 809,257,658</u></u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 64,892,169	\$(223,600,542)
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	(166,972,737)	(149,679,751)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	145,000,000	115,000,000
Net amortization and accretion on short-term U.S. government and agency obligations	(22,858)	(301,095)
Change in unrealized appreciation (depreciation) on investments	(3,226)	(81,856)
Decrease (Increase) in receivable on futures contracts	(10,518,387)	(102,545,073)
Decrease (Increase) in interest receivable	(625)	45,308
Increase (Decrease) in payable to Sponsor	58,097	431,086
Increase (Decrease) in brokerage commissions and fees payable	7,205	—
Increase (Decrease) in payable on futures contracts	(996,159)	—
Net cash provided by (used in) operating activities	<u>31,443,479</u>	<u>(360,731,923)</u>
Cash flow from financing activities		
Proceeds from addition of shares	98,109,468	883,568,508
Payment on shares redeemed	(45,242,254)	(135,147,487)
Net cash provided by (used in) financing activities	<u>52,867,214</u>	<u>748,421,021</u>
Net increase (decrease) in cash	84,310,693	387,689,098
Cash, beginning of period	266,579,220	167,544,087
Cash, end of period	<u>\$ 350,889,913</u>	<u>\$ 555,233,185</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$689,932,775 and \$219,996,153, respectively)	\$ 689,976,589	\$219,998,394
Cash	227,574,108	491,732,847
Segregated cash balances with brokers for futures contracts	181,733,171	175,526,749
Segregated cash balances with brokers for swap agreements	56,228,000	—
Unrealized appreciation on swap agreements	—	18,242,195
Receivable on open futures contracts	—	1,611,608
Interest receivable	143,801	21,388
Total assets	<u>1,155,655,669</u>	<u>907,133,181</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	3,627,934
Payable on open futures contracts	25,300,245	—
Brokerage commissions and fees payable	1,352	—
Payable to Sponsor	989,343	728,955
Unrealized depreciation on swap agreements	40,748,594	—
Non-recurring fees and expenses payable	37,042	37,042
Total liabilities	<u>67,076,576</u>	<u>4,393,931</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	1,088,579,093	902,739,250
Total liabilities and shareholders' equity	<u>\$1,155,655,669</u>	<u>\$907,133,181</u>
Shares outstanding	<u>20,710,774</u>	<u>24,810,774</u>
Net asset value per share	<u>\$ 52.56</u>	<u>\$ 36.38</u>
Market value per share (Note 2)	<u>\$ 52.85</u>	<u>\$ 36.27</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(63% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
0.060% due 04/15/21	\$ 90,000,000	\$ 89,999,478
0.048% due 05/20/21 [†]	195,000,000	194,994,696
0.045% due 06/17/21 [†]	230,000,000	229,992,617
0.061% due 07/15/21 [†]	175,000,000	174,989,798
Total short-term U.S. government and agency obligations		
(cost \$689,932,775)		<u>\$689,976,589</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 June 2021	8,933	\$ 528,654,940	\$ 141,467,113
WTI Crude Oil - NYMEX, expires December 2021	9,478	538,824,300	97,420,187
WTI Crude Oil - NYMEX, expires June 2022	9,857	539,375,040	(338,389)
			<u>\$238,548,911</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 Bloomberg Commodity Balanced WTI Crude Oil Index	0.35%	04/06/21	\$ 108,014,255	\$ (7,714,940)
Swap agreement with Morgan Stanley & Co. International PLC based on Bloomberg Commodity Balanced WTI Crude Oil Index	0.35	04/06/21	202,730,402	(14,480,063)
Swap agreement with Societe Generale based on Bloomberg Commodity Balanced WTI Crude Oil Index	0.25	04/06/21	104,445,210	(7,452,971)
Swap agreement with UBS AG based on Bloomberg Commodity Balanced WTI Crude Oil Index	0.30	04/06/21	155,489,475	(11,100,620)
			Total Unrealized Depreciation	<u>\$(40,748,594)</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of March 31, 2021. 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 March 31, 2021, 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
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 168,075	\$ 1,401,460
Expenses		
Management fee	2,535,085	870,239
Brokerage commissions	293,200	126,337
Brokerage fees	98,937	—
Total expenses	2,927,222	996,576
Net investment income (loss)	(2,759,147)	404,884
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	191,676,501	(88,947,210)
Swap agreements	142,674,727	(416,644,056)
Short-term U.S. government and agency obligations	—	37,469
Net realized gain (loss)	334,351,228	(505,553,797)
Change in net unrealized appreciation (depreciation) on		
Futures contracts	93,984,872	(73,713,718)
Swap agreements	(58,990,789)	(249,062,832)
Short-term U.S. government and agency obligations	41,573	354,889
Change in net unrealized appreciation (depreciation)	35,035,656	(322,421,661)
Net realized and unrealized gain (loss)	369,386,884	(827,975,458)
Net income (loss)	\$366,627,737	\$(827,570,574)

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$ 902,739,250	\$ 309,844,582
Addition of 2,350,000 and 10,680,000 shares, respectively	117,044,190	1,058,330,164
Redemption of 6,450,000 and 440,000 shares, respectively	(297,832,084)	(105,010,791)
Net addition (redemption) of (4,100,000) and 10,240,000 shares, respectively	(180,787,894)	953,319,373
Net investment income (loss)	(2,759,147)	404,884
Net realized gain (loss)	334,351,228	(505,553,797)
Change in net unrealized appreciation (depreciation)	35,035,656	(322,421,661)
Net income (loss)	366,627,737	(827,570,574)
Shareholders' equity, end of period	\$1,088,579,093	\$ 435,593,381

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 366,627,737	\$(827,570,574)
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	(934,851,425)	(309,822,847)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	465,000,000	335,391,900
Net amortization and accretion on short-term U.S. government and agency obligations	(85,197)	(983,931)
Net realized gain (loss) on investments	—	(37,469)
Change in unrealized appreciation (depreciation) on investments	58,949,216	248,707,943
Decrease (Increase) in receivable on futures contracts	1,611,608	(3,375,450)
Decrease (Increase) in interest receivable	(122,413)	26,297
Increase (Decrease) in payable to Sponsor	260,388	366,309
Increase (Decrease) in brokerage commissions and fees payable	1,352	—
Increase (Decrease) in payable on futures contracts	25,300,245	25,747
Net cash provided by (used in) operating activities	<u>(17,308,489)</u>	<u>(557,272,075)</u>
Cash flow from financing activities		
Proceeds from addition of shares	117,044,190	972,270,720
Payment on shares redeemed	(301,460,018)	(105,010,791)
Net cash provided by (used in) financing activities	<u>(184,415,828)</u>	<u>867,259,929</u>
Net increase (decrease) in cash	<u>(201,724,317)</u>	<u>309,987,854</u>
Cash, beginning of period	667,259,596	88,315,563
Cash, end of period	<u>\$ 465,535,279</u>	<u>\$ 398,303,417</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31, 2020
	(unaudited)	
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$33,996,891 and \$29,999,585, respectively)	\$ 33,999,110	\$ 29,999,889
Cash	31,161,434	92,972,312
Segregated cash balances with brokers for futures contracts	13,254,222	44,320,410
Receivable on open futures contracts	—	13,775,851
Interest receivable	768	4,326
Total assets	<u>78,415,534</u>	<u>181,072,788</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	3,233,023	11,132,546
Payable on open futures contracts	798,217	—
Brokerage commissions and fees payable	13,490	—
Payable to Sponsor	63,318	139,455
Non-recurring fees and expenses payable	416	416
Total liabilities	<u>4,108,464</u>	<u>11,272,417</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	74,307,070	169,800,371
Total liabilities and shareholders' equity	<u>\$ 78,415,534</u>	<u>\$ 181,072,788</u>
Shares outstanding (Note 1)	<u>3,487,527</u>	<u>8,087,527</u>
Net asset value per share (Note 1)	<u>\$ 21.31</u>	<u>\$ 21.00</u>
Market value per share (Note 1) (Note 2)	<u>\$ 21.20</u>	<u>\$ 21.07</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(46% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.041% due 04/15/21	\$ 3,000,000	\$ 2,999,983
0.076% due 05/20/21	25,000,000	24,999,320
0.040% due 06/17/21	6,000,000	5,999,807
Total short-term U.S. government and agency obligations		
(cost \$33,996,891)		<u>\$33,999,110</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 May 2021	5,698	\$ 148,603,840	\$ (11,300,062)

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 13,815	\$ 139,339
Expenses		
Management fee	254,815	97,108
Brokerage commissions	92,297	44,582
Brokerage fees	81,848	—
Total expenses	428,960	141,690
Net investment income (loss)	(415,145)	(2,351)
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	41,582,385	(22,819,605)
Short-term U.S. government and agency obligations	551	1,054
Net realized gain (loss)	41,582,936	(22,818,551)
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(17,800,783)	(4,466,823)
Short-term U.S. government and agency obligations	1,915	29,786
Change in net unrealized appreciation (depreciation)	(17,798,868)	(4,437,037)
Net realized and unrealized gain (loss)	23,784,068	(27,255,588)
Net income (loss)	\$ 23,368,923	\$(27,257,939)

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$ 169,800,371	\$ 45,160,205
Addition of 3,400,000 and 225,000 shares, respectively	76,480,823	15,680,240
Redemption of 8,000,000 and 125,000 shares, respectively	(195,343,047)	(6,910,889)
Net addition (redemption) of (4,600,000) and 100,000 shares, respectively	(118,862,224)	8,769,351
Net investment income (loss)	(415,145)	(2,351)
Net realized gain (loss)	41,582,936	(22,818,551)
Change in net unrealized appreciation (depreciation)	(17,798,868)	(4,437,037)
Net income (loss)	23,368,923	(27,257,939)
Shareholders' equity, end of period	\$ 74,307,070	\$ 26,671,617

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 23,368,923	\$(27,257,939)
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	(88,986,855)	(24,903,944)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	84,999,676	36,564,000
Net amortization and accretion on short-term U.S. government and agency obligations	(9,576)	(96,553)
Net realized gain (loss) on investments	(551)	(1,054)
Change in unrealized appreciation (depreciation) on investments	(1,915)	(29,786)
Decrease (Increase) in receivable on futures contracts	13,775,851	37,024
Decrease (Increase) in interest receivable	3,558	6,493
Increase (Decrease) in payable to Sponsor	(76,137)	23,126
Increase (Decrease) in brokerage commissions and fees payable	13,490	—
Increase (Decrease) in payable on futures contracts	798,217	1,533,810
Net cash provided by (used in) operating activities	<u>33,884,681</u>	<u>(14,124,823)</u>
Cash flow from financing activities		
Proceeds from addition of shares	76,480,823	15,680,240
Payment on shares redeemed	(203,242,570)	(6,910,889)
Net cash provided by (used in) financing activities	<u>(126,761,747)</u>	<u>8,769,351</u>
Net increase (decrease) in cash	<u>(92,877,066)</u>	<u>(5,355,472)</u>
Cash, beginning of period	137,292,722	17,619,062
Cash, end of period	<u>\$ 44,415,656</u>	<u>\$ 12,263,590</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31,
	(unaudited)	2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$999,885 and \$–, respectively)	\$ 999,973	\$ —
Cash	2,230,111	4,045,092
Segregated cash balances with brokers for foreign currency forward contracts	607,000	607,000
Unrealized appreciation on foreign currency forward contracts	4,330	89,103
Interest receivable	70	162
Total assets	<u>3,841,484</u>	<u>4,741,357</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	3,011	3,625
Unrealized depreciation on foreign currency forward contracts	226,734	367
Non-recurring fees and expenses payable	15	15
Total liabilities	<u>229,760</u>	<u>4,007</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	3,611,724	4,737,350
Total liabilities and shareholders' equity	<u>\$ 3,841,484</u>	<u>\$ 4,741,357</u>
Shares outstanding	<u>250,000</u>	<u>300,000</u>
Net asset value per share	<u>\$ 14.45</u>	<u>\$ 15.79</u>
Market value per share (Note 2)	<u>\$ 14.47</u>	<u>\$ 15.81</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(28% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.086% due 05/20/21	\$ 1,000,000	\$999,973
Total short-term U.S. government and agency obligations		<u>\$999,973</u>
(cost \$999,885)		

Foreign Currency Forward Contracts[^]				<u>Unrealized Appreciation (Depreciation)/ Value</u>
	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	
Contracts to Purchase				
Euro with Goldman Sachs International	04/09/21	2,210,921	\$ 2,592,686	\$ (78,549)
Euro with UBS AG	04/09/21	4,249,502	4,983,274	<u>(148,185)</u>
			Total Unrealized Depreciation	<u>\$ (226,734)</u>
Contracts to Sell				
Euro with UBS AG	04/09/21	(276,000)	\$ (323,658)	<u>\$ 4,330</u>
			Total Unrealized Appreciation	<u>\$4,330</u>

[^] The positions and counterparties herein are as of March 31, 2021. 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
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Investment Income		
Interest	\$ 584	\$ 15,801
Expenses		
Management fee	10,078	12,554
Total expenses	<u>10,078</u>	<u>12,554</u>
Net investment income (loss)	<u>(9,494)</u>	<u>3,247</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Foreign currency forward contracts	(27,342)	(53,268)
Net realized gain (loss)	<u>(27,342)</u>	<u>(53,268)</u>
Change in net unrealized appreciation (depreciation) on		
Foreign currency forward contracts	(311,140)	(221,334)
Short-term U.S. government and agency obligations	88	(208)
Change in net unrealized appreciation (depreciation)	<u>(311,052)</u>	<u>(221,542)</u>
Net realized and unrealized gain (loss)	<u>(338,394)</u>	<u>(274,810)</u>
Net income (loss)	<u><u>\$ (347,888)</u></u>	<u><u>\$ (271,563)</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$4,737,350</u>	<u>\$ 6,204,424</u>
Addition of – and 50,000 shares, respectively	—	669,855
Redemption of 50,000 and 200,000 shares, respectively	(777,738)	(2,653,574)
Net addition (redemption) of (50,000) and (150,000) shares, respectively	(777,738)	(1,983,719)
Net investment income (loss)	(9,494)	3,247
Net realized gain (loss)	(27,342)	(53,268)
Change in net unrealized appreciation (depreciation)	(311,052)	(221,542)
Net income (loss)	(347,888)	(271,563)
Shareholders' equity, end of period	<u>\$3,611,724</u>	<u>\$ 3,949,142</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ (347,888)	\$ (271,563)
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	(1,999,562)	(1,395,795)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,000,000	5,375,000
Net amortization and accretion on short-term U.S. government and agency obligations	(323)	(9,001)
Change in unrealized appreciation (depreciation) on investments	311,052	221,542
Decrease (Increase) in interest receivable	92	(485)
Increase (Decrease) in payable to Sponsor	(614)	2,766
Net cash provided by (used in) operating activities	<u>(1,037,243)</u>	<u>3,922,464</u>
Cash flow from financing activities		
Proceeds from addition of shares	—	669,855
Payment on shares redeemed	(777,738)	(1,995,276)
Net cash provided by (used in) financing activities	<u>(777,738)</u>	<u>(1,325,421)</u>
Net increase (decrease) in cash	<u>(1,814,981)</u>	<u>2,597,043</u>
Cash, beginning of period	<u>4,652,092</u>	<u>2,127,437</u>
Cash, end of period	<u>\$ 2,837,111</u>	<u>\$ 4,724,480</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$86,995,913 and \$74,998,283, respectively)	\$ 86,998,893	\$ 74,999,467
Cash	95,364,405	164,381,859
Segregated cash balances with brokers for futures contracts	8,360,001	11,581,250
Segregated cash balances with brokers for swap agreements	16,243,000	7,489,000
Unrealized appreciation on swap agreements	6,160,430	5,140,980
Receivable on open futures contracts	1,605,224	148,784
Interest receivable	2,345	6,531
Total assets	<u>214,734,298</u>	<u>263,747,871</u>
Liabilities and shareholders' equity		
Liabilities		
Brokerage commissions and fees payable	9,172	—
Payable to Sponsor	176,066	206,394
Non-recurring fees and expenses payable	1,004	1,004
Total liabilities	<u>186,242</u>	<u>207,398</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	214,548,056	263,540,473
Total liabilities and shareholders' equity	<u>\$214,734,298</u>	<u>\$263,747,871</u>
Shares outstanding	<u>3,950,000</u>	<u>3,900,000</u>
Net asset value per share	<u>\$ 54.32</u>	<u>\$ 67.57</u>
Market value per share (Note 2)	<u>\$ 53.91</u>	<u>\$ 68.20</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(41% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.069% due 04/15/21 [†]	\$ 60,000,000	\$59,999,651
0.070% due 05/20/21 [†]	22,000,000	21,999,402
0.037% due 06/17/21 [†]	5,000,000	4,999,840
Total short-term U.S. government and agency obligations		\$86,998,893
(cost \$86,995,913)		

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/Value
Gold Futures - COMEX, expires June 2021	722	\$ 123,866,320	\$ 393,125

Total Return Swap Agreements[^]

	Rate Paid (Received)*	Termination Date	Notional Amount at Value**	Unrealized Appreciation (Depreciation)/Value
Swap agreement with Citibank, N.A. based on Bloomberg Gold Subindex	0.25%	04/06/21	\$ 105,063,244	\$ 2,121,049
Swap agreement with Goldman Sachs International based on Bloomberg Gold Subindex	0.25	04/06/21	90,791,674	1,832,931
Swap agreement with UBS AG based on Bloomberg Gold Subindex	0.25	04/06/21	109,293,502	2,206,450
			Total Unrealized Appreciation	\$ 6,160,430

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of March 31, 2021. 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 March 31, 2021, 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
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 35,827	\$ 414,684
Expenses		
Management fee	568,207	295,411
Brokerage commissions	14,888	10,365
Brokerage fees	32,402	—
Total expenses	615,497	305,776
Net investment income (loss)	(579,670)	108,908
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(16,805,897)	(68,161)
Swap agreements	(34,442,235)	21,566,217
Short-term U.S. government and agency obligations	245	—
Net realized gain (loss)	(51,247,887)	21,498,056
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(2,253,749)	(3,638,236)
Swap agreements	1,019,450	(15,515,060)
Short-term U.S. government and agency obligations	1,796	55,936
Change in net unrealized appreciation (depreciation)	(1,232,503)	(19,097,360)
Net realized and unrealized gain (loss)	(52,480,390)	2,400,696
Net income (loss)	<u>\$(53,060,060)</u>	<u>\$ 2,509,604</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$263,540,473</u>	<u>\$110,726,032</u>
Addition of 600,000 and 1,150,000 shares, respectively	37,062,261	64,993,775
Redemption of 550,000 and 950,000 shares, respectively	<u>(32,994,618)</u>	<u>(49,747,615)</u>
Net addition (redemption) of 50,000 and 200,000 shares, respectively	4,067,643	15,246,160
Net investment income (loss)	(579,670)	108,908
Net realized gain (loss)	(51,247,887)	21,498,056
Change in net unrealized appreciation (depreciation)	<u>(1,232,503)</u>	<u>(19,097,360)</u>
Net income (loss)	(53,060,060)	2,509,604
Shareholders' equity, end of period	<u><u>\$214,548,056</u></u>	<u><u>\$128,481,796</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ (53,060,060)	\$ 2,509,604
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	(206,969,781)	(60,782,344)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	194,999,771	96,257,000
Net amortization and accretion on short-term U.S. government and agency obligations	(27,375)	(236,284)
Net realized gain (loss) on investments	(245)	—
Change in unrealized appreciation (depreciation) on investments	(1,021,246)	15,459,124
Decrease (Increase) in receivable on futures contracts	(1,456,440)	170,073
Decrease (Increase) in interest receivable	4,186	(8,574)
Increase (Decrease) in payable to Sponsor	(30,328)	117,996
Increase (Decrease) in brokerage commissions and fees payable	9,172	—
Increase (Decrease) in payable on futures contracts	—	1,978,828
Net cash provided by (used in) operating activities	<u>(67,552,346)</u>	<u>55,465,423</u>
Cash flow from financing activities		
Proceeds from addition of shares	37,062,261	64,993,775
Payment on shares redeemed	(32,994,618)	(49,747,615)
Net cash provided by (used in) financing activities	<u>4,067,643</u>	<u>15,246,160</u>
Net increase (decrease) in cash	<u>(63,484,703)</u>	<u>70,711,583</u>
Cash, beginning of period	<u>183,452,109</u>	<u>38,526,723</u>
Cash, end of period	<u>\$ 119,967,406</u>	<u>\$109,238,306</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$419,957,178 and \$244,987,251, respectively)	\$419,985,837	\$ 244,993,989
Cash	94,849,379	301,951,458
Segregated cash balances with brokers for futures contracts	32,096,625	66,062,502
Segregated cash balances with brokers for swap agreements	51,110,000	78,388,000
Unrealized appreciation on swap agreements	—	56,752,666
Receivable from capital shares sold	4,134,427	—
Receivable on open futures contracts	1,465,450	—
Interest receivable	4,633	10,698
Total assets	<u>603,646,351</u>	<u>748,159,313</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	2,165,523	2,312,939
Brokerage commissions and fees payable	45,354	—
Payable to Sponsor	510,862	539,986
Unrealized depreciation on swap agreements	28,421,003	—
Non-recurring fees and expenses payable	2,360	2,360
Total liabilities	<u>31,145,102</u>	<u>2,855,285</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	572,501,249	745,304,028
Total liabilities and shareholders' equity	<u>\$603,646,351</u>	<u>\$ 748,159,313</u>
Shares outstanding	<u>13,846,526</u>	<u>14,696,526</u>
Net asset value per share	<u>\$ 41.35</u>	<u>\$ 50.71</u>
Market value per share (Note 2)	<u>\$ 41.10</u>	<u>\$ 51.28</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(73% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
0.062% due 04/15/21 [†]	\$ 80,000,000	\$ 79,999,536
0.051% due 05/20/21 [†]	100,000,000	99,997,280
0.057% due 06/17/21 [†]	115,000,000	114,996,309
0.056% due 07/15/21 [†]	125,000,000	<u>124,992,712</u>
Total short-term U.S. government and agency obligations (cost \$419,957,178)		<u>\$419,985,837</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 May 2021	1,667	\$ 204,474,220	\$ (15,401,821)

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%	04/06/21	\$ 291,359,450	\$ (8,800,436)
Swap agreement with Goldman Sachs International based on Bloomberg Silver Subindex	0.30	04/06/21	218,805,087	(6,616,052)
Swap agreement with Morgan Stanley & Co. International PLC based on Bloomberg Silver Subindex	0.30	04/06/21	228,795,897	(6,918,147)
Swap agreement with UBS AG based on Bloomberg Silver Subindex	0.25	04/06/21	201,503,724	<u>(6,086,368)</u>
			Total Unrealized Depreciation	<u>\$ (28,421,003)</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of March 31, 2021. 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 March 31, 2021, 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
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 98,129	\$ 776,287
Expenses		
Management fee	1,631,135	481,247
Brokerage commissions	46,582	18,208
Brokerage fees	162,187	—
Total expenses	1,839,904	499,455
Net investment income (loss)	(1,741,775)	276,832
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	6,896,270	(9,641,976)
Swap agreements	(1,985,719)	5,944,322
Short-term U.S. government and agency obligations	191	—
Net realized gain (loss)	4,910,742	(3,697,654)
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(52,592,033)	(4,249,586)
Swap agreements	(85,173,669)	(80,923,026)
Short-term U.S. government and agency obligations	21,921	110,781
Change in net unrealized appreciation (depreciation)	(137,743,781)	(85,061,831)
Net realized and unrealized gain (loss)	(132,833,039)	(88,759,485)
Net income (loss)	<u>\$(134,574,814)</u>	<u>\$(88,482,653)</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$ 745,304,028</u>	<u>\$239,254,842</u>
Addition of 2,400,000 and 750,000 shares, respectively	120,399,635	14,162,113
Redemption of 3,250,000 and 1,250,000 shares, respectively	<u>(158,627,600)</u>	<u>(35,148,766)</u>
Net addition (redemption) of (850,000) and (500,000) shares, respectively	<u>(38,227,965)</u>	<u>(20,986,653)</u>
Net investment income (loss)	(1,741,775)	276,832
Net realized gain (loss)	4,910,742	(3,697,654)
Change in net unrealized appreciation (depreciation)	<u>(137,743,781)</u>	<u>(85,061,831)</u>
Net income (loss)	<u>(134,574,814)</u>	<u>(88,482,653)</u>
Shareholders' equity, end of period	<u><u>\$ 572,501,249</u></u>	<u><u>\$129,785,536</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$(134,574,814)	\$ (88,482,653)
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	(684,892,324)	(113,569,175)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	509,999,794	188,705,000
Net amortization and accretion on short-term U.S. government and agency obligations	(77,206)	(472,102)
Net realized gain (loss) on investments	(191)	—
Change in unrealized appreciation (depreciation) on investments	85,151,748	80,812,245
Decrease (Increase) in receivable on futures contracts	(1,465,450)	(51,960)
Decrease (Increase) in interest receivable	6,065	33,357
Increase (Decrease) in payable to Sponsor	(29,124)	116,819
Increase (Decrease) in brokerage commissions and fees payable	45,354	—
Increase (Decrease) in payable on futures contracts	(147,416)	91,879
Net cash provided by (used in) operating activities	<u>(225,983,564)</u>	<u>67,183,410</u>
Cash flow from financing activities		
Proceeds from addition of shares	116,265,208	12,321,941
Payment on shares redeemed	(158,627,600)	(35,148,766)
Net cash provided by (used in) financing activities	<u>(42,362,392)</u>	<u>(22,826,825)</u>
Net increase (decrease) in cash	<u>(268,345,956)</u>	<u>44,356,585</u>
Cash, beginning of period	446,401,960	79,058,662
Cash, end of period	<u>\$ 178,056,004</u>	<u>\$ 123,415,247</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$376,960,550 and \$244,990,791, respectively)	\$ 376,985,173	\$ 244,995,969
Cash	53,272,722	181,991,996
Segregated cash balances with brokers for futures contracts	782,757,661	879,704,000
Segregated cash balances with brokers for swap agreements	85,756,000	7,976,000
Receivable from capital shares sold	—	49,086,388
Receivable on open futures contracts	39,317,506	16,422,512
Interest receivable	6,631	7,054
Total assets	<u>1,338,095,693</u>	<u>1,380,183,919</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	12,652,068	22,424,475
Brokerage commissions and fees payable	734,787	485,039
Payable to Sponsor	1,352,907	1,040,582
Unrealized depreciation on swap agreements	—	24,807
Securities purchased payable	38,977,944	—
Non-recurring fees and expenses payable	4,817	4,817
Total liabilities	<u>53,722,523</u>	<u>23,979,720</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	1,284,373,170	1,356,204,199
Total liabilities and shareholders' equity	<u>\$ 1,338,095,693</u>	<u>\$ 1,380,183,919</u>
Shares outstanding	<u>228,030,912</u>	<u>127,130,912</u>
Net asset value per share	<u>\$ 5.63</u>	<u>\$ 10.67</u>
Market value per share (Note 2)	<u>\$ 5.65</u>	<u>\$ 10.65</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(29% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.063% due 04/15/21	\$ 77,000,000	\$ 76,999,553
0.061% due 05/20/21	100,000,000	99,997,280
0.051% due 07/15/21	200,000,000	199,988,340
Total short-term U.S. government and agency obligations		376,985,173
(cost \$376,960,550)		<u>\$376,985,173</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 2021	45,234	\$ 937,881,756	\$ (271,592,637)
VIX Futures - Cboe, expires May 2021	38,279	868,006,948	(61,335,612)
			<u>\$ (332,928,249)</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	0.97%	04/28/21	\$ 120,270,000	\$ —
			Total Unrealized Depreciation	<u>\$ —</u>

[^] The positions and counterparties herein are as of March 31, 2021. 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 March 31, 2021, 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
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 113,969	\$ 1,411,740
Expenses		
Management fee	4,383,077	1,383,275
Brokerage commissions	1,956,628	741,009
Brokerage fees	1,843,813	16,721
Total expenses	8,183,518	2,141,005
Net investment income (loss)	(8,069,549)	(729,265)
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(653,063,682)	656,145,228
Swap agreements	(51,454,342)	69,940,003
Short-term U.S. government and agency obligations	18,520	—
Net realized gain (loss)	(704,499,504)	726,085,231
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(284,403,583)	198,355,954
Swap agreements	24,807	(21,974,093)
Short-term U.S. government and agency obligations	19,445	135,054
Change in net unrealized appreciation (depreciation)	(284,359,331)	176,516,915
Net realized and unrealized gain (loss)	(988,858,835)	902,602,146
Net income (loss)	<u>\$(996,928,384)</u>	<u>\$901,872,881</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$ 1,356,204,199</u>	<u>\$ 527,636,003</u>
Addition of 196,300,000 and 9,900,000 shares, respectively	1,939,143,031	359,090,211
Redemption of 95,400,000 and 41,400,000 shares, respectively	<u>(1,014,045,676)</u>	<u>(1,195,778,603)</u>
Net addition (redemption) of 100,900,000 and (31,500,000) shares, respectively	<u>925,097,355</u>	<u>(836,688,392)</u>
Net investment income (loss)	(8,069,549)	(729,265)
Net realized gain (loss)	(704,499,504)	726,085,231
Change in net unrealized appreciation (depreciation)	<u>(284,359,331)</u>	<u>176,516,915</u>
Net income (loss)	<u>(996,928,384)</u>	<u>901,872,881</u>
Shareholders' equity, end of period	<u><u>\$ 1,284,373,170</u></u>	<u><u>\$ 592,820,492</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ (996,928,384)	\$ 901,872,881
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	(811,866,867)	(198,455,580)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	679,996,765	260,000,000
Net amortization and accretion on short-term U.S. government and agency obligations	(81,137)	(652,333)
Net realized gain (loss) on investments	(18,520)	—
Change in unrealized appreciation (depreciation) on investments	(44,252)	21,839,039
Decrease (Increase) in receivable on futures contracts	(22,894,994)	(40,866,835)
Decrease (Increase) in interest receivable	423	(33,608)
Increase (Decrease) in payable to Sponsor	312,325	566,652
Increase (Decrease) in brokerage commissions and fees payable	249,748	—
Increase (Decrease) in payable on futures contracts	(9,772,407)	(857,523)
Increase (Decrease) in securities purchased payable	38,977,944	—
Net cash provided by (used in) operating activities	<u>(1,122,069,356)</u>	<u>943,412,693</u>
Cash flow from financing activities		
Proceeds from addition of shares	1,988,229,419	359,177,711
Payment on shares redeemed	<u>(1,014,045,676)</u>	<u>(1,195,778,603)</u>
Net cash provided by (used in) financing activities	<u>974,183,743</u>	<u>(836,600,892)</u>
Net increase (decrease) in cash	(147,885,613)	106,811,801
Cash, beginning of period	1,069,671,996	361,561,329
Cash, end of period	<u>\$ 921,786,383</u>	<u>\$ 468,373,130</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$499,942 and \$–, respectively)	\$ 499,986	\$ —
Cash	1,972,808	2,618,696
Segregated cash balances with brokers for foreign currency forward contracts	306,000	306,000
Unrealized appreciation on foreign currency forward contracts	3,041	67,235
Interest receivable	84	111
Total assets	<u>2,781,919</u>	<u>2,992,042</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	2,171	2,384
Unrealized depreciation on foreign currency forward contracts	192,043	148
Non-recurring fees and expenses payable	11	11
Total liabilities	<u>194,225</u>	<u>2,543</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	2,587,694	2,989,499
Total liabilities and shareholders' equity	<u>\$ 2,781,919</u>	<u>\$ 2,992,042</u>
Shares outstanding	<u>49,970</u>	<u>49,970</u>
Net asset value per share	<u>\$ 51.78</u>	<u>\$ 59.83</u>
Market value per share (Note 2)	<u>\$ 51.78</u>	<u>\$ 59.82</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(19% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.086% due 05/20/21	\$ 500,000	<u>\$499,986</u>
Total short-term U.S. government and agency obligations (cost \$499,942)		<u><u>\$499,986</u></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	04/09/21	332,532,517	\$ 3,003,464	\$ (106,904)
Yen with UBS AG	04/09/21	263,662,756	2,381,425	<u>(85,139)</u>
			Total Unrealized Depreciation	<u>\$ (192,043)</u>
Contracts to Sell				
Yen with UBS AG	04/09/21	(21,110,000)	\$ (190,668)	<u>\$ 3,041</u>
			Total Unrealized Appreciation	<u><u>\$ 3,041</u></u>

[^] The positions and counterparties herein are as of March 31, 2021. 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
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended	
	March 31,	
	<u>2021</u>	<u>2020</u>
Investment Income		
Interest	\$ 356	\$ 8,867
Expenses		
Management fee	6,649	7,241
Total expenses	<u>6,649</u>	<u>7,241</u>
Net investment income (loss)	<u>(6,293)</u>	<u>1,626</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Foreign currency forward contracts	(139,467)	(8,483)
Net realized gain (loss)	<u>(139,467)</u>	<u>(8,483)</u>
Change in net unrealized appreciation (depreciation) on		
Foreign currency forward contracts	(256,089)	(19,239)
Short-term U.S. government and agency obligations	44	(74)
Change in net unrealized appreciation (depreciation)	<u>(256,045)</u>	<u>(19,313)</u>
Net realized and unrealized gain (loss)	<u>(395,512)</u>	<u>(27,796)</u>
Net income (loss)	<u><u>\$(401,805)</u></u>	<u><u>\$(26,170)</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$2,989,499</u>	<u>\$ 5,580,964</u>
Redemption of – and 50,000 shares, respectively	—	(2,746,014)
Net addition (redemption) of – and (50,000) shares, respectively	—	(2,746,014)
Net investment income (loss)	(6,293)	1,626
Net realized gain (loss)	(139,467)	(8,483)
Change in net unrealized appreciation (depreciation)	(256,045)	(19,313)
Net income (loss)	(401,805)	(26,170)
Shareholders' equity, end of period	<u>\$2,587,694</u>	<u>\$ 2,808,780</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ (401,805)	\$ (26,170)
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	(499,849)	(99,700)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	—	1,911,000
Net amortization and accretion on short-term U.S. government and agency obligations	(93)	(3,270)
Change in unrealized appreciation (depreciation) on investments	256,045	19,313
Decrease (Increase) in interest receivable	27	3,174
Increase (Decrease) in payable to Sponsor	(213)	(176)
Net cash provided by (used in) operating activities	<u>(645,888)</u>	<u>1,804,171</u>
Cash flow from financing activities		
Payment on shares redeemed	—	(2,746,014)
Net cash provided by (used in) financing activities	<u>—</u>	<u>(2,746,014)</u>
Net increase (decrease) in cash	<u>(645,888)</u>	<u>(941,843)</u>
Cash, beginning of period	<u>2,924,696</u>	<u>3,783,138</u>
Cash, end of period	<u>\$2,278,808</u>	<u>\$ 2,841,295</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31, 2020
	(unaudited)	
Assets		
Cash	\$ 2,147,185	\$ 2,133,707
Segregated cash balances with brokers for futures contracts	118,800	100,320
Interest receivable	88	119
Total assets	2,266,073	2,234,146
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	5,400	9,118
Payable to Sponsor	1,774	2,370
Non-recurring fees and expenses payable	19	19
Total liabilities	7,193	11,507
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	2,258,880	2,222,639
Total liabilities and shareholders' equity	\$ 2,266,073	\$ 2,234,146
Shares outstanding	50,000	50,000
Net asset value per share	\$ 45.18	\$ 44.45
Market value per share (Note 2)	\$ 45.19	\$ 43.89

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

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 June 2021	60	\$ 4,560,900	\$ 67,102

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Investment Income		
Interest	\$ 258	\$ 20,054
Expenses		
Management fee	5,139	15,130
Brokerage commissions	386	1,499
Total expenses	<u>5,525</u>	<u>16,629</u>
Net investment income (loss)	<u>(5,267)</u>	<u>3,425</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(164,544)	670,950
Net realized gain (loss)	<u>(164,544)</u>	<u>670,950</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	206,052	947,586
Short-term U.S. government and agency obligations	—	(206)
Change in net unrealized appreciation (depreciation)	<u>206,052</u>	<u>947,380</u>
Net realized and unrealized gain (loss)	<u>41,508</u>	<u>1,618,330</u>
Net income (loss)	<u>\$ 36,241</u>	<u>\$1,621,755</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	<u>2021</u>	<u>2020</u>
Shareholders' equity, beginning of period	<u>\$2,222,639</u>	<u>\$5,608,612</u>
Net investment income (loss)	(5,267)	3,425
Net realized gain (loss)	(164,544)	670,950
Change in net unrealized appreciation (depreciation)	206,052	947,380
Net income (loss)	<u>36,241</u>	<u>1,621,755</u>
Shareholders' equity, end of period	<u>\$2,258,880</u>	<u>\$7,230,367</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 36,241	\$1,621,755
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	—	(498,498)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	—	4,436,000
Net amortization and accretion on short-term U.S. government and agency obligations	—	(6,234)
Change in unrealized appreciation (depreciation) on investments	—	206
Decrease (Increase) in receivable on futures contracts	—	(21,755)
Decrease (Increase) in interest receivable	31	(2,493)
Increase (Decrease) in payable to Sponsor	(596)	5,702
Increase (Decrease) in payable on futures contracts	(3,718)	(37,725)
Net cash provided by (used in) operating activities	<u>31,958</u>	<u>5,496,958</u>
Net increase (decrease) in cash	<u>31,958</u>	<u>5,496,958</u>
Cash, beginning of period	<u>2,234,027</u>	<u>1,717,873</u>
Cash, end of period	<u>\$2,265,985</u>	<u>\$7,214,831</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$34,996,872 and \$–, respectively)	\$34,999,082	\$ —
Cash	33,474,775	74,317,150
Segregated cash balances with brokers for futures contracts	21,014,545	22,608,223
Segregated cash balances with brokers for swap agreements	—	188,000
Receivable on open futures contracts	2,751,890	60,902
Interest receivable	1,200	3,299
Total assets	<u>92,241,492</u>	<u>97,177,574</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	423,827	257,410
Brokerage commissions and fees payable	25,647	—
Payable to Sponsor	73,277	80,580
Non-recurring fees and expenses payable	351	351
Total liabilities	<u>523,102</u>	<u>338,341</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	91,718,390	96,839,233
Total liabilities and shareholders' equity	<u>\$92,241,492</u>	<u>\$97,177,574</u>
Shares outstanding	<u>12,739,884</u>	<u>8,339,884</u>
Net asset value per share	<u>\$ 7.20</u>	<u>\$ 11.61</u>
Market value per share (Note 2)	<u>\$ 7.15</u>	<u>\$ 11.64</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(38% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.041% due 04/15/21	\$ 5,000,000	\$ 4,999,971
0.086% due 05/20/21	15,000,000	14,999,592
0.042% due 06/17/21	15,000,000	14,999,519
Total short-term U.S. government and agency obligations		
(cost \$34,996,872)		<u>\$34,999,082</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 June 2021	1,020	\$ 60,363,600	\$ (5,808,804)
WTI Crude Oil - NYMEX, expires December 2021	1,082	61,511,700	(3,660,503)
WTI Crude Oil - NYMEX, expires June 2022	1,125	61,560,000	469,128
			<u>\$ (9,000,179)</u>

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 10,835	\$ 248,709
Expenses		
Management fee	221,263	202,369
Brokerage commissions	43,044	77,053
Brokerage fees	47,712	—
Total expenses	<u>312,019</u>	<u>279,422</u>
Net investment income (loss)	<u>(301,184)</u>	<u>(30,713)</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(49,177,765)	6,504,689
Swap agreements	—	45,169,333
Short-term U.S. government and agency obligations	—	(20)
Net realized gain (loss)	<u>(49,177,765)</u>	<u>51,674,002</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	5,636,634	54,837,080
Swap agreements	—	21,741,150
Short-term U.S. government and agency obligations	2,210	3,127
Change in net unrealized appreciation (depreciation)	<u>5,638,844</u>	<u>76,581,357</u>
Net realized and unrealized gain (loss)	<u>(43,538,921)</u>	<u>128,255,359</u>
Net income (loss)	<u><u>\$(43,840,105)</u></u>	<u><u>\$128,224,646</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$ 96,839,233</u>	<u>\$ 125,451,681</u>
Addition of 7,800,000 and 3,350,000 shares, respectively	64,302,979	71,229,475
Redemption of 3,400,000 and 11,600,000 shares, respectively	<u>(25,583,717)</u>	<u>(224,811,779)</u>
Net addition (redemption) of 4,400,000 and (8,250,000) shares, respectively	<u>38,719,262</u>	<u>(153,582,304)</u>
Net investment income (loss)	(301,184)	(30,713)
Net realized gain (loss)	(49,177,765)	51,674,002
Change in net unrealized appreciation (depreciation)	<u>5,638,844</u>	<u>76,581,357</u>
Net income (loss)	<u>(43,840,105)</u>	<u>128,224,646</u>
Shareholders' equity, end of period	<u><u>\$ 91,718,390</u></u>	<u><u>\$ 100,094,023</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$(43,840,105)	\$ 128,224,646
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	(59,990,524)	(32,897,274)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	25,000,000	88,246,647
Net amortization and accretion on short-term U.S. government and agency obligations	(6,348)	(146,748)
Net realized gain (loss) on investments	—	20
Change in unrealized appreciation (depreciation) on investments	(2,210)	(21,744,277)
Decrease (Increase) in receivable on futures contracts	(2,690,988)	1,144,404
Decrease (Increase) in interest receivable	2,099	26,150
Increase (Decrease) in payable to Sponsor	(7,303)	26,465
Increase (Decrease) in brokerage commissions and fees payable	25,647	—
Increase (Decrease) in payable on futures contracts	166,417	953,702
Net cash provided by (used in) operating activities	<u>(81,343,315)</u>	<u>163,833,735</u>
Cash flow from financing activities		
Proceeds from addition of shares	64,302,979	67,838,424
Payment on shares redeemed	<u>(25,583,717)</u>	<u>(222,259,090)</u>
Net cash provided by (used in) financing activities	<u>38,719,262</u>	<u>(154,420,666)</u>
Net increase (decrease) in cash	<u>(42,624,053)</u>	<u>9,413,069</u>
Cash, beginning of period	97,113,373	61,909,177
Cash, end of period	<u>\$ 54,489,320</u>	<u>\$ 71,322,246</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31, 2020
	(unaudited)	
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$43,997,035 and \$9,999,612, respectively)	\$ 43,998,801	\$ 9,999,861
Cash	12,606,546	12,600,775
Segregated cash balances with brokers for futures contracts	12,310,981	6,546,607
Receivable on open futures contracts	607,891	—
Interest receivable	1,242	548
Total assets	<u>69,525,461</u>	<u>29,147,791</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	2,604,177
Payable on open futures contracts	—	1,543,700
Brokerage commissions and fees payable	427	—
Payable to Sponsor	65,619	22,029
Non-recurring fees and expenses payable	140	140
Total liabilities	<u>66,186</u>	<u>4,170,046</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	69,459,275	24,977,745
Total liabilities and shareholders' equity	<u>\$ 69,525,461</u>	<u>\$ 29,147,791</u>
Shares outstanding	<u>1,774,832</u>	<u>524,832</u>
Net asset value per share	<u>\$ 39.14</u>	<u>\$ 47.59</u>
Market value per share (Note 2)	<u>\$ 39.32</u>	<u>\$ 47.38</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(63% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.041% due 04/15/21	\$ 4,000,000	\$ 3,999,977
0.047% due 05/20/21	22,000,000	21,999,402
0.040% due 06/17/21	18,000,000	17,999,422
Total short-term U.S. government and agency obligations		
(cost \$43,997,035)		<u>\$43,998,801</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 May 2021	5,327	\$ 138,928,160	\$ 16,272,857

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 7,883	\$ 42,432
Expenses		
Management fee	159,337	32,430
Brokerage commissions	85,680	32,281
Brokerage fees	23,273	—
Total expenses	<u>268,290</u>	<u>64,711</u>
Net investment income (loss)	<u>(260,407)</u>	<u>(22,279)</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	<u>(6,359,394)</u>	<u>5,626,177</u>
Net realized gain (loss)	<u>(6,359,394)</u>	<u>5,626,177</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	15,893,547	3,334,986
Short-term U.S. government and agency obligations	1,517	625
Change in net unrealized appreciation (depreciation)	<u>15,895,064</u>	<u>3,335,611</u>
Net realized and unrealized gain (loss)	<u>9,535,670</u>	<u>8,961,788</u>
Net income (loss)	<u>\$ 9,275,263</u>	<u>\$8,939,509</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$ 24,977,745</u>	<u>\$ 12,515,603</u>
Addition of 4,100,000 and 550,000 shares, respectively	142,050,186	29,104,581
Redemption of 2,850,000 and 600,000 shares, respectively	(106,843,919)	(33,139,760)
Net addition (redemption) of 1,250,000 and (50,000) shares, respectively	<u>35,206,267</u>	<u>(4,035,179)</u>
Net investment income (loss)	(260,407)	(22,279)
Net realized gain (loss)	(6,359,394)	5,626,177
Change in net unrealized appreciation (depreciation)	<u>15,895,064</u>	<u>3,335,611</u>
Net income (loss)	9,275,263	8,939,509
Shareholders' equity, end of period	<u><u>\$ 69,459,275</u></u>	<u><u>\$ 17,419,933</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 9,275,263	\$ 8,939,509
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	(53,993,457)	(2,990,772)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	20,000,000	7,160,924
Net amortization and accretion on short-term U.S. government and agency obligations	(3,966)	(14,617)
Change in unrealized appreciation (depreciation) on investments	(1,517)	(625)
Decrease (Increase) in receivable on futures contracts	(607,891)	(714,526)
Decrease (Increase) in interest receivable	(694)	(130)
Increase (Decrease) in payable to Sponsor	43,590	11,592
Increase (Decrease) in brokerage commissions and fees payable	427	—
Increase (Decrease) in payable on futures contracts	(1,543,700)	(6,826)
Net cash provided by (used in) operating activities	(26,831,945)	12,384,529
Cash flow from financing activities		
Proceeds from addition of shares	142,050,186	29,104,581
Payment on shares redeemed	(109,448,096)	(33,139,760)
Net cash provided by (used in) financing activities	32,602,090	(4,035,179)
Net increase (decrease) in cash	5,770,145	8,349,350
Cash, beginning of period	19,147,382	7,370,891
Cash, end of period	\$ 24,917,527	\$ 15,720,241

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31,
	(unaudited)	2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$17,998,447 and \$9,999,612, respectively)	\$ 17,999,536	\$ 9,999,861
Cash	29,681,455	42,133,228
Segregated cash balances with brokers for foreign currency forward contracts	4,041,000	1,999,000
Unrealized appreciation on foreign currency forward contracts	3,436,568	5,705
Interest receivable	920	2,148
Total assets	<u>55,159,479</u>	<u>54,139,942</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	45,247	43,974
Unrealized depreciation on foreign currency forward contracts	181,875	1,142,409
Non-recurring fees and expenses payable	220	220
Total liabilities	<u>227,342</u>	<u>1,186,603</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	54,932,137	52,953,339
Total liabilities and shareholders' equity	<u>\$ 55,159,479</u>	<u>\$54,139,942</u>
Shares outstanding	<u>2,250,000</u>	<u>2,350,000</u>
Net asset value per share	<u>\$ 24.41</u>	<u>\$ 22.53</u>
Market value per share (Note 2)	<u>\$ 24.42</u>	<u>\$ 22.52</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(33% of shareholders' equity)		
U.S. Treasury Bills^{^^}:		
0.041% due 04/15/21	\$ 3,000,000	\$ 2,999,983
0.086% due 05/20/21 [†]	7,000,000	6,999,810
0.041% due 06/17/21	8,000,000	7,999,743
Total short-term U.S. government and agency obligations		
(cost \$17,998,447)		<u>\$17,999,536</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	04/09/21	12,078,000	\$ 14,163,535	\$ (181,875)
			Total Unrealized Depreciation	<u>\$ (181,875)</u>
Contracts to Sell				
Euro with Goldman Sachs International	04/09/21	(37,401,263)	\$ (43,859,422)	\$ 1,328,784
Euro with UBS AG	04/09/21	(68,453,199)	(80,273,164)	2,107,784
			Total Unrealized Appreciation	<u>\$ 3,436,568</u>

† All or partial amount pledged as collateral for foreign currency forward contracts.

^ The positions and counterparties herein are as of March 31, 2021. 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
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Investment Income		
Interest	\$ 7,166	\$ 399,657
Expenses		
Management fee	124,038	263,442
Total expenses	<u>124,038</u>	<u>263,442</u>
Net investment income (loss)	<u>(116,872)</u>	<u>136,215</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Foreign currency forward contracts	70,527	1,047,283
Net realized gain (loss)	<u>70,527</u>	<u>1,047,283</u>
Change in net unrealized appreciation (depreciation) on		
Foreign currency forward contracts	4,391,397	3,137,931
Short-term U.S. government and agency obligations	840	52,320
Change in net unrealized appreciation (depreciation)	<u>4,392,237</u>	<u>3,190,251</u>
Net realized and unrealized gain (loss)	<u>4,462,764</u>	<u>4,237,534</u>
Net income (loss)	<u>\$4,345,892</u>	<u>\$4,373,749</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$52,953,339	\$120,581,173
Addition of 200,000 and 200,000 shares, respectively	4,613,244	5,754,066
Redemption of 300,000 and 1,350,000 shares, respectively	(6,980,338)	(37,514,389)
Net addition (redemption) of (100,000) and (1,150,000) shares, respectively	(2,367,094)	(31,760,323)
Net investment income (loss)	(116,872)	136,215
Net realized gain (loss)	70,527	1,047,283
Change in net unrealized appreciation (depreciation)	4,392,237	3,190,251
Net income (loss)	4,345,892	4,373,749
Shareholders' equity, end of period	\$54,932,137	\$ 93,194,599

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 4,345,892	\$ 4,373,749
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	(41,994,414)	(56,787,039)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	34,000,000	105,685,000
Net amortization and accretion on short-term U.S. government and agency obligations	(4,421)	(251,364)
Change in unrealized appreciation (depreciation) on investments	(4,392,237)	(3,190,251)
Decrease (Increase) in interest receivable	1,228	27,885
Increase (Decrease) in payable to Sponsor	1,273	67,380
Net cash provided by (used in) operating activities	(8,042,679)	49,925,360
Cash flow from financing activities		
Proceeds from addition of shares	4,613,244	5,754,066
Payment on shares redeemed	(6,980,338)	(33,413,625)
Net cash provided by (used in) financing activities	(2,367,094)	(27,659,559)
Net increase (decrease) in cash	(10,409,773)	22,265,801
Cash, beginning of period	44,132,228	44,280,278
Cash, end of period	\$ 33,722,455	\$ 66,546,079

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$12,998,786 and \$-, respectively)	\$ 12,999,597	\$ —
Cash	22,381,424	16,935,121
Segregated cash balances with brokers for futures contracts	2,923,750	1,503,750
Segregated cash balances with brokers for swap agreements	4,201,087	2,194,500
Receivable on open futures contracts	—	1,317
Interest receivable	615	742
Total assets	<u>42,506,473</u>	<u>20,635,430</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	548,420	12,410
Brokerage commissions and fees payable	1,492	—
Payable to Sponsor	27,498	16,835
Unrealized depreciation on swap agreements	685,467	268,728
Non-recurring fees and expenses payable	81	81
Total liabilities	<u>1,262,958</u>	<u>298,054</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	41,243,515	20,337,376
Total liabilities and shareholders' equity	<u>\$ 42,506,473</u>	<u>\$20,635,430</u>
Shares outstanding	<u>1,096,977</u>	<u>646,977</u>
Net asset value per share	<u>\$ 37.60</u>	<u>\$ 31.43</u>
Market value per share (Note 2)	<u>\$ 37.89</u>	<u>\$ 31.14</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(32% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.086% due 05/20/21 [†]	\$ 3,000,000	\$ 2,999,918
0.041% due 06/17/21 [†]	10,000,000	9,999,679
Total short-term U.S. government and agency obligations (cost \$12,998,786)		\$12,999,597

Futures Contracts Sold

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/Value
Gold Futures - COMEX, expires June 2021	247	\$ 42,375,320	\$ 39,145

Total Return Swap Agreements[^]

	Rate Paid (Received) [*]	Termination Date	Notional Amount at Value ^{**}	Unrealized Appreciation (Depreciation)/Value
Swap agreement with Citibank, N.A. based on Bloomberg Gold Subindex	0.25%	04/06/21	\$ (14,224,080)	\$ (291,552)
Swap agreement with Goldman Sachs International based on Bloomberg Gold Subindex	0.20	04/06/21	(14,746,325)	(301,800)
Swap agreement with UBS AG based on Bloomberg Gold Subindex	0.25	04/06/21	(11,127,395)	(92,115)
			Total Unrealized Depreciation	\$ (685,467)

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of March 31, 2021. 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 March 31, 2021, 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
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Investment Income		
Interest	\$ 2,962	\$ 61,021
Expenses		
Management fee	63,727	43,239
Brokerage commissions	3,590	2,104
Brokerage fees	4,686	—
Total expenses	<u>72,003</u>	<u>45,343</u>
Net investment income (loss)	<u>(69,041)</u>	<u>15,678</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	1,334,982	(2,028,666)
Swap agreements	2,668,208	(3,902,216)
Short-term U.S. government and agency obligations	169	—
Net realized gain (loss)	<u>4,003,359</u>	<u>(5,930,882)</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	236,075	641,113
Swap agreements	(416,739)	2,034,683
Short-term U.S. government and agency obligations	811	1,178
Change in net unrealized appreciation (depreciation)	<u>(179,853)</u>	<u>2,676,974</u>
Net realized and unrealized gain (loss)	<u>3,823,506</u>	<u>(3,253,908)</u>
Net income (loss)	<u><u>\$3,754,465</u></u>	<u><u>\$(3,238,230)</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$ 20,337,376	\$21,047,560
Addition of 750,000 and 200,000 shares, respectively	27,291,216	9,689,641
Redemption of 300,000 and 150,000 shares, respectively	(10,139,542)	(6,929,927)
Net addition (redemption) of 450,000 and 50,000 shares, respectively	17,151,674	2,759,714
Net investment income (loss)	(69,041)	15,678
Net realized gain (loss)	4,003,359	(5,930,882)
Change in net unrealized appreciation (depreciation)	(179,853)	2,676,974
Net income (loss)	3,754,465	(3,238,230)
Shareholders' equity, end of period	\$ 41,243,515	\$20,569,044

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 3,754,465	\$ (3,238,230)
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	(18,997,037)	(6,983,176)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	5,999,936	17,371,000
Net amortization and accretion on short-term U.S. government and agency obligations	(1,516)	(31,387)
Net realized gain (loss) on investments	(169)	—
Change in unrealized appreciation (depreciation) on investments	415,928	(2,035,861)
Decrease (Increase) in receivable on futures contracts	1,317	(71,561)
Decrease (Increase) in interest receivable	127	3,872
Increase (Decrease) in payable to Sponsor	10,663	10,968
Increase (Decrease) in brokerage commissions and fees payable	1,492	—
Increase (Decrease) in payable on futures contracts	536,010	110,341
Net cash provided by (used in) operating activities	<u>(8,278,784)</u>	<u>5,135,966</u>
Cash flow from financing activities		
Proceeds from addition of shares	27,291,216	7,388,926
Payment on shares redeemed	<u>(10,139,542)</u>	<u>(6,929,927)</u>
Net cash provided by (used in) financing activities	<u>17,151,674</u>	<u>458,999</u>
Net increase (decrease) in cash	<u>8,872,890</u>	<u>5,594,965</u>
Cash, beginning of period	20,633,371	9,895,915
Cash, end of period	<u>\$ 29,506,261</u>	<u>\$15,490,880</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$14,998,873 and \$—, respectively)	\$ 14,999,620	\$ —
Cash	15,590,378	18,919,314
Segregated cash balances with brokers for futures contracts	6,919,687	1,503,250
Segregated cash balances with brokers for swap agreements	7,033,229	11,732,485
Unrealized appreciation on swap agreements	771,233	—
Receivable on open futures contracts	247,484	39,445
Interest receivable	351	814
Total assets	<u>45,561,982</u>	<u>32,195,308</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	381,175	86,282
Brokerage commissions and fees payable	3,309	—
Payable to Sponsor	32,701	25,557
Unrealized depreciation on swap agreements	—	3,197,561
Non-recurring fees and expenses payable	133	133
Total liabilities	<u>417,318</u>	<u>3,309,533</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	45,144,664	28,885,775
Total liabilities and shareholders' equity	<u>\$ 45,561,982</u>	<u>\$32,195,308</u>
Shares outstanding	<u>6,466,976</u>	<u>4,166,976</u>
Net asset value per share	<u>\$ 6.98</u>	<u>\$ 6.93</u>
Market value per share (Note 2)	<u>\$ 7.01</u>	<u>\$ 6.85</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(33% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.041% due 04/15/21 [†]	\$ 2,000,000	\$ 1,999,989
0.061% due 05/20/21 [†]	10,000,000	9,999,727
0.044% due 06/17/21 [†]	3,000,000	2,999,904
Total short-term U.S. government and agency obligations		
(cost \$14,998,873)		<u>\$14,999,620</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 May 2021	347	\$ 42,563,020	\$ 3,276,894

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%	04/06/21	\$ (8,308,475)	\$ 248,258
Swap agreement with Goldman Sachs International based on Bloomberg Silver Subindex	0.25	04/06/21	(15,457,845)	135,200
Swap agreement with Morgan Stanley & Co. International PLC based on Bloomberg Silver Subindex	0.30	04/06/21	(8,697,261)	259,594
Swap agreement with UBS AG based on Bloomberg Silver Subindex	0.25	04/06/21	(15,222,974)	128,181
			<u>Total Unrealized Appreciation</u>	<u>\$ 771,233</u>

[†] All or partial amount pledged as collateral for swap agreements.

[^] The positions and counterparties herein are as of March 31, 2021. 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 March 31, 2021, 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
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 3,117	\$ 44,536
Expenses		
Management fee	84,745	37,136
Brokerage commissions	7,444	3,981
Brokerage fees	9,991	—
Total expenses	<u>102,180</u>	<u>41,117</u>
Net investment income (loss)	<u>(99,063)</u>	<u>3,419</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(1,236,193)	1,920,009
Swap agreements	(1,696,158)	(1,077,769)
Short-term U.S. government and agency obligations	85	—
Net realized gain (loss)	<u>(2,932,266)</u>	<u>842,240</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	3,496,970	1,603,007
Swap agreements	3,968,794	2,587,264
Short-term U.S. government and agency obligations	747	185
Change in net unrealized appreciation (depreciation)	<u>7,466,511</u>	<u>4,190,456</u>
Net realized and unrealized gain (loss)	<u>4,534,245</u>	<u>5,032,696</u>
Net income (loss)	<u>\$ 4,435,182</u>	<u>\$ 5,036,115</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$ 28,885,775	\$13,834,163
Addition of 9,800,000 and 200,000 shares, respectively	58,095,647	5,962,843
Redemption of 7,500,000 and 200,000 shares, respectively	(46,271,940)	(5,945,290)
Net addition (redemption) of 2,300,000 and – shares, respectively	11,823,707	17,553
Net investment income (loss)	(99,063)	3,419
Net realized gain (loss)	(2,932,266)	842,240
Change in net unrealized appreciation (depreciation)	7,466,511	4,190,456
Net income (loss)	4,435,182	5,036,115
Shareholders' equity, end of period	\$ 45,144,664	\$18,887,831

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 4,435,182	\$ 5,036,115
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	(22,996,733)	(4,386,262)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	7,999,988	12,574,000
Net amortization and accretion on short-term U.S. government and agency obligations	(2,043)	(24,652)
Net realized gain (loss) on investments	(85)	—
Change in unrealized appreciation (depreciation) on investments	(3,969,541)	(2,587,449)
Decrease (Increase) in receivable on futures contracts	(208,039)	(12,581)
Decrease (Increase) in interest receivable	463	(2,333)
Increase (Decrease) in payable to Sponsor	7,144	13,753
Increase (Decrease) in brokerage commissions and fees payable	3,309	—
Increase (Decrease) in payable on futures contracts	294,893	(9,156)
Net cash provided by (used in) operating activities	<u>(14,435,462)</u>	<u>10,601,435</u>
Cash flow from financing activities		
Proceeds from addition of shares	58,095,647	5,962,843
Payment on shares redeemed	(46,271,940)	(5,945,290)
Net cash provided by (used in) financing activities	<u>11,823,707</u>	<u>17,553</u>
Net increase (decrease) in cash	<u>(2,611,755)</u>	<u>10,618,988</u>
Cash, beginning of period	32,155,049	6,646,212
Cash, end of period	<u>\$ 29,543,294</u>	<u>\$17,265,200</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$14,498,781 and \$–, respectively)	\$ 14,499,635	\$ —
Cash	15,006,733	21,470,564
Segregated cash balances with brokers for foreign currency forward contracts	3,106,000	2,804,000
Unrealized appreciation on foreign currency forward contracts	2,366,090	7,008
Interest receivable	504	914
Total assets	<u>34,978,962</u>	<u>24,282,486</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	26,860	19,348
Unrealized depreciation on foreign currency forward contracts	30,168	571,974
Non-recurring fees and expenses payable	94	94
Total liabilities	<u>57,122</u>	<u>591,416</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	34,921,840	23,691,070
Total liabilities and shareholders' equity	<u>\$ 34,978,962</u>	<u>\$ 24,282,486</u>
Shares outstanding	<u>449,290</u>	<u>349,290</u>
Net asset value per share	<u>\$ 77.73</u>	<u>\$ 67.83</u>
Market value per share (Note 2)	<u>\$ 77.75</u>	<u>\$ 67.81</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations (42% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.041% due 04/15/21	\$ 3,000,000	\$ 2,999,983
0.086% due 05/20/21	4,500,000	4,499,878
0.044% due 06/17/21	7,000,000	6,999,774
Total short-term U.S. government and agency obligations (cost \$14,498,781)		<u>\$14,499,635</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	04/09/21	167,310,000	\$ 1,511,159	\$ (30,168)
			Total Unrealized Depreciation	<u>\$ (30,168)</u>
Contracts to Sell				
Yen with Goldman Sachs International	04/09/21	(2,009,085,165)	\$ (18,146,236)	\$ 645,891
Yen with UBS AG	04/09/21	(5,895,178,875)	(53,245,781)	1,720,199
			Total Unrealized Appreciation	<u>\$ 2,366,090</u>

[^] The positions and counterparties herein are as of March 31, 2021. 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
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 3,596	\$ 126,183
Expenses		
Management fee	66,553	84,437
Total expenses	66,553	84,437
Net investment income (loss)	(62,957)	41,746
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Foreign currency forward contracts	1,259,573	(506,520)
Net realized gain (loss)	1,259,573	(506,520)
Change in net unrealized appreciation (depreciation) on		
Foreign currency forward contracts	2,900,888	(699,345)
Short-term U.S. government and agency obligations	854	2,276
Change in net unrealized appreciation (depreciation)	2,901,742	(697,069)
Net realized and unrealized gain (loss)	4,161,315	(1,203,589)
Net income (loss)	\$4,098,358	\$(1,161,843)

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	\$23,691,070	\$ 38,132,320
Addition of 100,000 and 50,000 shares, respectively	7,132,412	3,956,753
Redemption of – and 150,000 shares, respectively	—	(11,341,060)
Net addition (redemption) of 100,000 and (100,000) shares, respectively	7,132,412	(7,384,307)
Net investment income (loss)	(62,957)	41,746
Net realized gain (loss)	1,259,573	(506,520)
Change in net unrealized appreciation (depreciation)	2,901,742	(697,069)
Net income (loss)	4,098,358	(1,161,843)
Shareholders' equity, end of period	\$34,921,840	\$ 29,586,170

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ 4,098,358	\$ (1,161,843)
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	(21,496,640)	(12,760,075)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	7,000,000	34,374,000
Net amortization and accretion on short-term U.S. government and agency obligations	(2,141)	(68,691)
Change in unrealized appreciation (depreciation) on investments	(2,901,742)	697,069
Decrease (Increase) in interest receivable	410	5,925
Increase (Decrease) in payable to Sponsor	7,512	20,523
Net cash provided by (used in) operating activities	<u>(13,294,243)</u>	<u>21,106,908</u>
Cash flow from financing activities		
Proceeds from addition of shares	7,132,412	3,956,753
Payment on shares redeemed	—	(11,341,060)
Net cash provided by (used in) financing activities	<u>7,132,412</u>	<u>(7,384,307)</u>
Net increase (decrease) in cash	<u>(6,161,831)</u>	<u>13,722,601</u>
Cash, beginning of period	<u>24,274,564</u>	<u>12,507,112</u>
Cash, end of period	<u>\$ 18,112,733</u>	<u>\$ 26,229,713</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021 (unaudited)	December 31, 2020
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$31,997,344 and \$44,999,073, respectively)	\$ 31,999,153	\$44,999,732
Cash	29,170,532	14,723,084
Segregated cash balances with brokers for futures contracts	14,208,700	13,079,750
Receivable on open futures contracts	—	247,077
Interest receivable	1,499	643
Total assets	<u>75,379,884</u>	<u>73,050,286</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	915,787
Payable on open futures contracts	188,562	—
Brokerage commissions and fees payable	11,270	10,395
Payable to Sponsor	57,305	49,009
Total liabilities	<u>257,137</u>	<u>975,191</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	75,122,747	72,075,095
Total liabilities and shareholders' equity	<u>\$ 75,379,884</u>	<u>\$73,050,286</u>
Shares outstanding	<u>2,162,403</u>	<u>1,962,403</u>
Net asset value per share	<u>\$ 34.74</u>	<u>\$ 36.73</u>
Market value per share (Note 2)	<u>\$ 35.06</u>	<u>\$ 36.70</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(43% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.041% due 04/15/21	\$ 5,000,000	\$ 4,999,971
0.086% due 05/20/21	10,000,000	9,999,728
0.040% due 06/17/21	17,000,000	16,999,454
Total short-term U.S. government and agency obligations		
(cost \$31,997,344)		<u>\$31,999,153</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 July 2021	550	\$ 13,365,000	\$ (938,335)
VIX Futures - Cboe, expires August 2021	1,016	24,842,318	(3,842,774)
VIX Futures - Cboe, expires September 2021	1,016	25,249,530	(4,020,035)
VIX Futures - Cboe, expires October 2021	466	11,653,868	(609,144)
			<u>\$ (9,410,288)</u>

^{^^} Rates shown represent discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 10,224	\$ 158,298
Expenses		
Management fee	178,080	94,284
Brokerage commissions	11,312	15,939
Brokerage fees	25,632	155
Total expenses	<u>215,024</u>	<u>110,378</u>
Net investment income (loss)	<u>(204,800)</u>	<u>47,920</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	3,539,316	7,756,525
Net realized gain (loss)	<u>3,539,316</u>	<u>7,756,525</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(8,276,672)	15,963,130
Short-term U.S. government and agency obligations	1,150	19,740
Change in net unrealized appreciation (depreciation)	<u>(8,275,522)</u>	<u>15,982,870</u>
Net realized and unrealized gain (loss)	<u>(4,736,206)</u>	<u>23,739,395</u>
Net income (loss)	<u><u>\$(4,941,006)</u></u>	<u><u>\$23,787,315</u></u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$72,075,095</u>	<u>\$ 45,986,584</u>
Addition of 400,000 and 375,000 shares, respectively	15,879,994	10,708,061
Redemption of 200,000 and 1,375,000 shares, respectively	(7,891,336)	(35,447,574)
Net addition (redemption) of 200,000 and (1,000,000) shares, respectively	<u>7,988,658</u>	<u>(24,739,513)</u>
Net investment income (loss)	(204,800)	47,920
Net realized gain (loss)	3,539,316	7,756,525
Change in net unrealized appreciation (depreciation)	(8,275,522)	15,982,870
Net income (loss)	<u>(4,941,006)</u>	<u>23,787,315</u>
Shareholders' equity, end of period	<u>\$75,122,747</u>	<u>\$ 45,034,386</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$ (4,941,006)	\$ 23,787,315
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	(47,992,944)	(23,530,289)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	61,000,000	23,000,000
Net amortization and accretion on short-term U.S. government and agency obligations	(5,327)	(68,368)
Change in unrealized appreciation (depreciation) on investments	(1,150)	(19,740)
Decrease (Increase) in receivable on futures contracts	247,077	(2,635,835)
Decrease (Increase) in interest receivable	(856)	22,658
Increase (Decrease) in payable to Sponsor	8,296	32,113
Increase (Decrease) in brokerage commissions and fees payable	875	—
Increase (Decrease) in payable on futures contracts	188,562	(1,129,877)
Net cash provided by (used in) operating activities	<u>8,503,527</u>	<u>19,457,977</u>
Cash flow from financing activities		
Proceeds from addition of shares	15,879,994	7,802,797
Payment on shares redeemed	(8,807,123)	(35,447,574)
Net cash provided by (used in) financing activities	<u>7,072,871</u>	<u>(27,644,777)</u>
Net increase (decrease) in cash	15,576,398	(8,186,800)
Cash, beginning of period	27,802,834	33,130,653
Cash, end of period	<u>\$ 43,379,232</u>	<u>\$ 24,943,853</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31, 2020
	(unaudited)	
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$152,987,025 and \$84,998,436, respectively)	\$152,996,232	\$ 84,999,583
Cash	47,332,471	71,736,247
Segregated cash balances with brokers for futures contracts	150,530,784	134,825,900
Receivable on open futures contracts	1,887,259	2,295,585
Interest receivable	2,281	2,815
Total assets	<u>352,749,027</u>	<u>293,860,130</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	2,819,500	231,900
Brokerage commissions and fees payable	120,448	81,049
Payable to Sponsor	230,321	156,632
Total liabilities	<u>3,170,269</u>	<u>469,581</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	349,578,758	293,390,549
Total liabilities and shareholders' equity	<u>\$352,749,027</u>	<u>\$ 293,860,130</u>
Shares outstanding	<u>37,501,317</u>	<u>21,326,317</u>
Net asset value per share	<u>\$ 9.32</u>	<u>\$ 13.76</u>
Market value per share (Note 2)	<u>\$ 9.35</u>	<u>\$ 13.74</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
SCHEDULE OF INVESTMENTS
MARCH 31, 2021
(unaudited)

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(44% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
0.067% due 04/15/21	\$65,000,000	\$ 64,999,623
0.086% due 05/20/21	18,000,000	17,999,510
0.040% due 06/17/21	45,000,000	44,998,556
0.075% due 07/15/21	25,000,000	<u>24,998,543</u>
Total short-term U.S. government and agency obligations (cost \$152,987,025)		<u>\$152,996,232</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 2021	8,754	\$ 181,505,436	\$(48,339,299)
VIX Futures - Cboe, expires May 2021	7,407	167,959,651	<u>(11,463,705)</u>
			<u>\$(59,803,004)</u>

^{^^} 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
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Investment Income		
Interest	\$ 38,460	\$ 960,075
Expenses		
Management fee	825,460	626,516
Brokerage commissions	172,658	184,760
Brokerage fees	265,146	4,774
Total expenses	1,263,264	816,050
Net investment income (loss)	(1,224,804)	144,025
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(76,634,593)	325,737,788
Net realized gain (loss)	(76,634,593)	325,737,788
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(53,438,914)	67,783,030
Short-term U.S. government and agency obligations	8,060	119,214
Change in net unrealized appreciation (depreciation)	(53,430,854)	67,902,244
Net realized and unrealized gain (loss)	(130,065,447)	393,640,032
Net income (loss)	\$(131,290,251)	\$393,784,057

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Shareholders' equity, beginning of period	<u>\$ 293,390,549</u>	<u>\$ 279,792,503</u>
Addition of 25,325,000 and 6,800,000 shares, respectively	326,892,710	78,257,089
Redemption of 9,150,000 and 23,675,000 shares, respectively	(139,414,250)	(528,778,295)
Net addition (redemption) of 16,175,000 and (16,875,000) shares, respectively	<u>187,478,460</u>	<u>(450,521,206)</u>
Net investment income (loss)	(1,224,804)	144,025
Net realized gain (loss)	(76,634,593)	325,737,788
Change in net unrealized appreciation (depreciation)	(53,430,854)	67,902,244
Net income (loss)	<u>(131,290,251)</u>	<u>393,784,057</u>
Shareholders' equity, end of period	<u>\$ 349,578,758</u>	<u>\$ 223,055,354</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF
STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flow from operating activities		
Net income (loss)	\$(131,290,251)	\$ 393,784,057
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	(247,959,463)	(137,588,047)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	180,000,000	149,000,000
Net amortization and accretion on short-term U.S. government and agency obligations	(29,126)	(417,516)
Change in unrealized appreciation (depreciation) on investments	(8,060)	(119,214)
Decrease (Increase) in receivable on futures contracts	408,326	770,570
Decrease (Increase) in interest receivable	534	(5,342)
Increase (Decrease) in payable to Sponsor	73,689	283,274
Increase (Decrease) in brokerage commissions and fees payable	39,399	—
Increase (Decrease) in payable on futures contracts	2,587,600	(2,062,759)
Net cash provided by (used in) operating activities	<u>(196,177,352)</u>	<u>403,645,023</u>
Cash flow from financing activities		
Proceeds from addition of shares	326,892,710	78,257,089
Payment on shares redeemed	(139,414,250)	(518,770,322)
Net cash provided by (used in) financing activities	<u>187,478,460</u>	<u>(440,513,233)</u>
Net increase (decrease) in cash	(8,698,892)	(36,868,210)
Cash, beginning of period	206,562,147	194,935,341
Cash, end of period	<u>\$ 197,863,255</u>	<u>\$ 158,067,131</u>

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF FINANCIAL CONDITION

	March 31, 2021	December 31, 2020
	(unaudited)	
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$2,026,810,504 and \$1,034,967,523, respectively)	\$ 2,026,935,650	\$ 1,034,986,384
Cash	893,065,733	1,651,161,384
Segregated cash balances with brokers for futures contracts	1,399,057,783	1,491,618,088
Segregated cash balances with brokers for foreign currency forward contracts	8,060,000	5,716,000
Segregated cash balances with brokers for swap agreements	220,571,316	107,967,985
Unrealized appreciation on swap agreements	6,931,663	80,135,841
Unrealized appreciation on foreign currency forward contracts	5,810,029	169,051
Receivable from capital shares sold	4,134,427	49,086,388
Receivable on open futures contracts	132,627,916	108,851,000
Interest receivable	172,108	66,871
Total assets	<u>\$ 4,697,366,625</u>	<u>\$ 4,529,758,992</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	3,233,023	18,280,444
Payable on open futures contracts	45,284,062	27,874,393
Brokerage commissions and fees payable	1,088,475	691,005
Payable to Sponsor	4,045,514	3,407,672
Unrealized depreciation on swap agreements	69,855,064	3,491,096
Unrealized depreciation on foreign currency forward contracts	630,820	1,714,898
Securities purchased payable	38,977,944	—
Non-recurring fees and expenses payable	48,070	48,070
Total liabilities	<u>163,162,972</u>	<u>55,507,578</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	4,534,203,653	4,474,251,414
Total liabilities and shareholders' equity	<u>\$ 4,697,366,625</u>	<u>\$ 4,529,758,992</u>
Shares outstanding	<u>346,051,695</u>	<u>228,676,695</u>

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2021	2020*
Investment Income		
Interest	\$ 549,742	\$ 7,499,714
Expenses		
Management fee	12,169,010	5,838,804
Brokerage commissions	2,903,800	1,746,456
Brokerage fees	2,853,404	51,378
Total expenses	<u>17,926,214</u>	<u>7,636,638</u>
Net investment income (loss)	<u>(17,376,472)</u>	<u>(136,924)</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	(534,133,804)	315,177,827
Swap agreements	55,764,481	(279,339,085)
Options	—	(9,707,000)
Foreign currency forward contracts	1,163,291	479,012
Short-term U.S. government and agency obligations	19,761	176,434
Net realized gain (loss)	<u>(477,186,271)</u>	<u>26,787,188</u>
Change in net unrealized appreciation (depreciation) on		
Futures contracts	(257,111,138)	279,530,155
Swap agreements	(139,568,146)	(341,111,914)
Foreign currency forward contracts	6,725,056	2,198,013
Short-term U.S. government and agency obligations	106,285	961,117
Change in net unrealized appreciation (depreciation)	<u>(389,847,943)</u>	<u>(58,422,629)</u>
Net realized and unrealized gain (loss)	<u>(867,034,214)</u>	<u>(31,635,441)</u>
Net income (loss)	<u><u>\$(884,410,686)</u></u>	<u><u>\$ (31,772,365)</u></u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF through March 27, 2020, the date liquidation was determined to be imminent.

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(unaudited)

	Three Months Ended March 31,	
	2021	2020*
Shareholders' equity, beginning of period	\$ 4,474,251,414	\$ 2,356,325,101
Addition of 255,925,000 and 246,780,000 shares, respectively	3,034,497,796	3,084,661,161
Redemption of 138,550,000 and 107,815,000 shares, respectively	(2,090,134,871)	(2,662,911,931)
Net addition (redemption) of 117,375,000 and 138,965,000 shares, respectively	944,362,925	421,749,230
Net investment income (loss)	(17,376,472)	(136,924)
Net realized gain (loss)	(477,186,271)	26,787,188
Change in net unrealized appreciation (depreciation)	(389,847,943)	(58,422,629)
Net income (loss)	(884,410,686)	(31,772,365)
Shareholders' equity, end of period	\$ 4,534,203,653	\$ 2,746,301,966

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF through March 27, 2020, the date liquidation was determined to be imminent.

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2021	2020*
Cash flow from operating activities		
Net income (loss)	\$ (884,410,686)	\$ (31,772,365)
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	(3,414,460,174)	(1,271,770,647)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	2,422,995,930	1,721,389,895
Net amortization and accretion on short-term U.S. government and agency obligations	(358,976)	(4,035,875)
Net realized gain (loss) on investments	(19,761)	(176,434)
Change in unrealized appreciation (depreciation) on investments	132,736,805	337,952,784
Decrease (Increase) in securities sold receivable	—	3,883
Decrease (Increase) in receivable on futures contracts	(23,776,916)	(146,056,402)
Decrease (Increase) in interest receivable	(105,237)	153,339
Increase (Decrease) in payable to Sponsor	637,842	2,222,523
Increase (Decrease) in brokerage commissions and fees payable	397,470	—
Increase (Decrease) in payable on futures contracts	17,409,669	(1,490,423)
Increase (Decrease) in securities purchased payable	38,977,944	—
Net cash provided by (used in) operating activities	<u>(1,709,976,090)</u>	<u>606,420,278</u>
Cash flow from financing activities		
Proceeds from addition of shares	3,079,449,757	2,985,264,602
Payment on shares redeemed	(2,105,182,292)	(2,643,315,875)
Net cash provided by (used in) financing activities	<u>974,267,465</u>	<u>341,948,727</u>
Net increase (decrease) in cash	<u>(735,708,625)</u>	<u>948,369,005</u>
Cash, beginning of period	3,256,463,457	1,190,195,205
Cash, end of period**	<u>\$ 2,520,754,832</u>	<u>\$ 2,138,564,210</u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF through March 27, 2020, the date liquidation was determined to be imminent.

** Cash, end of period includes cash balances for the liquidated funds as of March 27, 2020.

See accompanying notes to financial statements.

PROSHARES TRUST II
NOTES TO FINANCIAL STATEMENTS
March 31, 2021
(unaudited)

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 March 31, 2021, the following eighteen 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 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 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, other than the Matching VIX Funds and the Geared VIX Funds, are listed on the NYSE Arca, Inc. (“NYSE Arca”). The Matching VIX Funds and the Geared VIX Funds are listed on the Cboe BZX Exchange (“Cboe BZX”). The Leveraged Funds, the Short Euro Fund and the Geared VIX Funds, are collectively referred to as the “Geared Funds” in these Notes to Financial Statements. The Geared VIX Funds and the Matching VIX Funds are collectively referred to as the “VIX Funds” in these Notes to Financial Statements.

On March 15, 2020, ProShare Capital Management LLC announced that it planned to close and liquidate ProShares UltraPro 3x Crude Oil ETF (ticker symbol: OILU) and ProShares UltraPro 3x Short Crude Oil ETF (ticker symbol: OILD), together, the “liquidated funds”. The last day the liquidated funds accepted creation orders was on March 27, 2020. Trading in each liquidated fund was suspended prior to market open on March 30, 2020. Proceeds of the liquidation were sent to shareholders on April 3, 2020 (the “Distribution Date”). From March 30, 2020 through the Distribution Date, shares of the liquidated funds did not trade on the NYSE Arca nor was there a secondary market for the shares. Any shareholders that remained in a liquidated fund on the Distribution Date automatically had their shares redeemed for cash at the current net asset value on April 3, 2020.

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,” or “Ultra 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 “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 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, 1.5x, or 2x) of the period return of the corresponding benchmark and will likely differ significantly.

Share Splits and Reverse Share Splits

The table below includes reverse Share splits for the Funds during the three months ended March 31, 2021, and during the year ended December 31, 2020. The ticker symbols for these Funds did not change, and each Fund continues to trade on its primary listing exchange, as applicable.

Fund	Execution Date (Prior to Opening of Trading)	Type of Split	Date Trading Resumed at Post-Split Price
ProShares Ultra Bloomberg Crude Oil	April 20, 2020	1-for-25 reverse Share split	April 21, 2020
ProShares Ultra Bloomberg Natural Gas	April 20, 2020	1-for-10 reverse Share split	April 21, 2020

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.

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”).

The accompanying unaudited financial statements were prepared in accordance with GAAP for interim financial information and with the instructions for Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). In the opinion of management, all material adjustments, consisting only of normal recurring adjustments, considered necessary for a fair statement of the interim period financial statements have been made. Interim period results are not necessarily indicative of results for a full-year period. These financial statements and the notes thereto should be read in conjunction with the Trust's and the Funds' financial statements included in the Trust's Annual Report on Form 10-K for the year ended December 31, 2020, as filed with the SEC on February 19, 2021.

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.

Statements of Cash Flows

The cash amount shown in the Statements of Cash Flows is the amount reported as cash in the Statements of Financial Condition dated March 31, 2021 and 2020, and represents cash, segregated cash balances with brokers for futures contracts, segregated cash with brokers for swap 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 three months ended March 31, 2021 were typically as follows. All times are Eastern Standard Time:

Fund	Create/Redeem Cut-off*	NAV Calculation Time	NAV Calculation Date
Ultra Silver and UltraShort Silver	1:00 p.m.	1:25 p.m.	March 31, 2021
Ultra Gold and UltraShort Gold	1:00 p.m.	1:30 p.m.	March 31, 2021
Ultra Bloomberg Crude Oil, Ultra Bloomberg Natural Gas, UltraShort Bloomberg Crude Oil and UltraShort Bloomberg Natural Gas	2:00 p.m.	2:30 p.m.	March 31, 2021
Short Euro, Ultra Euro, Ultra Yen, UltraShort Australian Dollar, UltraShort Euro and UltraShort Yen	3:00 p.m.	4:00 p.m.	March 31, 2021
Short VIX Short-Term Futures ETF**, Ultra VIX Short-Term Futures ETF**, VIX Mid-Term Futures ETF** and VIX Short-Term Futures ETF**	2:00 p.m.	4:00 p.m.	March 31, 2021

* 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 three months ended March 31, 2021.

** On Monday, October 26, 2020 each Fund changed its NAV calculation time from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). Please see Note 8 in these Notes to Financial Statements for more information.

Market value per Share is determined at the close of the applicable primary listing exchange 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 three months ended March 31, 2021.

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, options, 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 March 31, 2021 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	\$ 999,973	\$ 33,928	\$ —	\$ —	\$ 1,033,901
ProShares Short VIX Short-Term Futures ETF	91,998,460	50,470,675	—	—	142,469,135
ProShares Ultra Bloomberg Crude Oil	689,976,589	238,548,911	—	(40,748,594)	887,776,906
ProShares Ultra Bloomberg Natural Gas	33,999,110	(11,300,062)	—	—	22,699,048
ProShares Ultra Euro	999,973	—	(222,404)	—	777,569
ProShares Ultra Gold	86,998,893	393,125	—	6,160,430	93,552,448
ProShares Ultra Silver	419,985,837	(15,401,821)	—	(28,421,003)	376,163,013
ProShares Ultra VIX Short-Term Futures ETF	376,985,173	(332,928,249)	—	—	44,056,924
ProShares Ultra Yen	499,986	—	(189,002)	—	310,984
ProShares UltraShort Australian Dollar	—	67,102	—	—	67,102
ProShares UltraShort Bloomberg Crude Oil	34,999,082	(9,000,179)	—	—	25,998,903
ProShares UltraShort Bloomberg Natural Gas	43,998,801	16,272,857	—	—	60,271,658
ProShares UltraShort Euro	17,999,536	—	3,254,693	—	21,254,229
ProShares UltraShort Gold	12,999,597	39,145	—	(685,467)	12,353,275
ProShares UltraShort Silver	14,999,620	3,276,894	—	771,233	19,047,747
ProShares UltraShort Yen	14,499,635	—	2,335,922	—	16,835,557
ProShares VIX Mid-Term Futures ETF	31,999,153	(9,410,288)	—	—	22,588,865
ProShares VIX Short-Term Futures ETF	152,996,232	(59,803,004)	—	—	93,193,228
Total Trust	\$ 2,026,935,650	\$(128,740,966)	\$ 5,179,209	\$ (62,923,401)	\$1,840,450,492

* 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, 2020 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	\$ —	\$ (44,626)	\$ —	\$ —	\$ (44,626)
ProShares Short VIX Short-Term Futures ETF	69,999,639	8,348,783	—	—	78,348,422
ProShares Ultra Bloomberg Crude Oil	219,998,394	144,564,039	—	18,242,195	382,804,628
ProShares Ultra Bloomberg Natural Gas	29,999,889	6,500,721	—	—	36,500,610
ProShares Ultra Euro	—	—	88,736	—	88,736
ProShares Ultra Gold	74,999,467	2,646,874	—	5,140,980	82,787,321
ProShares Ultra Silver	244,993,989	37,190,212	—	56,752,666	338,936,867
ProShares Ultra VIX Short-Term Futures ETF	244,995,969	(48,524,666)	—	(24,807)	196,446,496
ProShares Ultra Yen	—	—	67,087	—	67,087
ProShares UltraShort Australian Dollar	—	(138,950)	—	—	(138,950)
ProShares UltraShort Bloomberg Crude Oil	—	(14,636,813)	—	—	(14,636,813)
ProShares UltraShort Bloomberg Natural Gas	9,999,861	379,310	—	—	10,379,171
ProShares UltraShort Euro	9,999,861	—	(1,136,704)	—	8,863,157
ProShares UltraShort Gold	—	(196,930)	—	(268,728)	(465,658)
ProShares UltraShort Silver	—	(220,076)	—	(3,197,561)	(3,417,637)
ProShares UltraShort Yen	—	—	(564,966)	—	(564,966)
ProShares VIX Mid-Term Futures ETF	44,999,732	(1,133,616)	—	—	43,866,116
ProShares VIX Short-Term Futures ETF	84,999,583	(6,364,090)	—	—	78,635,493
Total Trust	\$1,034,986,384	\$ 128,370,172	\$ (1,545,847)	\$ 76,644,745	\$1,238,455,454

- * 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.

New Accounting Pronouncement

In March 2020, the FASB issued Accounting Standards Update No. 2020-04 ("ASU 2020-04"), "Reference Rate Reform (Topic 840): Facilitation of the Effects of Reference Rate Reform on Financial Reporting". ASU 2020-04 provides entities with optional guidance to ease the potential accounting burden associated with transitioning away from reference rates (e.g., LIBOR) that are expected to be discontinued. ASU 2020-04 allows, among other things, certain contract modifications to be accounted as a continuation of the existing contract. This ASU was effective upon the issuance and its optional relief can be applied through December 31, 2022. The Funds will consider this optional guidance prospectively, if applicable.

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 exchange rate sensitivity, 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.

Option Contracts

An option is a contract that gives the buyer the right, but not the obligation, to buy or sell a specified quantity of a commodity or other instrument at a specific (or strike) price within a specified period of time, regardless of the market price of that instrument. There are

two types of options: calls and puts. A call option conveys to the option buyer the right to purchase a particular futures contract at a stated price at any time during the life of the option. A put option conveys to the option buyer the right to sell a particular futures contract at a stated price at any time during the life of the option. Options written by a Fund may be wholly or partially covered (meaning that the Fund holds an offsetting position) or uncovered. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

When a Fund writes a call or put, an amount equal to the premium received is recorded and subsequently marked to market to reflect the current value of the option written. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised or closed are added to the proceeds or offset against amounts paid on the underlying futures, swap, security or currency transaction to determine the realized gain (loss).

When a Fund purchases an option, the Fund pays a premium which is included as an asset on the Statement of Financial Condition and subsequently marked to market to reflect the current value of the option. Premiums paid for purchasing options which expire are treated as realized losses. The risk associated with purchasing put and call options is limited to the premium paid. Premiums paid for purchasing options which are exercised or closed are added to the amounts paid or offset against the proceeds on the underlying investment transaction to determine the realized gain (loss) when the underlying transaction is executed.

Certain options transactions may subject the writer (seller) to unlimited risk of loss in the event of an increase in the price of the contract to be purchased or delivered. The value of a Fund's options transactions, if any, will be affected by, among other things, changes in the value of a Fund's underlying benchmark relative to the strike price, changes in interest rates, changes in the actual and implied volatility of the Fund's underlying benchmark, and the remaining time until the options expire, or any combination thereof. The value of the options should not be expected to increase or decrease at the same rate as the level of the Fund's underlying benchmark, which may contribute to tracking error. Options may be less liquid than certain other securities. A Fund's ability to trade options will be dependent on the willingness of counterparties to trade such options with the Fund. In a less liquid market for options, a Fund may have difficulty closing out certain option positions at desired times and prices. A Fund may experience substantial downside from specific option positions and certain option positions may expire worthless. Over-the-counter options generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The over-the-counter market for options is relatively illiquid, particularly for relatively small transactions. The use of options transactions exposes a Fund to liquidity risk and counterparty credit risk, and in certain circumstances may expose the Fund to unlimited risk of loss. The Funds may buy and sell options on futures contracts, which may present even greater volatility and risk of loss.

Each Oil Fund may, but is not required to, seek to use swap agreements or options strategies that limit losses (i.e., have "floors") or are otherwise designed to prevent the Fund's net asset value from going to zero. These investment strategies will not prevent an Oil Fund from losing value, and their use may not prevent a Fund's NAV from going to zero. Rather, they are intended to allow an Oil Fund to preserve a small portion of its value in the event of significant movements in its benchmark or Financial Instruments based on its benchmark. There can be no guarantee that an Oil Fund will be able to implement such strategies, continue to use such strategies, or that such strategies will be successful. Each Oil Fund will incur additional costs as a result of using such strategies. Use of strategies designed to limit losses may also place "caps" or "ceilings" on performance and could significantly limit Fund gains, could cause a Fund to perform in a manner not consistent with its investment objective and could otherwise have a significant impact on Fund performance.

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 or Ultra Fund, the Matching VIX Fund or Ultra 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 or an UltraShort Fund, the Short Fund or UltraShort 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 March 31, 2021 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 March 31, 2021, 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 March 31, 2021, 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 Statements of Financial Condition as well as the effect of derivative instruments on the Statements of Operations during the reporting period.

Fair Value of Derivative Instruments as of March 31, 2021

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		\$ 50,470,675*		\$ —
	ProShares Ultra VIX Short-Term Futures ETF		—		332,928,249*
	ProShares VIX Mid-Term Futures ETF		—		9,410,288*
	ProShares VIX Short- Term Futures ETF		—		59,803,004*
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		238,887,300*		41,086,983*
	ProShares Ultra Bloomberg Natural Gas		—		11,300,062*
	ProShares Ultra Gold		6,553,555*		—
	ProShares Ultra Silver		—		43,822,824*
	ProShares UltraShort Bloomberg Crude Oil		469,128*		9,469,307*
	ProShares UltraShort Bloomberg Natural Gas		16,272,857*		—
	ProShares UltraShort Gold		39,145*		685,467*
	ProShares UltraShort Silver		4,048,127*		—
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		33,928*		—
	ProShares Ultra Euro		4,330		226,734
	ProShares Ultra Yen		3,041		192,043

Fair Value of Derivative Instruments as of March 31, 2021

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
	ProShares UltraShort Australian Dollar		\$ 67,102*		\$ —
	ProShares UltraShort Euro		3,436,568		181,875
	ProShares UltraShort Yen		2,366,090		30,168
	Total Trust		\$322,651,846*		\$509,137,004*

* 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, 2020

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		\$ 8,348,783*		\$ —
	ProShares Ultra Short-Term Futures ETF		—		48,549,473*
	ProShares VIX Mid-Term Futures ETF		147,915*		1,281,531*
	ProShares VIX Short-Term Futures ETF		—		6,364,090*
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		162,806,234*		—
	ProShares Ultra Bloomberg Natural Gas		6,500,721*		—
	ProShares Ultra Gold		7,787,854*		—
	ProShares Ultra Silver		93,942,878*		—
	ProShares UltraShort Bloomberg Crude Oil		—		14,636,813*
	ProShares UltraShort Bloomberg Natural Gas		379,310*		—
	ProShares UltraShort Gold		—		465,658*
	ProShares UltraShort Silver		—		3,417,637*
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		—		44,626*
	ProShares Ultra Euro		89,103		367
	ProShares Ultra Yen		67,235		148
	ProShares UltraShort Australian Dollar		—		138,950*

Fair Value of Derivative Instruments as of December 31, 2020

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
	ProShares UltraShort Euro		\$ 5,705		\$ 1,142,409
	ProShares UltraShort Yen		7,008		571,974
		Total Trust	\$280,082,746*		\$76,613,676*

* 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 three months ended March 31, 2021**

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	\$ 24,209,417	\$ 42,121,892
		ProShares Ultra VIX Short-Term Futures ETF	(704,518,024)	(284,378,776)
		ProShares VIX Mid-Term Futures ETF	3,539,316	(8,276,672)
		ProShares VIX Short-Term Futures ETF	(76,634,593)	(53,438,914)
		ProShares Ultra Bloomberg Crude Oil	334,351,228	34,994,083
		ProShares Ultra Bloomberg Natural Gas	41,582,385	(17,800,783)
Commodities Contracts	Net realized gain (loss) on futures contracts and swap agreements/ changes in unrealized appreciation (depreciation) on futures contracts and swap agreements	ProShares Ultra Gold	(51,248,132)	(1,234,299)
		ProShares Ultra Silver	4,910,551	(137,765,702)
		ProShares UltraShort Bloomberg Crude Oil	(49,177,765)	5,636,634
		ProShares UltraShort Bloomberg Natural Gas	(6,359,394)	15,893,547
		ProShares UltraShort Gold	4,003,190	(180,664)
		ProShares UltraShort Silver	(2,932,351)	7,465,764

**The Effect of Derivative Instruments on the Statement of Operations
For the three months ended March 31, 2021**

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
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	\$ 69,393	\$ 78,554
		ProShares Ultra Euro	(27,342)	(311,140)
		ProShares Ultra Yen	(139,467)	(256,089)
		ProShares UltraShort Australian Dollar	(164,544)	206,052
		ProShares UltraShort Euro	70,527	4,391,397
		ProShares UltraShort Yen	1,259,573	2,900,888
		Total Trust	\$(477,206,032)	\$(389,954,228)

**The Effect of Derivative Instruments on the Statement of Operations
For the three months ended March 31, 2020**

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	\$(244,300,604)	\$ 20,973,802
		ProShares Ultra VIX Short-Term Futures ETF	726,085,231	176,381,861
		ProShares VIX Mid-Term Futures ETF	7,756,525	15,963,130
		ProShares VIX Short-Term Futures ETF	325,737,788	67,783,030
Commodities Contracts	Net realized gain (loss) on futures contracts, options and swap agreements/ changes in unrealized appreciation (depreciation) on futures contracts and swap agreements			
		ProShares Ultra Bloomberg Crude Oil	(505,591,266)	(322,776,550)
		ProShares Ultra Bloomberg Natural Gas	(22,819,605)	(4,466,823)
		ProShares Ultra Gold	21,498,056	(19,153,296)
		ProShares Ultra Silver	(3,697,654)	(85,172,612)
		ProShares UltraPro 3x Crude Oil ETF*	(414,693,599)	(7,266,550)

**The Effect of Derivative Instruments on the Statement of Operations
For the three months ended March 31, 2020**

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
		ProShares UltraPro 3x Short Crude Oil ETF*	\$83,293,001	\$ 8,358,056
		ProShares UltraShort Bloomberg Crude Oil	51,674,022	76,578,230
		ProShares UltraShort Bloomberg Natural Gas	5,626,177	3,334,986
		ProShares UltraShort Gold	(5,930,882)	2,675,796
		ProShares UltraShort Silver	842,240	4,190,271
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	(18,638)	67,324
		ProShares Ultra Euro	(53,268)	(221,334)
		ProShares Ultra Yen	(8,483)	(19,239)
		ProShares UltraShort Australian Dollar	670,950	947,586
		ProShares UltraShort Euro	1,047,283	3,137,931
		ProShares UltraShort Yen	(506,520)	(699,345)
		Total Trust	\$26,610,754	\$ (59,383,746)

* The operations include the activity through March 27, 2020, the date liquidation was determined to be imminent.

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 March 31, 2021.

Fair Values of Derivative Instruments as of March 31, 2021

Fund	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	\$ —	\$ —	\$ —	\$ 40,748,594	\$ —	\$ 40,748,594
ProShares Ultra Euro						
Foreign currency forward contracts	4,330	—	4,330	226,734	—	226,734
ProShares Ultra Gold						
Swap agreements	6,160,430	—	6,160,430	—	—	—
ProShares Ultra Silver						
Swap agreements	—	—	—	28,421,003	—	28,421,003
ProShares Ultra Yen						
Foreign currency forward contracts	3,041	—	3,041	192,043	—	192,043
ProShares UltraShort Euro						
Foreign currency forward contracts	3,436,568	—	3,436,568	181,875	—	181,875
ProShares UltraShort Gold						
Swap agreements	—	—	—	685,467	—	685,467
ProShares UltraShort Silver						
Swap agreements	771,233	—	771,233	—	—	—
ProShares UltraShort Yen						
Foreign currency forward contracts	2,366,090	—	2,366,090	30,168	—	30,168

Asset (Liability) amounts shown in the table below represent amounts owed to (by) the Funds for the derivative-related investments at March 31, 2021. 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 March 31, 2021

Fund	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				
Goldman Sachs International	\$ (7,714,941)	\$ —	\$ 7,714,941	\$ —
Morgan Stanley & Co. International PLC	(14,480,061)	14,480,061	—	—
Societe Generale	(7,452,971)	—	7,452,971	—
UBS AG	(11,100,621)	—	11,100,621	—
ProShares Ultra Euro				
Goldman Sachs International	(78,549)	—	78,549	—
UBS AG	(143,855)	—	143,855	—
ProShares Ultra Gold				
Citibank, N.A.	2,121,049	—	(310,000)	1,811,049
Goldman Sachs International	1,832,931	(259,558)	—	1,573,373
UBS AG	2,206,451	—	(330,000)	1,876,451
ProShares Ultra Silver				
Citibank, N.A.	(8,800,436)	8,800,436	—	—
Goldman Sachs International	(6,616,052)	—	6,616,052	—
Morgan Stanley & Co. International PLC	(6,918,147)	6,918,147	—	—
UBS AG	(6,086,368)	—	6,086,368	—
ProShares Ultra VIX Short-Term Futures ETF				

Gross Amounts Not Offset in the Statements of Financial Condition as of March 31, 2021

Fund	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
Goldman Sachs & Co.	\$ —	\$ —	\$ —	\$ —
ProShares Ultra Yen				
Goldman Sachs International	(106,904)	—	106,904	—
UBS AG	(82,098)	—	82,098	—
ProShares UltraShort Euro				
Goldman Sachs International	1,328,784	(1,154,554)	—	174,230
UBS AG	1,925,909	—	(1,700,000)	225,909
ProShares UltraShort Gold				
Citibank, N.A.	(291,552)	156,152	135,400	—
Goldman Sachs International	(301,800)	—	301,800	—
UBS AG	(92,116)	—	92,116	—
ProShares UltraShort Silver				
Citibank, N.A.	248,259	—	(248,259)	—
Goldman Sachs International	135,199	(135,199)	—	—
Morgan Stanley & Co. International PLC	259,594	—	(259,594)	—
UBS AG	128,181	—	(128,181)	—
ProShares UltraShort Yen				
Goldman Sachs International	645,892	(597,669)	—	48,223
UBS AG	1,690,031	—	(1,510,000)	180,031

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, 2020:

Fair Values of Derivative Instruments as of December 31, 2020

Fund	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	\$ 18,242,195	\$ —	\$ 18,242,195	\$ —	\$ —	\$ —
ProShares Ultra Euro						
Foreign currency forward contracts	89,103	—	89,103	367	—	367
ProShares Ultra Gold						
Swap agreements	5,140,980	—	5,140,980	—	—	—
ProShares Ultra Silver						
Swap agreements	56,752,666	—	56,752,666	—	—	—
ProShares Ultra VIX Short-Term Futures ETF						
Swap agreements	—	—	—	24,807	—	24,807
ProShares Ultra Yen						
Foreign currency forward contracts	67,235	—	67,235	148	—	148
ProShares UltraShort Euro						
Foreign currency forward contracts	5,705	—	5,705	1,142,409	—	1,142,409
ProShares UltraShort Gold						
Swap agreements	—	—	—	268,728	—	268,728
ProShares UltraShort Silver						
Swap agreements	—	—	—	3,197,561	—	3,197,561
ProShares UltraShort Yen						
Foreign currency forward contracts	7,008	—	7,008	571,974	—	571,974

Asset (Liability) amounts shown in the table below represent amounts owed to (by) the Funds for the derivative-related investments at December 31, 2020. 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, 2020

	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				
Goldman Sachs International	\$ 1,377,243	\$ (1,281,309)	\$ —	\$ 95,934
Morgan Stanley & Co. International PLC	10,959,227	—	(10,629,000)	330,227
Societe Generale	1,679,334	(1,679,334)	—	—
UBS AG	4,226,391	(4,151,442)	(6,270)	68,679
ProShares Ultra Euro				
Goldman Sachs International	22,950	—	—	22,950
UBS AG	65,786	—	—	65,786
ProShares Ultra Gold				
Citibank, N.A.	1,770,050	—	(1,670,000)	100,050
Goldman Sachs International	1,529,612	(1,497,203)	—	32,409
UBS AG	1,841,318	—	—	1,841,318
ProShares Ultra Silver				
Citibank, N.A.	18,010,776	—	(18,010,776)	—

Gross Amounts Not Offset in the Statements of Financial Condition as of December 31, 2020

	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
Goldman Sachs International	\$ 12,930,574	\$ (12,930,574)	\$ —	\$ —
Morgan Stanley & Co. International PLC	12,353,706	—	(12,353,706)	—
UBS AG	13,457,610	(4,126,610)	(9,331,000)	—
ProShares Ultra VIX Short-Term Futures ETF				
Goldman Sachs & Co.	(24,807)	—	24,807	—
ProShares Ultra Yen				
Goldman Sachs International	34,265	—	—	34,265
UBS AG	32,822	—	—	32,822
ProShares UltraShort Euro				
Goldman Sachs International	(388,233)	—	388,233	—
UBS AG	(748,471)	748,471	—	—
ProShares UltraShort Gold				
Citibank, N.A.	(80,068)	—	80,068	—
Goldman Sachs International	(82,645)	—	82,645	—
UBS AG	(106,015)	—	106,015	—
ProShares UltraShort Silver				
Citibank, N.A.	(1,208,988)	—	1,208,988	—
Goldman Sachs International	(927,829)	—	927,829	—
Morgan Stanley & Co. International PLC	(579,421)	—	579,421	—
UBS AG	(481,323)	—	481,323	—
ProShares UltraShort Yen				
Goldman Sachs International	(207,021)	—	207,021	—
UBS AG	(357,945)	—	357,945	—

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.

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.

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.

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 three months ended March 31, 2021 which are included in the Addition and/or Redemption of Shares on the Statements of Changes in Shareholders' Equity, were as follows:

Fund	Three Months Ended March 31, 2021
ProShares Short Euro	\$ —
ProShares Short VIX Short-Term Futures ETF	42,067
ProShares Ultra Bloomberg Crude Oil	—
ProShares Ultra Bloomberg Natural Gas	—
ProShares Ultra Euro	—
ProShares Ultra Gold	—
ProShares Ultra Silver	—
ProShares Ultra VIX Short-Term Futures ETF	977,320
ProShares Ultra Yen	—
ProShares UltraShort Australian Dollar	—
ProShares UltraShort Bloomberg Crude Oil	—
ProShares UltraShort Bloomberg Natural Gas	—
ProShares UltraShort Euro	—
ProShares UltraShort Gold	—
ProShares UltraShort Silver	—
ProShares UltraShort Yen	—
ProShares VIX Mid-Term Futures ETF	7,122
ProShares VIX Short-Term Futures ETF	153,236
Total Trust	\$ 1,179,745

NOTE 7 – FINANCIAL HIGHLIGHTS

Selected data for a Share outstanding throughout the three months ended March 31, 2021

For the Three Months Ended March 31, 2021 (unaudited)

<u>Per Share Operating Performance</u>	<u>Short Euro</u>	<u>Short VIX Short-Term Futures ETF</u>	<u>Ultra Bloomberg Crude Oil</u>	<u>Ultra Bloomberg Natural Gas</u>	<u>Ultra Euro</u>	<u>Ultra Gold</u>
Net asset value, at December 31, 2020	\$ 41.92	\$ 41.42	\$ 36.38	\$ 21.00	\$ 15.79	\$ 67.57
Net investment income (loss)	(0.09)	(0.14)	(0.13)	(0.09)	(0.03)	(0.14)
Net realized and unrealized gain (loss)#	1.86	5.85	16.31	0.40	(1.31)	(13.11)
Change in net asset value from operations	1.77	5.71	16.18	0.31	(1.34)	(13.25)
Net asset value, at March 31, 2021	\$ 43.69	\$ 47.13	\$ 52.56	\$ 21.31	\$ 14.45	\$ 54.32
Market value per share, at December 31, 2020†	\$ 41.35	\$ 41.44	\$ 36.27	\$ 21.07	\$ 15.81	\$ 68.20
Market value per share, at March 31, 2021†	\$ 43.52	\$ 47.10	\$ 52.85	\$ 21.20	\$ 14.47	\$ 53.91
Total Return, at net asset value ^	4.2%	13.8%	44.5%	1.5%	(8.5)%	(19.6)%
Total Return, at market value ^	5.2%	13.7%	45.7%	0.6%	(8.5)%	(21.0)%
Ratios to Average Net Assets **						
Expense ratio	0.97%	1.35%	1.10%	1.60%	0.95%	1.03%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	(0.91)%	(1.31)%	(1.04)%	(1.55)%	(0.90)%	(0.97)%

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

^ Percentages are not annualized for the period ended March 31, 2021.

For the Three Months Ended March 31, 2021 (unaudited)

<u>Per Share Operating Performance</u>	<u>Ultra Silver</u>	<u>Ultra VIX Short-Term Futures ETF</u>	<u>Ultra Yen</u>	<u>UltraShort Australian Dollar</u>	<u>UltraShort Bloomberg Crude Oil</u>	<u>UltraShort Bloomberg Natural Gas</u>
Net asset value, at December 31, 2020	\$ 50.71	\$ 10.67	\$ 59.83	\$ 44.45	\$ 11.61	\$ 47.59
Net investment income (loss)	(0.12)	(0.04)	(0.13)	(0.11)	(0.03)	(0.14)
Net realized and unrealized gain (loss)#	(9.24)	(5.00)	(7.92)	0.84	(4.38)	(8.31)
Change in net asset value from operations	(9.36)	(5.04)	(8.05)	0.73	(4.41)	(8.45)
Net asset value, at March 31, 2021	\$ 41.35	\$ 5.63	\$ 51.78	\$ 45.18	\$ 7.20	\$ 39.14
Market value per share, at December 31, 2020†	\$ 51.28	\$ 10.65	\$ 59.82	\$ 43.89	\$ 11.64	\$ 47.38
Market value per share, at March 31, 2021†	\$ 41.10	\$ 5.65	\$ 51.78	\$ 45.19	\$ 7.15	\$ 39.32
Total Return, at net asset value[^]	(18.5)%	(47.2)%	(13.4)%	1.6%	(38.0)%	(17.8)%
Total Return, at market value[^]	(19.9)%	(47.0)%	(13.5)%	3.0%	(38.6)%	(17.0)%
Ratios to Average Net Assets^{**}						
Expense ratio	1.07%	1.77%	0.95%	1.02%	1.34%	1.60%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	(1.02)%	(1.75)%	(0.90)%	(0.97)%	(1.29)%	(1.55)%

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

[^] Percentages are not annualized for the period ended March 31, 2021.

For the Three Months Ended March 31, 2021 (unaudited)

<u>Per Share Operating Performance</u>	<u>UltraShort Euro</u>	<u>UltraShort Gold</u>	<u>UltraShort Silver</u>	<u>UltraShort Yen</u>	<u>VIX Mid- Term Futures ETF</u>	<u>VIX Short- Term Futures ETF</u>
Net asset value, at December 31, 2020	\$ 22.53	\$ 31.43	\$ 6.93	\$ 67.83	\$ 36.73	\$ 13.76
Net investment income (loss)	(0.05)	(0.09)	(0.02)	(0.16)	(0.09)	(0.04)
Net realized and unrealized gain (loss)#	1.93	6.26	0.07	10.06	(1.90)	(4.40)
Change in net asset value from operations	1.88	6.17	0.05	9.90	(1.99)	(4.44)
Net asset value, at March 31, 2021	\$ 24.41	\$ 37.60	\$ 6.98	\$ 77.73	\$ 34.74	\$ 9.32
Market value per share, at December 31, 2020†	\$ 22.52	\$ 31.14	\$ 6.85	\$ 67.81	\$ 36.70	\$ 13.74
Market value per share, at March 31, 2021†	\$ 24.42	\$ 37.89	\$ 7.01	\$ 77.75	\$ 35.06	\$ 9.35
Total Return, at net asset value[^]	8.4%	19.6%	0.7%	14.7%	(5.4)%	(32.3)%
Total Return, at market value[^]	8.4%	21.7%	2.3%	14.6%	(4.5)%	(32.0)%
Ratios to Average Net Assets^{**}						
Expense ratio	0.95%	1.07%	1.15%	0.95%	1.03%	1.30%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.85%	0.85%
Net investment income gain (loss)	(0.90)%	(1.03)%	(1.11)%	(0.90)%	(0.98)%	(1.26)%

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

[^] Percentages are not annualized for the period ended March 31, 2021.

Selected data for a Share outstanding throughout the three months ended March 31, 2020

For the Three Months Ended March 31, 2020 (unaudited)

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, 2019	\$ 45.64	\$ 65.62	\$ 509.23	\$ 83.97	\$ 13.79	\$ 49.21
Net investment income (loss)	0.04	(0.04)	0.20	0.00 ⁺	0.01	0.05
Net realized and unrealized gain (loss) [#]	0.98	(34.56)	(469.28)	(42.15)	(0.64)	3.18
Change in net asset value from operations	1.02	(34.60)	(469.08)	(42.15)	(0.63)	3.23
Net asset value, at March 31, 2020	\$ 46.66	\$ 31.02	\$ 40.15	\$ 41.82	\$ 13.16	\$ 52.44
Market value per share, at December 31, 2019 [†]	\$ 45.69	\$ 65.23	\$ 511.50	\$ 83.40	\$ 13.77	\$ 49.05
Market value per share, at March 31, 2020 [†]	\$ 45.09	\$ 31.01	\$ 39.75	\$ 42.60	\$ 13.15	\$ 52.00
Total Return, at net asset value[^]	2.2%	(52.7)%	(92.1)%	(50.2)%	(4.6)%	6.6%
Total Return, at market value[^]	(1.3)%	(52.5)%	(92.2)%	(48.9)%	(4.5)%	6.0%
Ratios to Average Net Assets^{**}						
Expense ratio	0.97%	1.19%	1.09%	1.39%	0.95%	0.98%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.34%	(0.38)%	0.44%	(0.02)%	0.25%	0.35%

* See Note 1 of these Notes to Financial Statements.

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

[^] Percentages are not annualized for the period ended March 31, 2020.

⁺ Amount represents greater than \$(0.005).

For the Three Months Ended March 31, 2020 (unaudited)

	<u>Ultra Silver</u>	<u>Ultra VIX Short-Term Futures ETF</u>	<u>Ultra Yen</u>	<u>UltraPro 3x Crude Oil ETF*</u>	<u>UltraPro 3x Short Crude Oil ETF*</u>	<u>UltraShort Australian Dollar</u>
Per Share Operating Performance						
Net asset value, at December 31, 2019	\$ 31.70	\$ 12.67	\$ 55.83	\$ 21.47	\$ 10.66	\$ 56.09
Net investment income (loss)	0.04	(0.02)	0.03	0.00 ⁺	(0.01)	0.03
Net realized and unrealized gain (loss) [#]	(13.32)	45.87	0.35	(21.26)	34.88	16.18
Change in net asset value from operations	(13.28)	45.85	0.38	(21.26)	34.87	16.21
Net asset value, at March 31, 2020	\$ 18.42	\$ 58.52	\$ 56.21	\$ 0.21 [@]	\$ 45.53 [@]	\$ 72.30
Market value per share, at December 31, 2019 [†]	\$ 31.65	\$ 12.89	\$ 55.83	\$ 21.60	\$ 10.58	\$ 55.88
Market value per share, at March 31, 2020 [†]	\$ 18.44	\$ 58.56	\$ 56.19	\$ 0.22	\$ 45.32	\$ 72.06
Total Return, at net asset value[^]	(41.9)%	361.9%	0.7%	(99.0)%	327.1%	28.9%
Total Return, at market value[^]	(41.7)%	354.3%	0.6%	(99.0)%	328.4%	29.0%
Ratios to Average Net Assets^{**}						
Expense ratio	0.99%	1.47%	0.95%	1.65%	1.68%	1.04%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.55%	(0.50)%	0.21%	(0.49)%	(0.33)%	0.22%

* The per share operating performance presented here is for the period ended March 27, 2020, the date liquidation was determined to be imminent. See Note 1.

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

[^] Percentages are not annualized for the period ended March 31, 2020.

⁺ Amount greater than \$(0.005)

[@] NAV on March 27, 2020, the date liquidation was determined to be imminent. See Note 1.

For the Three Months Ended March 31, 2020 (unaudited)

<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, 2019	\$ 12.19	\$ 38.53	\$ 26.80	\$ 53.02	\$ 26.76	\$ 76.37
Net investment income (loss)	(0.01)	(0.08)	0.03	0.04	0.01	0.09
Net realized and unrealized gain (loss)#	36.89	24.93	0.99	(7.04)	9.77	(2.36)
Change in net asset value from operations	36.88	24.85	1.02	(7.00)	9.78	(2.27)
Net asset value, at March 31, 2020	\$ 49.07	\$ 63.38	\$ 27.82	\$ 46.02	\$ 36.54	\$ 74.10
Market value per share, at December 31, 2019†	\$ 12.15	\$ 38.82	\$ 26.80	\$ 53.21	\$ 26.80	\$ 76.35
Market value per share, at March 31, 2020†	\$ 49.99	\$ 62.02	\$ 27.76	\$ 46.28	\$ 36.66	\$ 74.11
Total Return, at net asset value ^	302.5%	64.5%	3.8%	(13.2)%	36.5%	(3.0)%
Total Return, at market value ^	311.4%	59.8%	3.6%	(13.0)%	36.8%	(2.9)%
Ratios to Average Net Assets **						
Expense ratio	1.31%	1.90%	0.95%	1.00%	1.05%	0.95%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	(0.14)%	(0.65)%	0.49%	0.34%	0.09%	0.47%

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

^ Percentages are not annualized for the period ended March 31, 2020.

For the Three Months Ended March 31, 2020 (unaudited)

<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, 2019	\$ 21.27	\$ 12.30
Net investment income (loss)	0.03	0.01
Net realized and unrealized gain (loss)#	17.44	25.65
Change in net asset value from operations	17.47	25.66
Net asset value, at March 31, 2020	\$ 38.74	\$ 37.96
Market value per share, at December 31, 2019†	\$ 21.29	\$ 12.43
Market value per share, at March 31, 2020†	\$ 38.44	\$ 37.93
Total Return, at net asset value^	82.1%	208.6%
Total Return, at market value^	80.6%	205.1%
Ratios to Average Net Assets**		
Expense ratio	1.00%	1.11%
Expense ratio, excluding brokerage commissions and fees	0.85%	0.85%
Net investment income gain (loss)	0.43%	0.20%

** Percentages are annualized.

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 applicable primary listing exchange, which may be later than when the Funds' net asset value is calculated.

^ Percentages are not annualized for the period ended March 31, 2020.

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), one and one-half times (1.5x) the return or two times (2x) the return 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 or UltraShort), 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 and 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 with a 1.5x or 2x multiple should be approximately one and one-half or two 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 Fund is designed to return two times the inverse (-2x) 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. 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, 1.5x, or 2x, 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 Commodity Exchange Act (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 comingled) 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. 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.

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 2019 may specify a January 2020 expiration. As that contract nears expiration, it may be replaced by selling the January 2020 contract and purchasing the contract expiring in March 2020. 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 2020 contract would take place at a price that is higher than the price at which the March 2020 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 or a Matching VIX Fund that invests in such futures, and positively affect a Short Fund or an UltraShort 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 and UltraShort Funds, and positively affect the Ultra 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.

In April 2020, the market for crude oil futures contracts experienced a period of “extraordinary contango” that resulted in a negative price in the May 2020 WTI crude oil futures contract. The futures contracts held by the Funds may experience a period of extraordinary contango in the future. If all or a significant portion of the futures contracts held by an Ultra Fund at a future date were to reach a negative price, investors in such Fund could lose their entire investment. If such event were to occur, and the price of the applicable futures contracts subsequently reversed, investors in the Short or an UltraShort Fund could suffer significant losses or lose their entire investment. The effects of rolling futures contracts under extraordinary contango market conditions generally are more exaggerated than rolling futures contracts under contango market conditions and may cause significant losses.

Change to Investment Strategies

In anticipation of the benchmark’s upcoming roll, and in order to help manage the impact of recent extraordinary conditions and volatility in the markets for crude oil and related Financial Instruments, each Oil Fund adjusted its portfolio exposure as described below.

- By the close of business on Tuesday, June 30, 2020, ProShares Ultra Bloomberg Crude Oil and ProShares UltraShort Bloomberg Crude Oil (the “Oil Funds”), had transitioned approximately half of its exposure to the September 2020 WTI crude oil futures contract into exposure to the October 2020 WTI crude oil futures contract. As a result of this transition, each Fund had approximately 1/3 of its portfolio exposed to the September 2020 WTI crude oil futures contract, approximately 1/3 of its portfolio exposed to the October 2020 WTI crude oil futures contract, and approximately 1/3 of its portfolio exposed to the December 2020 WTI crude oil futures contract on the close of business on Tuesday, June 30, 2020.
- In addition, by the close of business on Wednesday, July 1, 2020, each Oil Fund had transitioned the remaining portion of its exposure to the September 2020 WTI crude oil futures contract into exposure to the November 2020 WTI crude oil futures contract. As a result of this transition, each Fund had approximately 1/3 of its portfolio exposed to the October 2020 WTI crude oil futures contract, approximately 1/3 of its portfolio exposed to the November 2020 WTI crude oil futures contract, and approximately 1/3 of its portfolio exposed to the December 2020 WTI crude oil futures contract on the close of business on Wednesday, July 1, 2020.

Following this portfolio transition each Oil Fund had exposure to WTI crude oil futures contracts that are not included in the current benchmark. The performance of each Fund should not be expected to correspond to two times (2x), or two times the inverse (-2x), as applicable, of the daily performance of its current benchmark. Each Fund's performance could differ significantly from its stated investment objective.

In addition, to the extent an Oil Fund has exposure to longer-dated crude oil futures contracts or other Financial Instruments, the performance of the Fund should be expected to deviate to a greater extent from the "spot" price of crude oil than if the Fund had exposure to shorter-dated futures contracts or Financial Instruments. For these and other reasons, the Oil Funds should be expected to perform very differently from the spot price of crude oil and may underperform investments that are linked to the "spot" price of crude oil.

Change to the Oil Funds Benchmark Index

Effective September 17, 2020, the Oil Funds changed their benchmark from the Bloomberg WTI Crude Oil SubindexSM to the Bloomberg Commodity Balanced WTI Crude Oil IndexSM (the "New Benchmark"). The investment objective of each of these two funds is to seek daily investment results, before fees and expenses, that correspond either to two times (2x) or two times the inverse (-2x), as applicable, of the daily performance of the New Benchmark for a single day, not for any other period.

In order to have exposure to the WTI crude oil futures contracts included in the New Benchmark in a manner designed to achieve its respective investment objective by the beginning of business on September 17, 2020, each Oil Fund transitioned half of its then current exposure to the December 2020 WTI crude oil futures contract into exposure to the December 2021 WTI crude oil futures contract at the close of business on September 16, 2020. As a result of this transition, each Oil Fund had approximately 1/3 of its portfolio exposed to the December 2020 WTI crude oil futures contract, approximately 1/3 of its portfolio exposed to the June 2021 WTI crude oil futures contract, and approximately 1/3 of its portfolio exposed to the December 2021 WTI crude oil futures contract at the close of business on September 16, 2020.

Description of the New Benchmark

The New Benchmark aims to track the performance of three separate contract schedules for WTI Crude Oil futures traded on NYMEX. The contract schedules are equally-weighted in the New Benchmark (1/3 each) at each semi-annual reset in March and September. At each reset date, one-third of the New Benchmark is designated to follow a monthly roll schedule. Each month this portion of the New Benchmark rolls from the current futures contract (called "Lead" by Bloomberg, and which expires one month out) into the following month's contract (called "Next" by Bloomberg and which expires two months out). The second portion of the New Benchmark is always designated to be in a June contract, and follows an annual roll schedule in March of each year in which the June contract expiring in the current year is rolled into the June contract expiring the following year. The remaining portion is always designated to be in a December contract, and follows an annual roll schedule in September of each year in which the December contract expiring in the current year is rolled into the December contract expiring the following year. The weighting (i.e., percentage) of each of the three contract schedules included in the New Benchmark fluctuates above or below one-third between the semi-annual reset dates due to changing futures prices and the impact of rolling the futures positions. As a result, the weighting of each contract in the New Benchmark will "drift" away from equal weighting. The New Benchmark reflects the cost of rolling the futures contracts included in the New Benchmark, without regard to income earned on cash positions. The New Benchmark is not linked to the "spot" price of WTI crude oil.

The methodology for determining the composition of the New Benchmark and for calculating its level may be changed at any time by Bloomberg without notice. The daily performance of the New Benchmark is published by Bloomberg Finance L.P. and is available under the Bloomberg ticker symbol: BCBCLI Index.

Natural Disaster/Epidemic Risk

Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics (for example, the novel coronavirus COVID-19), have been and can be highly disruptive to economies and markets and have recently led, and may continue to lead, to increased market volatility and significant market losses. Such natural disaster and health crises could exacerbate political, social, and economic risks previously mentioned, and result in significant breakdowns, delays, shutdowns, social isolation, and other disruptions to important global, local and regional supply chains affected, with potential corresponding results on the operating performance of the Funds and their investments. A climate of uncertainty and panic, including the contagion of infectious viruses or diseases, may adversely affect global, regional, and local economies and reduce the availability of potential investment opportunities, and increases the difficulty of performing due diligence and modeling market conditions, potentially reducing the accuracy of financial projections. Under these

circumstances, the Funds may have difficulty achieving their investment objectives which may adversely impact performance. Further, such events can be highly disruptive to economies and markets, significantly disrupt the operations of individual companies (including, but not limited to, the Funds' Sponsor and third party service providers), sectors, industries, markets, securities and commodity exchanges, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the Funds' investments. These factors can cause substantial market volatility, exchange trading suspensions and closures and can impact the ability of the Funds to complete redemptions and otherwise affect Fund performance and Fund trading in the secondary market. A widespread crisis may also affect the global economy in ways that cannot necessarily be foreseen at the current time. How long such events will last and whether they will continue or recur cannot be predicted. Impacts from these events could have significant impact on a Fund's performance, resulting in losses to your investment.

Risk that Current Assumptions and Expectations Could Become Outdated As a Result of Global Economic Shocks

The onset of the novel coronavirus (COVID-19) has caused significant shocks to global financial markets and economies, with many governments taking extreme actions to slow and contain the spread of COVID-19. These actions have had, and likely will continue to have, a severe economic impact on global economies as economic activity in some instances has essentially ceased. Financial markets across the globe are experiencing severe distress at least equal to what was experienced during the global financial crisis in 2008. In March 2020, U.S. equity markets entered a bear market in the fastest such move in the history of U.S. financial markets. Contemporaneous with the onset of the COVID-19 pandemic in the US, oil experienced shocks to supply and demand, impacting the price and volatility of oil. The global economic shocks being experienced as of the date hereof may cause the underlying assumptions and expectations of the Funds to become outdated quickly or inaccurate, resulting in significant losses.

Change to the VIX Funds Benchmark Indices

Change to VIX Futures Contracts Settlement Time \ Index Methodology.

On Monday, October 26, 2020, the Chicago Futures Exchange (a subsidiary of the Chicago Board Options Exchange) changed the settlement time for the VIX futures contracts in which the Funds invest from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). As a result, on Monday, October 26, 2020, S&P Dow Jones Indices revised the index methodology for the S&P 500[®] VIX Mid-Term Futures Index, the benchmark for ProShares VIX Mid-Term Futures ETF, and the S&P 500[®] VIX Short-Term Futures Index, the benchmark for ProShares VIX Short-Term Futures ETF, ProShares Ultra VIX Short-Term Futures ETF and ProShares Short VIX Short-Term Futures ETF, to reflect the new settlement time.

Change to the Fund's Net Asset Value ("NAV") Calculation Time.

As a result of these changes to the settlement time for VIX futures contracts and the Index methodology, on Monday, October 26, 2020 each Fund changed its NAV calculation time from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). Additional information about the calculation of NAV is included in each Fund's Prospectus.

Change to the VIX Funds Exchange Listing.

On December 16, 2020, each Fund transferred its listing from NYSE Arca to the Cboe BZX Exchange.

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.

Item 2. 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 Quarterly Report on Form 10-Q. 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

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 March 31, 2021, the following eighteen 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 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 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, other than the Matching VIX Funds and the Geared VIX Funds, are listed on the NYSE Arca, Inc. ("NYSE Arca"). The Matching VIX Funds and the Geared VIX Funds are listed on the Cboe BZX Exchange ("Cboe BZX"). The Leveraged Funds, the Short Euro Fund and the Geared VIX Funds, are collectively referred to as the "Geared Funds". The Geared VIX Funds and the Matching VIX Funds are collectively referred to as the "VIX Funds".

On March 15, 2020 ProShare Capital Management LLC announced that it planned to close and liquidate ProShares UltraPro 3x Crude Oil ETF (ticker symbol: OILU) and ProShares UltraPro 3x Short Crude Oil ETF (ticker symbol: OILD), together the "liquidated funds". The last day the liquidated funds accepted creation orders was on March 27, 2020. Trading in each liquidated fund was suspended prior to market open on March 30, 2020. Proceeds of the liquidation were sent to shareholders on or about April 3, 2020 (the "Distribution Date"). From March 30, 2020 through the Distribution Date, shares of the liquidated funds did not trade on the NYSE Arca nor was there a secondary market for the shares. Any shareholders that remained in a liquidated fund on the Distribution Date automatically had their shares redeemed for cash at the current net asset value on April 3, 2020.

On April 3, 2020, the Trust announced a 1-for-25 reverse split of the shares of beneficial interest of ProShares Ultra Bloomberg Crude Oil (ticker symbol: UCO) and a 1-for-10 reverse split of the shares of beneficial interest of ProShares Ultra Bloomberg Natural Gas (ticker symbol: BOIL). The reverse splits were effective prior to market open on April 21, 2020, when the funds began trading at their post-split price. The reverse splits were applied retroactively for all periods presented, reducing the number of shares outstanding and resulting in a proportionate increase in the price per share and per share information of these funds. Therefore, the reverse splits did not change the aggregate net asset value of a shareholder's investment at the time of the reverse splits.

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 Quarterly Report on Form 10-Q in several different ways. References to “Short Funds,” “UltraShort Funds,” or “Ultra 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.

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. 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 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, 1.5x, or 2x, 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 UltraShort Bloomberg Natural Gas, ProShares Ultra Bloomberg Crude Oil, 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 its applicable listing exchange, 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 a 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.

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 three months ended March 31, 2021 and 2020, each of the Funds earned interest income as follows:

Fund	Interest Income Three Months Ended March 31, 2021	Interest Income Three Months Ended March 31, 2020
ProShares Short Euro	\$ 596	\$ 7,595
ProShares Short VIX Short-Term Futures ETF	33,890	749,861
ProShares Ultra Bloomberg Crude Oil	168,075	1,401,460
ProShares Ultra Bloomberg Natural Gas	13,815	139,339
ProShares Ultra Euro	584	15,801
ProShares Ultra Gold	35,827	414,684
ProShares Ultra Silver	98,129	776,287
ProShares Ultra VIX Short-Term Futures ETF	113,969	1,411,740
ProShares Ultra Yen	356	8,867
ProShares UltraPro 3x Crude Oil ETF*	—	346,326
ProShares UltraPro 3x Short Crude Oil ETF*	—	166,789
ProShares UltraShort Australian Dollar	258	20,054
ProShares UltraShort Bloomberg Crude Oil	10,835	248,709
ProShares UltraShort Bloomberg Natural Gas	7,883	42,432
ProShares UltraShort Euro	7,166	399,657
ProShares UltraShort Gold	2,962	61,021
ProShares UltraShort Silver	3,117	44,536
ProShares UltraShort Yen	3,596	126,183
ProShares VIX Mid-Term Futures ETF	10,224	158,298
ProShares VIX Short-Term Futures ETF	38,460	960,075

* The operations presented here are through March 27, 2020, the date of their liquidation. See Note 1 of the Notes to Financial Statements.

Each Fund's underlying swaps, futures, options, 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 3. Quantitative and Qualitative Disclosures About Market Risk” in this Quarterly Report on Form 10-Q.

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 May 7, 2021, 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 March 31, 2021.

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, options, 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 Three Months Ended March 31, 2021 Compared to the Three Months Ended March 31, 2020

ProShares Short Euro

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 4,191,955	\$ 2,282,195
NAV end of period	\$ 2,184,540	\$ 2,332,843
Percentage change in NAV	(47.9)%	2.2%
Shares outstanding beginning of period	100,000	50,000
Shares outstanding end of period	50,000	50,000
Percentage change in shares outstanding	(50.0)%	— %
Shares created	—	—
Shares redeemed	50,000	—
Per share NAV beginning of period	\$ 41.92	\$ 45.64
Per share NAV end of period	\$ 43.69	\$ 46.66
Percentage change in per share NAV	4.2%	2.2%
Percentage change in benchmark	(4.0)%	(1.7)%
Benchmark annualized volatility	6.2%	9.8%

During the three months ended March 31, 2021, the decrease in the Fund's NAV resulted primarily from a decrease from 100,000 outstanding Shares at December 31, 2020 to 50,000 outstanding Shares at March 31, 2021. 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 three months ended March 31, 2020, 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 inverse (-1x) 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 from December 31, 2019 to March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 4.2% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 2.2% for the three months ended March 31, 2020, was primarily due to greater appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 4.0% for the three months ended March 31, 2021, as compared to the benchmark's decline of 1.7% for the three months ended March 31, 2020, can be attributed to a greater decrease in the value of the euro versus the U.S. dollar during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (8,638)	\$ 1,992
Management fee	9,053	5,503
Brokerage commission	181	100
Net realized gain (loss)	69,393	(18,638)
Change in net unrealized appreciation (depreciation)	78,642	67,294
Net Income (loss)	\$ 139,397	\$ 50,648

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a greater decrease in the value of the euro versus the U.S. dollar during the three months ended March 31, 2021.

ProShares Short VIX Short-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 409,371,468	\$ 284,437,179
NAV end of period	\$ 527,130,851	\$ 809,257,658
Percentage change in NAV	28.8%	184.5%
Shares outstanding beginning of period	9,884,307	4,334,307
Shares outstanding end of period	11,184,307	26,084,307
Percentage change in shares outstanding	13.2%	501.8%
Shares created	2,400,000	24,850,000
Shares redeemed	1,100,000	3,100,000
Per share NAV beginning of period	\$ 41.42	\$ 65.62
Per share NAV end of period	\$ 47.13	\$ 31.02
Percentage change in per share NAV	13.8%	(52.7)%
Percentage change in benchmark	(32.0)%	209.3%
Benchmark annualized volatility	81.9%	140.6%

On Monday, October 26, 2020, the Chicago Futures Exchange (a subsidiary of the Chicago Board Options Exchange) changed the settlement time for the VIX futures contracts in which the Fund invests from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). As a result, on Monday, October 26, 2020, S&P Dow Jones Indices revised the index methodology for the S&P 500® VIX Short-Term Futures Index, the benchmark for ProShares Short VIX Short-Term Futures ETF, to reflect the new settlement time.

As a result of these changes to the settlement time for VIX futures contracts and the Index methodology, on Monday, October 26, 2020 the Fund changed its NAV calculation time from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). Additional information about the calculation of NAV is included in the Fund's Prospectus.

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 9,884,307 outstanding Shares at December 31, 2020 to 11,184,307 outstanding Shares at March 31, 2021. 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 one-half the inverse (-0.5x) of the daily performance of the S&P 500 VIX Short-Term Futures Index. By comparison, during the three months ended March 31, 2020, the increase in the Fund's NAV resulted primarily from an increase from 4,334,307 outstanding Shares at December 31, 2019 to 26,084,307 outstanding Shares at March 31, 2020. 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-half the inverse (-0.5x) of the daily performance of the S&P 500 VIX Short-Term Futures Index.

For the three months ended March 31, 2021 and 2020, the Fund's daily performance had a statistical correlation over 0.99 to 0.5x of the inverse of the daily performance of its benchmark. The Fund's per Share NAV increase of 13.8% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 52.7% for the three months ended March 31, 2020, was primarily due to appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 32.0% for the three months ended March 31, 2021, as compared to the benchmark's rise of 209.3% for the three months ended March 31, 2020, can be attributed to a decrease in the value of near-term futures contracts on the VIX futures curve during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (1,442,366)	\$ (355,596)
Management fee	1,042,569	886,197
Brokerage commission	175,910	189,532
Net realized gain (loss)	24,209,417	(244,300,604)
Change in net unrealized appreciation (depreciation)	42,125,118	21,055,658
Net Income (loss)	\$ 64,892,169	\$ (223,600,542)

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of futures prices during the three months ended March 31, 2021.

*ProShares Ultra Bloomberg Crude Oil**

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 902,739,250	\$ 309,844,582
NAV end of period	\$ 1,088,579,093	\$ 435,593,381
Percentage change in NAV	20.6%	40.6%
Shares outstanding beginning of period	24,810,774	608,453
Shares outstanding end of period	20,710,774	10,848,453
Percentage change in shares outstanding	(16.5)%	1,683.0%
Shares created	2,350,000	10,680,000
Shares redeemed	6,450,000	440,000
Per share NAV beginning of period	\$ 36.38	\$ 509.23
Per share NAV end of period	\$ 52.56	\$ 40.15
Percentage change in per share NAV	44.5%	(92.1)%
Percentage change in benchmark	22.0%	(66.5)%
Benchmark annualized volatility	32.3%	59.5%

On June 25, 2020, the Trust announced that the ProShares Ultra Bloomberg Crude Oil Fund would change its benchmark. The ProShares Ultra Bloomberg Crude Oil Fund struck its NAV using its new benchmark for the first time on September 17, 2020. The new benchmark for the ProShares Ultra Bloomberg Crude Oil is the Bloomberg Commodity Balanced WTI Crude Oil IndexSM (ticker: BCBCLI Index). Prior to September 17, 2020, the benchmark for the ProShares Ultra Bloomberg Crude Oil Fund was the Bloomberg WTI Crude Oil SubindexSM. The investment objective of Fund is to seek daily investment results, before fees and expenses, that correspond to two times (2x) of the daily performance of the New Benchmark.

The New Benchmark aims to track the performance of three separate contract schedules for WTI Crude Oil futures traded on NYMEX. The contract schedules are equally-weighted in the New Benchmark (1/3 each) at each semi-annual reset in March and September. At each reset date, one-third of the New Benchmark is designated to follow a monthly roll schedule. Each month this portion of the New Benchmark rolls from the current futures contract (called "Lead" by Bloomberg, and which expires one month out) into the following month's contract (called "Next" by Bloomberg and which expires two months out). The second portion of the New Benchmark is always designated to be in a June contract, and follows an annual roll schedule in March of each year in which the June contract expiring in the current year is rolled into the June contract expiring the following year. The remaining portion is always designated to be in a December contract, and follows an annual roll schedule in September of each year in which the December contract expiring in the current year is rolled into the December contract expiring the following year. The weighting (i.e., percentage) of each of the three contract schedules included in the New Benchmark fluctuates above or below one-third between the semi-annual reset dates due to changing futures prices and the impact of rolling the futures positions. As a result, the weighting of each contract in the New Benchmark will "drift" away from equal weighting. The New Benchmark reflects the cost of rolling the futures contracts included in the New Benchmark, without regard to income earned on cash positions. The New Benchmark is not linked to the "spot" price of WTI crude oil.

During the three months ended March 31, 2021, 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 Commodity Balance WTI Crude Oil IndexSM. The increase in the Fund's NAV was offset by a decrease from 24,810,774 outstanding Shares at December 31, 2020 to 20,710,774 outstanding Shares at March 31, 2021. By comparison, during the three months ended March 31, 2020, the increase in the Fund's NAV resulted primarily from an increase from 608,453 outstanding Shares at December 31, 2019 to 10,848,453 outstanding Shares at March 31, 2020. 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 WTI Crude Oil SubindexSM.

For the three months ended March 31, 2021 and 2020, 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 44.5% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 92.1% for the three months ended March 31, 2020, was primarily due to appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The new benchmark's rise of 22.0% for the three months ended March 31, 2021, as compared to the former Bloomberg WTI Crude Oil SubindexSM benchmark's decline of 66.5% for the three months ended March 31, 2020, can be attributed to an increase in the value of WTI Crude Oil during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (2,759,147)	\$ 404,884
Management fee	2,535,085	870,239
Brokerage commission	293,200	126,337
Net realized gain (loss)	334,351,228	(505,553,797)
Change in net unrealized appreciation (depreciation)	35,035,656	(322,421,661)
Net Income (loss)	\$ 366,627,737	\$ (827,570,574)

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to an increase in the value of WTI Crude Oil during the three months ended March 31, 2021.

* See Note 1 of the Notes to Financial Statements in Item 1 of part I in this Quarterly Report on Form 10-Q regarding the reverse Share split for ProShares Ultra Bloomberg Crude Oil.

*ProShares Ultra Bloomberg Natural Gas**

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 169,800,371	\$ 45,160,205
NAV end of period	\$ 74,307,070	\$ 26,671,617
Percentage change in NAV	(56.2)%	(40.9)%
Shares outstanding beginning of period	8,087,527	537,815
Shares outstanding end of period	3,487,527	637,815
Percentage change in shares outstanding	(56.9)%	18.6%
Shares created	3,400,000	225,000
Shares redeemed	8,000,000	125,000
Per share NAV beginning of period	\$ 21.00	\$ 83.97
Per share NAV end of period	\$ 21.31	\$ 41.82
Percentage change in per share NAV	1.5%	(50.2)%
Percentage change in benchmark	3.0%	(27.5)%
Benchmark annualized volatility	42.1%	44.0%

During the three months ended March 31, 2021, the decrease in the Fund's NAV resulted primarily from a decrease from 8,087,527 outstanding Shares at December 31, 2020 to 3,487,527 outstanding Shares at March 31, 2021. The decrease in the Fund's NAV also resulted in part from the timing of shareholder activity, which 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 three months ended March 31, 2020, 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 Bloomberg Natural Gas SubindexSM. The decrease in the Fund's NAV was offset by an increase from 537,815 outstanding Shares at December 31, 2019 to 637,815 outstanding Shares at March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 1.5% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 50.2% for the three months ended March 31, 2020, was primarily due to appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's rise of 3.0% for the three months ended March 31, 2021, as compared to the benchmark's decline of 27.5% for the three months ended March 31, 2020, can be attributed to an increase in the value of Henry Hub Natural Gas during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (415,145)	\$ (2,351)
Management fee	254,815	97,108
Brokerage commission	92,297	44,582
Net realized gain (loss)	41,582,936	(22,818,551)
Change in net unrealized appreciation (depreciation)	(17,798,868)	(4,437,037)
Net Income (loss)	\$ 23,368,923	\$ (27,257,939)

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to an increase in the value of Henry Hub Natural Gas during the three months ended March 31, 2021.

* See Note 1 of the Notes to Financial Statements in Item 1 of part I in this Quarterly Report on Form 10-Q regarding the reverse Share split for ProShares Ultra Bloomberg Natural Gas.

ProShares Ultra Euro

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 4,737,350	\$ 6,204,424
NAV end of period	\$ 3,611,724	\$ 3,949,142
Percentage change in NAV	(23.8)%	(36.3)%
Shares outstanding beginning of period	300,000	450,000
Shares outstanding end of period	250,000	300,000
Percentage change in shares outstanding	(16.7)%	(33.3)%
Shares created	—	50,000
Shares redeemed	50,000	200,000
Per share NAV beginning of period	\$ 15.79	\$ 13.79
Per share NAV end of period	\$ 14.45	\$ 13.16
Percentage change in per share NAV	(8.5)%	(4.5)%
Percentage change in benchmark	(4.0)%	(1.7)%
Benchmark annualized volatility	6.2%	9.8%

During the three months ended March 31, 2021, the decrease in the Fund's NAV resulted primarily from a decrease from 300,000 outstanding Shares at December 31, 2020 to 250,000 outstanding Shares at March 31, 2021. 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 three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 450,000 outstanding Shares at December 31, 2019 to 300,000 outstanding Shares at March 31, 2020. 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.

For the three months ended March 31, 2021 and 2020, 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 8.5% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 4.5% for the three months ended March 31, 2020, was primarily due to a greater depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 4.0% for the three months ended March 31, 2021, as compared to the benchmark's decline of 1.7% for the three months ended March 31, 2020, can be attributed to a greater decrease in the value of the euro versus the U.S. dollar during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (9,494)	\$ 3,247
Management fee	10,078	12,554
Net realized gain (loss)	(27,342)	(53,268)
Change in net unrealized appreciation (depreciation)	(311,052)	(221,542)
Net Income (loss)	\$ (347,888)	\$ (271,563)

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a greater decrease in the value of the euro versus the U.S. dollar during the three months ended March 31, 2021.

ProShares Ultra Gold

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 263,540,473	\$ 110,726,032
NAV end of period	\$ 214,548,056	\$ 128,481,796
Percentage change in NAV	(18.6)%	16.0%
Shares outstanding beginning of period	3,900,000	2,250,000
Shares outstanding end of period	3,950,000	2,450,000
Percentage change in shares outstanding	1.3%	8.9%
Shares created	600,000	1,150,000
Shares redeemed	550,000	950,000
Per share NAV beginning of period	\$ 67.57	\$ 49.21
Per share NAV end of period	\$ 54.32	\$ 52.44
Percentage change in per share NAV	(19.6)%	6.6%
Percentage change in benchmark	(9.8)%	4.5%
Benchmark annualized volatility	18.4%	28.2%

During the three months ended March 31, 2021, 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 Bloomberg Gold SubindexSM. The decrease in the Fund's NAV was offset by an increase from 3,900,000 outstanding Shares at December 31, 2020 to 3,950,000 outstanding Shares at March 31, 2021. By comparison, during the three months ended March 31, 2020, the increase in the Fund's NAV resulted primarily from an increase from 2,250,000 outstanding Shares at December 31, 2019 to 2,450,000 outstanding Shares at March 31, 2020. 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 two times (2x) the daily performance of the Bloomberg Gold SubindexSM.

For the three months ended March 31, 2021 and 2020, 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 19.6% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 6.6% for the three months ended March 31, 2020, was primarily due to depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 9.8% for the three months ended March 31, 2021, as compared to the benchmark's rise of 4.5% for the three months ended March 31, 2020, can be attributed to a decrease in the value of gold futures contracts during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (579,670)	\$ 108,908
Management fee	568,207	295,411
Brokerage commission	14,888	10,365
Net realized gain (loss)	(51,247,887)	21,498,056
Change in net unrealized appreciation (depreciation)	(1,232,503)	(19,097,360)
Net Income (loss)	\$ (53,060,060)	\$ 2,509,604

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of futures prices during the three months ended March 31, 2021.

ProShares Ultra Silver

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 745,304,028	\$ 239,254,842
NAV end of period	\$ 572,501,249	\$ 129,785,536
Percentage change in NAV	(23.2)%	(45.8)%
Shares outstanding beginning of period	14,696,526	7,546,526
Shares outstanding end of period	13,846,526	7,046,526
Percentage change in shares outstanding	(5.8)%	(6.6)%
Shares created	2,400,000	750,000
Shares redeemed	3,250,000	1,250,000
Per share NAV beginning of period	\$ 50.71	\$ 31.70
Per share NAV end of period	\$ 41.35	\$ 18.42
Percentage change in per share NAV	(18.5)%	(41.9)%
Percentage change in benchmark	(7.2)%	(21.1)%
Benchmark annualized volatility	44.4%	48.3%

During the three months ended March 31, 2021, 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 Bloomberg Silver SubindexSM. The decrease in the Fund's NAV also resulted in part from a decrease from 14,696,526 outstanding Shares at December 31, 2020 to 13,846,526 outstanding Shares at March 31, 2021. By comparison, during the three months ended March 31, 2020, 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 Bloomberg Silver SubindexSM. The decrease in the Fund's NAV also resulted in part from a decrease from 7,546,526 outstanding Shares at December 31, 2019 to 7,046,526 outstanding Shares at March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 18.5% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 41.9% for the three months ended March 31, 2020, was primarily due to lesser depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 7.2% for the three months ended March 31, 2021, as compared to the benchmark's decline of 21.1% for the three months ended March 31, 2020, can be attributed to a lesser decrease in the value of silver futures contracts during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (1,741,775)	\$ 276,832
Management fee	1,631,135	481,247
Brokerage commission	46,582	18,208
Net realized gain (loss)	4,910,742	(3,697,654)
Change in net unrealized appreciation (depreciation)	(137,743,781)	(85,061,831)
Net Income (loss)	\$ (134,574,814)	\$ (88,482,653)

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a lesser decrease in the value of futures prices during the three months ended March 31, 2021.

ProShares Ultra VIX Short-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 1,356,204,199	\$ 527,636,003
NAV end of period	\$ 1,284,373,170	\$ 592,820,492
Percentage change in NAV	(5.3)%	12.4%
Shares outstanding beginning of period	127,130,912	41,630,912
Shares outstanding end of period	228,030,912	10,130,912
Percentage change in shares outstanding	79.4%	(75.7)%
Shares created	196,300,000	9,900,000
Shares redeemed	95,400,000	41,400,000
Per share NAV beginning of period	\$ 10.67	\$ 12.67
Per share NAV end of period	\$ 5.63	\$ 58.52
Percentage change in per share NAV	(47.2)%	361.9%
Percentage change in benchmark	(32.0)%	209.3%
Benchmark annualized volatility	81.9%	140.6%

On Monday, October 26, 2020, the Chicago Futures Exchange (a subsidiary of the Chicago Board Options Exchange) changed the settlement time for the VIX futures contracts in which the Fund invests from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). As a result, on Monday, October 26, 2020, S&P Dow Jones Indices revised the index methodology for the S&P 500® VIX Short-Term Futures Index, the benchmark for ProShares Ultra VIX Short-Term Futures ETF, to reflect the new settlement time.

As a result of these changes to the settlement time for VIX futures contracts and the Index methodology, on Monday, October 26, 2020 the Fund changed its NAV calculation time from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). Additional information about the calculation of NAV is included in the Fund's Prospectus.

During the three months ended March 31, 2021, 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 one and one-half times (1.5x) the daily performance of the S&P 500 VIX Short-Term Futures Index. The decrease in the Fund's NAV was offset by an increase from 127,130,912 outstanding Shares at December 31, 2020 to 228,030,912 outstanding Shares at March 31, 2021. By comparison, during the three months ended March 31, 2020, 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 one and one-half times (1.5x) 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 41,630,912 outstanding Shares at December 31, 2019 to 10,130,912 outstanding Shares at March 31, 2020.

For the three months ended March 31, 2021 and 2020, the Fund's daily performance had a statistical correlation over 0.99 to 1.5x of the daily performance of its benchmark. The Fund's per Share NAV decrease of 47.2% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 361.9% for the three months ended March 31, 2020, was primarily due to depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 32.0% for the three months ended March 31, 2021, as compared to the benchmark's rise of 209.3% for the three months ended March 31, 2020, can be attributed to a decrease in the value of near-term futures contracts on the VIX futures curve during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (8,069,549)	\$ (729,265)
Management fee	4,383,077	1,383,275
Brokerage commission	1,956,628	741,009
Net realized gain (loss)	(704,499,504)	726,085,231
Change in net unrealized appreciation (depreciation)	(284,359,331)	176,516,915
Net Income (loss)	\$ (996,928,384)	\$ 901,872,881

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of futures prices during the three months ended March 31, 2021.

ProShares Ultra Yen

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 2,989,499	\$ 5,580,964
NAV end of period	\$ 2,587,694	\$ 2,808,780
Percentage change in NAV	(13.4)%	(49.7)%
Shares outstanding beginning of period	49,970	99,970
Shares outstanding end of period	49,970	49,970
Percentage change in shares outstanding	—%	(50.0)%
Shares created	—	—
Shares redeemed	—	50,000
Per share NAV beginning of period	\$ 59.83	\$ 55.83
Per share NAV end of period	\$ 51.78	\$ 56.21
Percentage change in per share NAV	(13.4)%	0.6%
Percentage change in benchmark	(6.8)%	1.1%
Benchmark annualized volatility	5.1%	15.6%

During the three months ended March 31, 2021, 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, 2020 to March 31, 2021. By comparison, during the three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 99,970 outstanding Shares at December 31, 2019 to 49,970 outstanding Shares at March 31, 2020. 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 spot price of the Japanese yen versus the U.S. dollar.

For the three months ended March 31, 2021 and 2020, 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 13.4% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 0.6% for the three months ended March 31, 2020, was primarily due to depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 6.8% for the three months ended March 31, 2021, as compared to the benchmark's rise of 1.1% for the three months ended March 31, 2020, can be attributed to a decrease in the value of the Japanese yen versus the U.S. dollar during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (6,293)	\$ 1,626
Management fee	6,649	7,241
Net realized gain (loss)	(139,467)	(8,483)
Change in net unrealized appreciation (depreciation)	(256,045)	(19,313)
Net Income (loss)	\$ (401,805)	\$ (26,170)

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of the Japanese yen versus the U.S. dollar during the three months ended March 31, 2021.

ProShares UltraShort Australian Dollar

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 2,222,639	\$ 5,608,612
NAV end of period	\$ 2,258,880	\$ 7,230,367
Percentage change in NAV	1.6%	28.9%
Shares outstanding beginning of period	50,000	100,000
Shares outstanding end of period	50,000	100,000
Percentage change in shares outstanding	—%	—%
Shares created	—	—
Shares redeemed	—	—
Per share NAV beginning of period	\$ 44.45	\$ 56.09
Per share NAV end of period	\$ 45.18	\$ 72.30
Percentage change in per share NAV	1.6%	28.9%
Percentage change in benchmark	(1.5)%	(12.4)%
Benchmark annualized volatility	10.9%	14.4%

During the three months ended March 31, 2021, 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 the inverse (-2x) of the daily performance of the spot price of the Australian dollar versus the U.S. dollar. There was no net change in the Fund's outstanding Shares from December 31, 2020 to March 31, 2021. By comparison, during the three months ended March 31, 2020, 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 the inverse (-2x) of the daily performance of the spot price of the Australian dollar versus the U.S. dollar. There was no net change in the Fund's outstanding Shares from December 31, 2019 to March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 1.6% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 28.9% for the three months ended March 31, 2020, was primarily due to lesser appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 1.5% for the three months ended March 31, 2021, as compared to the benchmark's decline of 12.4% for the three months ended March 31, 2020, can be attributed to a lesser decrease in the value of the Australian dollar versus the U.S. dollar during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (5,267)	\$ 3,425
Management fee	5,139	15,130
Brokerage commission	386	1,499
Net realized gain (loss)	(164,544)	670,950
Change in net unrealized appreciation (depreciation)	206,052	947,380
Net Income (loss)	\$ 36,241	\$ 1,621,755

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a lesser decrease in the value of the Australian dollar versus the U.S. dollar during the three months ended March 31, 2021.

ProShares UltraShort Bloomberg Crude Oil

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 96,839,233	\$ 125,451,681
NAV end of period	\$ 91,718,390	\$ 100,094,023
Percentage change in NAV	(5.3)%	(20.2)%
Shares outstanding beginning of period	8,339,884	10,289,884
Shares outstanding end of period	12,739,884	2,039,884
Percentage change in shares outstanding	52.8%	(80.2)%
Shares created	7,800,000	3,350,000
Shares redeemed	3,400,000	11,600,000
Per share NAV beginning of period	\$ 11.61	\$ 12.19
Per share NAV end of period	\$ 7.20	\$ 49.07
Percentage change in per share NAV	(38.0)%	302.5%
Percentage change in benchmark	22.0%	(66.5)%
Benchmark annualized volatility	32.3%	100.9%

On June 25, 2020, the Trust announced that the ProShares UltraShort Bloomberg Crude Oil Fund would change its benchmark. The ProShares UltraShort Bloomberg Crude Oil Fund struck its NAV using its new benchmark for the first time on September 17, 2020. The new benchmark for the ProShares UltraShort Bloomberg Crude Oil Fund is the Bloomberg Commodity Balanced WTI Crude Oil IndexSM (ticker: BCBCLI Index). Prior to September 17, 2020, the benchmark for the ProShares UltraShort Bloomberg Crude Oil Fund was the Bloomberg WTI Crude Oil SubindexSM. The investment objective of Fund is to seek daily investment results, before fees and expenses, that correspond to two times the inverse (-2x) of the daily performance of the New Benchmark.

The New Benchmark aims to track the performance of three separate contract schedules for WTI Crude Oil futures traded on NYMEX. The contract schedules are equally-weighted in the New Benchmark (1/3 each) at each semi-annual reset in March and September. At each reset date, one-third of the New Benchmark is designated to follow a monthly roll schedule. Each month this portion of the New Benchmark rolls from the current futures contract (called "Lead" by Bloomberg, and which expires one month out) into the following month's contract (called "Next" by Bloomberg and which expires two months out). The second portion of the New Benchmark is always designated to be in a June contract, and follows an annual roll schedule in March of each year in which the June contract expiring in the current year is rolled into the June contract expiring the following year. The remaining portion is always designated to be in a December contract, and follows an annual roll schedule in September of each year in which the December contract expiring in the current year is rolled into the December contract expiring the following year. The weighting (i.e., percentage) of each of the three contract schedules included in the New Benchmark fluctuates above or below one-third between the semi-annual reset dates due to changing futures prices and the impact of rolling the futures positions. As a result, the weighting of each contract in the New Benchmark will "drift" away from equal weighting. The New Benchmark reflects the cost of rolling the futures contracts included in the New Benchmark, without regard to income earned on cash positions. The New Benchmark is not linked to the "spot" price of WTI crude oil.

During the three months ended March 31, 2021, 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 the inverse (-2x) the daily performance of the Bloomberg Commodity Balance WTI Crude Oil IndexSM. The decrease in the Fund's NAV was offset by an increase from 8,339,884 outstanding Shares at December 31, 2020 to 12,739,884 outstanding Shares at March 31, 2021. By comparison, during the three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 10,289,884 outstanding Shares at December 31, 2019 to 2,039,884 outstanding Shares at March 31, 2020. 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 WTI Crude Oil SubindexSM.

For the three months ended March 31, 2021 and 2020, 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 38.0% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 302.5% for the three months ended March 31, 2020, was primarily due to depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The new benchmark's rise of 22.0% for the three months ended March 31, 2021, as compared to the former Bloomberg WTI Crude Oil SubindexSM benchmark's decline of 66.5% for the three months ended March 31, 2020, can be attributed to an increase in the value of WTI Crude Oil during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (301,184)	\$ (30,713)
Management fee	221,263	202,369
Brokerage commission	43,044	77,053
Net realized gain (loss)	(49,177,765)	51,674,002
Change in net unrealized appreciation (depreciation)	5,638,844	76,581,357
Net Income (loss)	\$ (43,840,105)	\$ 128,224,646

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to an increase in the value of WTI Crude Oil during the three months ended March 31, 2021.

ProShares UltraShort Bloomberg Natural Gas

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 24,977,745	\$ 12,515,603
NAV end of period	\$ 69,459,275	\$ 17,419,933
Percentage change in NAV	178.1%	39.2%
Shares outstanding beginning of period	524,832	324,832
Shares outstanding end of period	1,774,832	274,832
Percentage change in shares outstanding	238.2%	(15.4)%
Shares created	4,100,000	550,000
Shares redeemed	2,850,000	600,000
Per share NAV beginning of period	\$ 47.59	\$ 38.53
Per share NAV end of period	\$ 39.14	\$ 63.38
Percentage change in per share NAV	(17.8)%	64.5%
Percentage change in benchmark	3.0%	(27.5)%
Benchmark annualized volatility	42.1%	44.0%

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 524,832 outstanding Shares at December 31, 2020 to 1,774,832 outstanding Shares at March 31, 2021. The increase in the Fund's NAV also resulted in part from the timing of shareholder activity, which 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 three months ended March 31, 2020, 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 the inverse (-2x) of the daily performance of the Bloomberg Natural Gas SubindexSM. The increase in the Fund's NAV was offset by a decrease from 324,832 outstanding Shares at December 31, 2019 to 274,832 outstanding Shares at March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 17.8% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 64.5% for the three months ended March 31, 2020, was primarily due to depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's rise of 3.0% for the three months ended March 31, 2021, as compared to the benchmark's decline of 27.5% for the three months ended March 31, 2020, can be attributed to an increase in the value of Henry Hub Natural Gas during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (260,407)	\$ (22,279)
Management fee	159,337	32,430
Brokerage commission	85,680	32,281
Net realized gain (loss)	(6,359,394)	5,626,177
Change in net unrealized appreciation (depreciation)	15,895,064	3,335,611
Net Income (loss)	\$ 9,275,263	\$ 8,939,509

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to an increase in the value of Henry Hub Natural Gas, in conjunction with the timing of shareholders activity, during the three months ended March 31, 2021.

ProShares UltraShort Euro

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 52,953,339	\$ 120,581,173
NAV end of period	\$ 54,932,137	\$ 93,194,599
Percentage change in NAV	3.7%	(22.7)%
Shares outstanding beginning of period	2,350,000	4,500,000
Shares outstanding end of period	2,250,000	3,350,000
Percentage change in shares outstanding	(4.3)%	(25.6)%
Shares created	200,000	200,000
Shares redeemed	300,000	1,350,000
Per share NAV beginning of period	\$ 22.53	\$ 26.80
Per share NAV end of period	\$ 24.41	\$ 27.82
Percentage change in per share NAV	8.4%	3.8%
Percentage change in benchmark	(4.0)%	(1.7)%
Benchmark annualized volatility	6.2%	9.8%

During the three months ended March 31, 2021, 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 the inverse (-2x) of the daily performance of the spot price of the euro versus the U.S. dollar. The increase in the Fund's NAV was offset by a decrease from 2,350,000 outstanding Shares at December 31, 2020 to 2,250,000 outstanding Shares at March 31, 2021. By comparison, during the three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 4,500,000 outstanding Shares at December 31, 2019 to 3,350,000 outstanding Shares at March 31, 2020. 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.

For the three months ended March 31, 2021 and 2020, 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 8.4%, for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 3.8% for the three months ended March 31, 2020, was primarily due to greater appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 4.0% for the three months ended March 31, 2021, as compared to the benchmark's decline of 1.7% for the three months ended March 31, 2020, can be attributed to a greater decrease in the value of the euro versus the U.S. dollar during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (116,872)	\$ 136,215
Management fee	124,038	263,442
Net realized gain (loss)	70,527	1,047,283
Change in net unrealized appreciation (depreciation)	4,392,237	3,190,251
Net Income (loss)	\$ 4,345,892	\$ 4,373,749

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a greater decrease in the value of the euro versus the U.S. dollar during the three months ended March 31, 2021.

ProShares UltraShort Gold

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 20,337,376	\$ 21,047,560
NAV end of period	\$ 41,243,515	\$ 20,569,044
Percentage change in NAV	102.8%	(2.3)%
Shares outstanding beginning of period	646,977	396,977
Shares outstanding end of period	1,096,977	446,977
Percentage change in shares outstanding	69.6%	12.6%
Shares created	750,000	200,000
Shares redeemed	300,000	150,000
Per share NAV beginning of period	\$ 31.43	\$ 53.02
Per share NAV end of period	\$ 37.60	\$ 46.02
Percentage change in per share NAV	19.6%	(13.2)%
Percentage change in benchmark	(9.8)%	4.5%
Benchmark annualized volatility	18.4%	28.2%

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 646,977 outstanding Shares at December 31, 2020 to 1,096,977 outstanding Shares at March 31, 2021. 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 two times the inverse (-2x) of the daily performance of the Bloomberg Gold SubindexSM. By comparison, during the three months ended March 31, 2020, 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 the inverse (-2x) of the daily performance of the Bloomberg Gold SubindexSM. The decrease in the Fund's NAV was offset by an increase from 396,977 outstanding Shares at December 31, 2019 to 446,977 outstanding Shares at March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 19.6% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 13.2% for the three months ended March 31, 2020, was primarily due to appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 9.8% for the three months ended March 31, 2021, as compared to the benchmark's rise of 4.5% for the three months ended March 31, 2020, can be attributed to a decrease in the value of gold futures contracts during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (69,041)	\$ 15,678
Management fee	63,727	43,239
Brokerage commission	3,590	2,104
Net realized gain (loss)	4,003,359	(5,930,882)
Change in net unrealized appreciation (depreciation)	(179,853)	2,676,974
Net Income (loss)	\$ 3,754,465	\$ (3,238,230)

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of the futures prices during the three months ended March 31, 2021.

ProShares UltraShort Silver

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 28,885,775	\$ 13,834,163
NAV end of period	\$ 45,144,664	\$ 18,887,831
Percentage change in NAV	56.3%	36.5%
Shares outstanding beginning of period	4,166,976	516,976
Shares outstanding end of period	6,466,976	516,976
Percentage change in shares outstanding	55.2%	—%
Shares created	9,800,000	200,000
Shares redeemed	7,500,000	200,000
Per share NAV beginning of period	\$ 6.93	\$ 26.76
Per share NAV end of period	\$ 6.98	\$ 36.54
Percentage change in per share NAV	0.7%	36.5%
Percentage change in benchmark	(7.2)%	(21.1)%
Benchmark annualized volatility	44.4%	48.3%

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 4,166,976 outstanding Shares at December 31, 2020 to 6,466,976 outstanding Shares at March 31, 2021. 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 two times the inverse (-2x) of the daily performance of the Bloomberg Silver SubindexSM. By comparison, during the three months ended March 31, 2020, 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 the inverse (-2x) of the daily performance of the Bloomberg Silver SubindexSM. There was no net change in the Fund's outstanding Shares from December 31, 2019 to March 31, 2020.

For the three months ended March 31, 2021 and 2020, 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 0.7% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 36.5% for the three months ended March 31, 2020, was primarily due to lesser appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 7.2% for the three months ended March 31, 2021, as compared to the benchmark's decline of 21.1% for the three months ended March 31, 2020, can be attributed to a lesser decrease in the value of the silver futures contracts during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (99,063)	\$ 3,419
Management fee	84,745	37,136
Brokerage commission	7,444	3,981
Net realized gain (loss)	(2,932,266)	842,240
Change in net unrealized appreciation (depreciation)	7,466,511	4,190,456
Net Income (loss)	\$ 4,435,182	\$ 5,036,115

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a lesser decrease in the value of futures prices during the three months ended March 31, 2021.

ProShares UltraShort Yen

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 23,691,070	\$ 38,132,320
NAV end of period	\$ 34,921,840	\$ 29,586,170
Percentage change in NAV	47.4%	(22.4)%
Shares outstanding beginning of period	349,290	499,290
Shares outstanding end of period	449,290	399,290
Percentage change in shares outstanding	28.6%	(20.0)%
Shares created	100,000	50,000
Shares redeemed	—	150,000
Per share NAV beginning of period	\$ 67.83	\$ 76.37
Per share NAV end of period	\$ 77.73	\$ 74.10
Percentage change in per share NAV	14.7%	(3.0)%
Percentage change in benchmark	(6.8)%	1.1%
Benchmark annualized volatility	5.1%	15.6%

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 349,290 outstanding Shares at December 31, 2020 to 449,290 outstanding Shares at March 31, 2021. 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 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 three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 499,290 outstanding Shares at December 31, 2019 to 399,290 outstanding Shares at March 31, 2020. 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.

For the three months ended March 31, 2021 and 2020, 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 14.7% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV decrease of 3.0% for the three months ended March 31, 2020, was primarily due to appreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 6.8% for the three months ended March 31, 2021, as compared to the benchmark's rise of 1.1% for the three months ended March 31, 2020, can be attributed to a decrease in the value of the Japanese yen versus the U.S. dollar during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (62,957)	\$ 41,746
Management fee	66,553	84,437
Net realized gain (loss)	1,259,573	(506,520)
Change in net unrealized appreciation (depreciation)	2,901,742	(697,069)
Net Income (loss)	\$ 4,098,358	\$ (1,161,843)

The Fund's net income increased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of the Japanese yen versus the U.S. dollar during the three months ended March 31, 2021.

ProShares VIX Mid-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 72,075,095	\$ 45,986,584
NAV end of period	\$ 75,122,747	\$ 45,034,386
Percentage change in NAV	4.2%	(2.1)%
Shares outstanding beginning of period	1,962,403	2,162,403
Shares outstanding end of period	2,162,403	1,162,403
Percentage change in shares outstanding	10.2%	(46.2)%
Shares created	400,000	375,000
Shares redeemed	200,000	1,375,000
Per share NAV beginning of period	\$ 36.73	\$ 21.27
Per share NAV end of period	\$ 34.74	\$ 38.74
Percentage change in per share NAV	(5.4)%	82.1%
Percentage change in benchmark	(5.1)%	82.5%
Benchmark annualized volatility	30.6%	86.7%

On Monday, October 26, 2020, the Chicago Futures Exchange (a subsidiary of the Chicago Board Options Exchange) changed the settlement time for the VIX futures contracts in which the Fund invests from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). As a result, on Monday, October 26, 2020, S&P Dow Jones Indices revised the index methodology for the S&P 500[®] VIX Short-Term Futures Index, the benchmark for ProShares VIX Mid-Term Futures ETF, to reflect the new settlement time.

As a result of these changes to the settlement time for VIX futures contracts and the Index methodology, on Monday, October 26, 2020 the Fund changed its NAV calculation time from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). Additional information about the calculation of NAV is included in the Fund's Prospectus.

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 1,962,403 outstanding Shares at December 31, 2020 to 2,162,403 outstanding Shares at March 31, 2021. 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 Mid-Term Futures Index. By comparison, during the three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 2,162,403 outstanding Shares at December 31, 2019 to 1,162,403 outstanding Shares at March 31, 2020. 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 daily performance of the S&P 500 VIX Mid-Term Futures Index.

For the three months ended March 31, 2021 and 2020, 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 5.4% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 82.1% for the three months ended March 31, 2020, was primarily due to a depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 5.1% for the three months ended March 31, 2021, as compared to the benchmark's rise of 82.5% for the three months ended March 31, 2020, can be attributed to a decrease in the value of the futures contracts that made the S&P 500 VIX Mid-Term Futures Index during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (204,800)	\$ 47,920
Management fee	178,080	94,284
Brokerage commission	11,312	15,939
Net realized gain (loss)	3,539,316	7,756,525
Change in net unrealized appreciation (depreciation)	(8,275,522)	15,982,870
Net Income (loss)	\$ (4,941,006)	\$ 23,787,315

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of the futures prices during the three months ended March 31, 2021.

ProShares VIX Short-Term Futures ETF

Fund Performance

The following table provides summary performance information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
NAV beginning of period	\$ 293,390,549	\$ 279,792,503
NAV end of period	\$ 349,578,758	\$ 223,055,354
Percentage change in NAV	19.2%	(20.3)%
Shares outstanding beginning of period	21,326,317	22,751,317
Shares outstanding end of period	37,501,317	5,876,317
Percentage change in shares outstanding	75.8%	(74.2)%
Shares created	25,325,000	6,800,000
Shares redeemed	9,150,000	23,675,000
Per share NAV beginning of period	\$ 13.76	\$ 12.30
Per share NAV end of period	\$ 9.32	\$ 37.96
Percentage change in per share NAV	(32.3)%	208.6%
Percentage change in benchmark	(32.0)%	209.3%
Benchmark annualized volatility	81.9%	89.7%

On Monday, October 26, 2020, the Chicago Futures Exchange (a subsidiary of the Chicago Board Options Exchange) changed the settlement time for the VIX futures contracts in which the Fund invests from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). As a result, on Monday, October 26, 2020, S&P Dow Jones Indices revised the index methodology for the S&P 500[®] VIX Short-Term Futures Index, the benchmark for ProShares VIX Short-Term Futures ETF, to reflect the new settlement time.

As a result of these changes to the settlement time for VIX futures contracts and the Index methodology, on Monday, October 26, 2020 the Fund changed its NAV calculation time from 4:15 p.m. (Eastern Time) to 4:00 p.m. (Eastern Time). Additional information about the calculation of NAV is included in the Fund's Prospectus.

During the three months ended March 31, 2021, the increase in the Fund's NAV resulted primarily from an increase from 21,326,317 outstanding Shares at December 31, 2020 to 37,501,317 outstanding Shares at March 31, 2021. 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 three months ended March 31, 2020, the decrease in the Fund's NAV resulted primarily from a decrease from 22,751,317 outstanding Shares at December 31, 2019 to 5,876,317 outstanding Shares at March 31, 2020. 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 daily performance of the S&P 500 VIX Short-Term Futures Index.

For the three months ended March 31, 2021 and 2020, 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 32.0% for the three months ended March 31, 2021, as compared to the Fund's per Share NAV increase of 208.6% for the three months ended March 31, 2020, was primarily due to a depreciation in the value of the assets held by the Fund during the three months ended March 31, 2021.

The benchmark's decline of 32.0% for the three months ended March 31, 2021, as compared to the benchmark's rise of 209.3% for the three months ended March 31, 2020, can be attributed to a decrease in the value of the near-term futures contracts on the VIX futures curve during the period ended March 31, 2021.

Net Income/Loss

The following table provides summary income information for the Fund for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net investment income (loss)	\$ (1,224,804)	\$ 144,025
Management fee	825,460	626,516
Brokerage commission	172,658	184,760
Net realized gain (loss)	(76,634,593)	325,737,788
Change in net unrealized appreciation (depreciation)	(53,430,854)	67,902,244
Net Income (loss)	\$ (131,290,251)	\$ 393,784,057

The Fund's net income decreased for the three months ended March 31, 2021 as compared to the three months ended March 31, 2020, primarily due to a decrease in the value of the futures prices during the three months ended March 31, 2021.

Item 3. 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 March 31, 2021 and 2020, each of the Fund's positions were as follows:

ProShares Short Euro:

As of March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to exchange rate price risk.

Futures Positions as of March 31, 2021

<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	June 2021	15	\$ 1.17	125,000	\$ (2,201,625)

Futures Positions as of March 31, 2020

<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	June 2020	17	\$ 1.11	125,000	\$ (2,348,019)

The March 31, 2021 and 2020 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to equity market volatility risk.

Futures Positions as of March 31, 2021

<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	April 2021	6,607	\$ 20.73	1,000	\$(136,989,538)
VIX Futures (Cboe)	Short	May 2021	5,590	22.68	1,000	(126,757,722)

Futures Positions as of March 31, 2020

<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	April 2020	4,392	\$ 46.78	1,000	\$(205,435,800)
VIX Futures (Cboe)	Short	May 2020	4,878	40.93	1,000	(199,632,150)

The March 31, 2021 and 2020 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 March 31, 2021 and 2020, 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 Commodity Balanced WTI Crude Oil IndexSM and Bloomberg WTI Crude Oil SubindexSM, respectively. The following tables provide information about the Fund’s positions in these Financial Instruments as of March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

<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	June 2021	8,933	\$ 59.18	1,000	\$ 528,654,940
WTI Crude Oil (NYMEX)	Long	December 2021	9,478	56.85	1,000	538,824,300
WTI Crude Oil (NYMEX)	Long	June 2022	9,857	54.72	1,000	539,375,040

Swap Agreements as of March 31, 2021

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
Bloomberg Commodity Balanced WTI Crude Oil Index	Goldman Sachs International	Long	\$49.0975	\$108,014,255
Bloomberg Commodity Balanced WTI Crude Oil Index	Morgan Stanley & Co. International PLC	Long	49.0975	202,730,402
Bloomberg Commodity Balanced WTI Crude Oil Index	Societe Generale	Long	49.0975	104,445,210
Bloomberg Commodity Balanced WTI Crude Oil Index	UBS AG	Long	49.0975	155,489,475

Futures Positions as of March 31, 2020

<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	May 2020	15,735	\$ 20.48	1,000	\$ 322,252,800

Swap Agreements as of March 31, 2020

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg WTI Crude Oil Subindex	Citibank, N.A.	Long	\$30.1606	\$ 103,616,044
Bloomberg WTI Crude Oil Subindex	Goldman Sachs International	Long	30.1606	129,822,430
Bloomberg WTI Crude Oil Subindex	Royal Bank of Canada	Long	30.1606	144,648,067
Bloomberg WTI Crude Oil Subindex	Societe Generale	Long	30.1606	32,149,931
Bloomberg WTI Crude Oil Subindex	UBS AG	Long	30.1606	137,973,564

The March 31, 2021 and 2020 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The March 31, 2021 and 2020 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Natural Gas (NYMEX)	Long	May 2021	5,698	\$ 2.61	10,000	\$ 148,603,840

Futures Positions as of March 31, 2020

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Natural Gas (NYMEX)	Long	May 2020	3,249	\$ 1.64	10,000	\$ 53,283,600

The March 31, 2021 and 2020 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of March 31, 2021

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Euro	Goldman Sachs International	Long	04/09/21	2,210,921	1.2082	\$ 2,671,235
Euro	UBS AG	Long	04/09/21	4,249,502	1.2075	5,131,458
Euro	UBS AG	Short	04/09/21	(276,000)	1.1884	(327,986)

Foreign Currency Forward Contracts as of March 31, 2020

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Euro	Goldman Sachs International	Long	04/03/20	5,798,921	1.1140	\$ 6,459,710
Euro	UBS AG	Long	04/03/20	5,578,220	1.1120	6,202,913
Euro	Goldman Sachs International	Short	04/03/20	(1,190,000)	1.1446	(1,362,084)
Euro	UBS AG	Short	04/03/20	(3,030,918)	1.0879	(3,297,458)

The March 31, 2021 and 2020 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 March 31, 2021 and 2020 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. The following tables provide information about the Fund’s positions in these Financial Instruments as of March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Gold Futures (COMEX)	Long	June 2021	722	\$1,715.60	100	\$ 123,866,320

Swap Agreements as of March 31, 2021

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Gold Subindex	Citibank, N.A.	Long	\$189.7346	\$ 105,063,244
Bloomberg Gold Subindex	Goldman Sachs International	Long	189.7346	90,791,674
Bloomberg Gold Subindex	UBS AG	Long	189.7346	109,293,502

Futures Positions as of March 31, 2020

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Gold Futures (COMEX)	Long	June 2020	482	\$1,596.60	100	\$ 76,956,120

Swap Agreements as of March 31, 2020

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Gold Subindex	Citibank, N.A.	Long	\$181.9712	\$ 62,978,399
Bloomberg Gold Subindex	Goldman Sachs International	Long	181.9712	62,167,791
Bloomberg Gold Subindex	UBS AG	Long	181.9712	54,777,259

The March 31, 2021 and 2020 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The March 31, 2021 and 2020 swap notional values equal units multiplied by the swap price. These notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract or swap 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 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 March 31, 2021 and 2020 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. The following tables provide information about the Fund’s positions in these Financial Instruments as of March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Silver Futures (COMEX)	Long	May 2021	1,667	\$ 24.53	5,000	\$ 204,474,220

Swap Agreements as of March 31, 2021

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Silver Subindex	Citibank, N.A.	Long	\$223.9196	\$ 291,359,450
Bloomberg Silver Subindex	Goldman Sachs International	Long	223.9196	218,805,087
Bloomberg Silver Subindex	Morgan Stanley & Co. International PLC	Long	223.9196	228,795,897
Bloomberg Silver Subindex	UBS AG	Long	223.9196	201,503,724

Futures Positions as of March 31, 2020

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Silver Futures (COMEX)	Long	May 2020	906	\$ 14.16	5,000	\$ 64,126,680

Swap Agreements as of March 31, 2020

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Silver Subindex	Citibank, N.A.	Long	\$133.7523	\$ 62,269,702
Bloomberg Silver Subindex	Goldman Sachs International	Long	133.7523	68,893,289
Bloomberg Silver Subindex	UBS AG	Long	133.7523	64,040,895

The March 31, 2021 and 2020 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The March 31, 2021 and 2020 swap notional values equal units multiplied by the swap price. These notional values will increase (decrease) proportionally with increases (decreases) in the price of the futures contract or swap 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 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to equity market volatility risk.

Futures Positions as of March 31, 2021

<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	April 2021	45,234	\$ 20.73	1,000	\$ 937,881,756
VIX Futures (Cboe)	Long	May 2021	38,279	22.68	1,000	868,006,948

Swap Agreements as of March 31, 2021

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
iPath Series B S&P 500 VIX Short-Term Futures ETN iNAV Index	Goldman Sachs International	Long	\$11.4000	\$ 120,270,000

Futures Positions as of March 31, 2020

<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	April 2020	8,867	\$ 46.78	1,000	\$ 414,753,925
VIX Futures (Cboe)	Long	May 2020	9,852	40.93	1,000	403,193,100

Swap Agreements as of March 31, 2020

<u>Reference Index</u>	<u>Counterparty</u>	<u>Long or Short</u>	<u>Index Close</u>	<u>Notional Amount at Value</u>
iPath Series B S&P 500 VIX Short-Term Futures ETN iNAV Index	Goldman Sachs International	Long	\$46.1923	\$ 71,236,931

The March 31, 2021 and 2020 futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The March 31, 2021 and 2020 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of March 31, 2021

<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	04/09/21	332,532,517	0.009354	\$3,110,368
Yen	UBS AG	Long	04/09/21	263,662,756	0.009355	2,466,565
Yen	UBS AG	Short	04/09/21	(21,110,000)	0.009176	(193,709)

Foreign Currency Forward Contracts as of March 31, 2020

<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	04/03/20	374,903,256	0.009352	\$3,506,173
Yen	UBS AG	Long	04/03/20	297,882,756	0.009332	2,779,768
Yen	Goldman Sachs International	Short	04/03/20	(35,997,739)	0.009386	(337,883)
Yen	UBS AG	Short	04/03/20	(34,490,000)	0.009184	(316,747)

The March 31, 2021 and 2020 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 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 UltraShort Australian Dollar:

As of March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to exchange rate price risk.

Futures Positions as of March 31, 2021

<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	June 2021	60	\$ 75.98	1,000	\$ (4,560,900)

Futures Positions as of March 31, 2020

<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	June 2020	234	\$ 61.53	1,000	\$ (14,374,620)

The March 31, 2021 and 2020 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 the 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 March 31, 2021 and 2020, 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 Commodity Balanced WTI Crude Oil IndexSM and Bloomberg WTI Crude Oil SubindexSM, respectively. The following tables provide information about the Fund’s positions in these Financial Instruments as of March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

<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	June 2021	1,020	\$ 59.18	1,000	\$ (60,363,600)
WTI Crude Oil (NYMEX)	Short	December 2021	1,082	56.85	1,000	(61,511,700)
WTI Crude Oil (NYMEX)	Short	June 2022	1,125	54.72	1,000	(61,560,000)

Futures Positions as of March 31, 2020

<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	May 2020	3,923	\$ 20.48	1,000	\$ (80,343,040)

Swap Agreements as of March 31, 2020

<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	\$30.1606	\$ (23,689,605)
Bloomberg WTI Crude Oil Subindex	Goldman Sachs International	Short	30.1606	(37,283,308)
Bloomberg WTI Crude Oil Subindex	Royal Bank of Canada	Short	30.1606	(35,979,891)
Bloomberg WTI Crude Oil Subindex	Societe Generale	Short	30.1606	(1,886,919)
Bloomberg WTI Crude Oil Subindex	UBS AG	Short	30.1606	(21,000,790)

The March 31, 2021 and 2020 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. March 31, 2021 and 2020 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 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 UltraShort Bloomberg Natural Gas:

As of March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

<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	May 2021	5,327	\$ 2.61	10,000	\$(138,928,160)

Futures Positions as of March 31, 2020

<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	May 2020	2,125	\$ 1.64	10,000	\$(34,850,000)

The March 31, 2021 and 2020 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 the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

ProShares UltraShort Euro:

As of March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of March 31, 2021

<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	04/09/21	12,078,000	1.1877	\$ 14,345,411
Euro	Goldman Sachs International	Short	04/09/21	(37,401,263)	1.2082	(45,188,206)
Euro	UBS AG	Short	04/09/21	(68,453,199)	1.2035	(82,380,948)

Foreign Currency Forward Contracts as of March 31, 2020

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Euro	Goldman Sachs International	Long	04/03/20	33,335,051	1.1208	\$ 37,363,018
Euro	UBS AG	Long	04/03/20	33,759,900	1.1016	37,188,671
Euro	Goldman Sachs International	Short	04/03/20	(76,098,314)	1.1136	(84,743,082)
Euro	UBS AG	Short	04/03/20	(160,480,099)	1.1067	(177,599,175)

The March 31, 2021 and 2020 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 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 UltraShort Gold:

As of March 31, 2021 and 2020 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. The following tables provide information about the Fund’s positions in these Financial Instruments as of March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Gold Futures (COMEX)	Short	June 2021	247	\$1,715.60	100	\$ (42,375,320)

Swap Agreements as of March 31, 2021

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Gold Subindex	Citibank, N.A.	Short	\$189.7346	\$ (14,224,080)
Bloomberg Gold Subindex	Goldman Sachs International	Short	189.7346	(14,746,325)
Bloomberg Gold Subindex	UBS AG	Short	189.7346	(11,127,395)

Futures Positions as of March 31, 2020

Contract	Long or Short	Expiration	Contracts	Valuation Price	Contract Multiplier	Notional Amount at Value
Gold Futures (COMEX)	Short	June 2020	127	\$1,596.60	100	\$ (20,276,820)

Swap Agreements as of March 31, 2020

Reference Index	Counterparty	Long or Short	Index Close	Notional Amount at Value
Bloomberg Gold Subindex	Citibank, N.A.	Short	\$181.9712	\$ (9,571,739)
Bloomberg Gold Subindex	Goldman Sachs International	Short	181.9712	(7,173,997)
Bloomberg Gold Subindex	UBS AG	Short	181.9712	(4,175,904)

The March 31, 2021 and 2020 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The March 31, 2021 and 2020 swap notional values equal units multiplied by the swap price. These short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract or swap 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 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 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 March 31, 2021 and 2020 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. The following tables provide information about the Fund’s positions in these Financial Instruments as of March 31, 2021 and 2020, which were sensitive to commodity price risk.

Futures Positions as of March 31, 2021

<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	May 2021	347	\$ 24.53	5,000	\$ (42,563,020)

Swap Agreements as of March 31, 2021

<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	\$223.9196	\$ (8,308,475)
Bloomberg Silver Subindex	Goldman Sachs International	Short	223.9196	(15,457,845)
Bloomberg Silver Subindex	Morgan Stanley & Co. International PLC	Short	223.9196	(8,697,261)
Bloomberg Silver Subindex	UBS AG	Short	223.9196	(15,222,974)

Futures Positions as of March 31, 2020

<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	May 2020	155	\$ 14.16	5,000	\$ (10,970,900)

Swap Agreements as of March 31, 2020

<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	\$133.7523	\$ (12,296,080)
Bloomberg Silver Subindex	Goldman Sachs International	Short	133.7523	(7,543,899)
Bloomberg Silver Subindex	UBS AG	Short	133.7523	(6,961,822)

The March 31, 2021 and 2020 short futures notional values are calculated by multiplying the number of contracts held times the valuation price times the contract multiplier. The March 31, 2021 and 2020 swap notional values equal units multiplied by the swap price. These short notional values will increase (decrease) proportionally with decreases (increases) in the price of the futures contract or swap 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 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 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to exchange rate price risk.

Foreign Currency Forward Contracts as of March 31, 2021

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Yen	UBS AG	Long	04/09/21	167,310,000	0.009212	\$ 1,541,327
Yen	Goldman Sachs International	Short	04/09/21	(2,009,085,165)	0.009354	(18,792,128)
Yen	UBS AG	Short	04/09/21	(5,895,178,875)	0.009324	(54,965,979)

Foreign Currency Forward Contracts as of March 31, 2020

Reference Currency	Counterparty	Long or Short	Settlement Date	Local Currency	Forward Rate	Market Value USD
Yen	Goldman Sachs International	Long	04/03/20	1,519,059,504	0.009552	\$ 14,509,954
Yen	UBS AG	Long	04/03/20	1,225,973,077	0.009320	11,425,593
Yen	Goldman Sachs International	Short	04/03/20	(3,356,532,669)	0.009327	(31,305,097)
Yen	UBS AG	Short	04/03/20	(5,767,995,952)	0.009251	(53,358,109)

The March 31, 2021 and 2020 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 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 VIX Mid-Term Futures ETF

As of March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to equity market volatility risk.

Futures Positions as of March 31, 2021

<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	July 2021	550	\$ 24.30	1,000	\$ 13,365,000
VIX Futures (Cboe)	Long	August 2021	1,016	24.45	1,000	24,842,318
VIX Futures (Cboe)	Long	September 2021	1,016	24.85	1,000	25,249,530
VIX Futures (Cboe)	Long	October 2021	466	25.01	1,000	11,653,868

Futures Positions as of March 31, 2020

<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	July 2020	228	\$ 33.93	1,000	\$ 7,734,900
VIX Futures (Cboe)	Long	August 2020	481	31.68	1,000	15,235,675
VIX Futures (Cboe)	Long	September 2020	481	30.10	1,000	14,478,100
VIX Futures (Cboe)	Long	October 2020	253	29.93	1,000	7,571,025

The March 31, 2021 and 2020 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 the 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 March 31, 2021 and 2020, 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 March 31, 2021 and 2020, which were sensitive to equity market volatility risk.

Futures Positions as of March 31, 2021

<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	April 2021	8,754	\$ 20.73	1,000	\$ 181,505,436
VIX Futures (Cboe)	Long	May 2021	7,407	22.68	1,000	167,959,651

Share

Futures Positions as of March 31, 2020

<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	April 2020	2,417	\$ 46.78	1,000	\$ 113,055,175
VIX Futures (Cboe)	Long	May 2020	2,684	40.93	1,000	109,842,700

The March 31, 2021 and 2020 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 the Annual Report on Form 10-K for additional information regarding performance for periods longer than a single day.

Qualitative Disclosure

As described in Item 7 in the 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 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 the 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 in Item 7 in the 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 in “Item 1A. Risk Factors” in the 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 in “Item 1A. Risk Factors” in the 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 in "Item 1A. Risk Factors" in the 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, 1.5x, or 2x), 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 in Item 7 of the Annual Report on Form 10-K, these adjustments are done through the use of various Financial Instruments. 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 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 should fall. As a result, the Fund's long exposure will generally need to be decreased. Net assets for Short Funds and UltraShort 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 4. 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 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, 2020, including providing 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 applicable 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.

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 quarter ended March 31, 2021 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 Quarterly Report on Form 10-Q, 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.

Part II. OTHER INFORMATION

Item 1. 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. Section 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 District Court consolidated the three actions and appointed lead plaintiffs and lead counsel. On January 3, 2020, the District Court granted defendants' motion to dismiss the consolidated class action in its entirety and ordered the case closed. On January 31, 2020, the plaintiffs filed a notice of appeal to the Second Circuit Court of Appeals. On March 4, 2021, the Second Circuit Court of Appeals heard oral argument. On March 15, 2021, the Second Circuit Court of Appeals found the plaintiffs' arguments to be without merit and affirmed the District Court's judgement.

Item 1A. Risk Factors.

Investments in futures contracts are subject to current position limits and accountability levels established by the exchanges. Accordingly, the Sponsor and the Funds may be required to reduce the size of outstanding positions or be restricted from entering into new positions that would otherwise be taken for a Fund or not trade in certain markets on behalf of the Fund in order to comply with those limits or any future limits. These restrictions, if implemented, could limit the ability of each Fund to invest in additional futures contracts, add to existing positions in the desired amount, or create additional Creation Units and could otherwise have a significant negative impact on Fund operations and performance, decreasing a Fund's correlation to the performance of its benchmark, and otherwise preventing a Fund from achieving its investment objective. On May 4, 2020, CME imposed a more restrictive position limit in September 2020 WTI oil futures contracts with respect to the Oil Funds. In response to CME's imposition of a more restrictive position limit, global developments, and other factors, the Sponsor modified certain of the Oil Funds' investment strategies to invest in longer-dated futures contracts. In early July 2020, in anticipation of the roll of the Oil Funds' benchmark, and in order to help manage the impact of recent extraordinary conditions and volatility in the markets for crude oil and related Financial Instruments, the Sponsor modified certain of the Oil Funds' investment strategies to invest in longer-dated futures contracts.

During April 2020, the collapse of demand for fuel as a result of economic conditions relating to COVID-19 and other factors created an oversupply of crude oil production that rapidly filled most available oil storage facilities. As a result, market participants who contractually promised to buy and take delivery of crude oil were unable to store the crude oil and were at risk of default under the terms of the May 2020 WTI crude oil futures contract. The scarcity in storage was widespread, and some market participants took the extreme measure of selling their futures contracts at a negative price (effectively paying another market participant to accept their crude oil). As a result, for the first time in history, a period of "extraordinary contango" resulted in certain crude oil futures contracts trading below zero. The effects of rolling futures contracts under extraordinary contango market conditions generally are more exaggerated than rolling futures contracts under contango market conditions and could cause significant losses. The oversupply of oil may continue, impacting futures contracts for other delivery months. Such circumstances may arise as a result of a number of factors, including the following: (1) disruptions in oil pipelines and other means to get oil out of storage and delivered to refineries (as might occur due to infrastructure deterioration, work stoppages, or weather/disaster); (2) any agreement by oil producing nations regarding production limits; or (3) potential government intervention (in the form of grants or other aid) to keep oil producers, and the workers they employ, in service. It is not possible to predict if or when these economic conditions will reverse. Any reversal of these conditions could have a significant negative impact on the performance of the Short Crude Oil Fund.

The price of futures contracts can change quickly and without warning. If the price of WTI crude oil futures contracts in the future were to decline significantly or reach a negative price, investors in the Ultra Crude Oil Fund could suffer significant losses or lose their entire investment.

Extreme market volatility and economic turbulence in the first part of 2020 has led to futures commission merchants increasing margin requirements for certain futures contracts, including nearer-dated WTI crude oil and other oil futures contracts. Some futures commission merchants may impose trading limitations, whether in the form of limits or prohibitions on trading oil futures contracts. If the Oil Funds are subject to increased margin requirements, they will incur increased costs and may not be able to achieve desired exposure. The Oil Funds may not be able to achieve their investment objective if they become subject to heightened margin requirements or trading limitations.

Natural Disasters and Public Health Disruptions, such as the COVID-19 Virus, May Have a Significant Negative Impact on the Performance of Each Fund

Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis and other severe weather-related phenomena generally, and widespread disease, including public health disruptions, pandemics and epidemics (for example, the novel coronavirus COVID-19), have been and may continue to be highly disruptive to economies and markets and have recently led, and may continue to lead, to increased or extreme market volatility, illiquidity and significant market losses. Such natural disaster and health crises could exacerbate political, social, and economic risks, and result in significant breakdowns, delays, shutdowns, social isolation, periods of high unemployment, shortages in and disruptions to the medical care and consumer goods and services industries, and other disruptions to important global, local and regional supply chains affected, with potential corresponding results on the operating performance of the Funds and their investments. For example, during March and April 2020, the U.S. federal government passed various legislation in response to the COVID-19 pandemic, the effects and results of which are uncertain. A climate of uncertainty and panic, including the contagion of infectious viruses or diseases, may adversely affect global, regional, and local economies and reduce the availability of potential investment opportunities and accuracy of economic projections. Further, such events can be highly disruptive to economies and markets, significantly disrupt the operations of individual companies (including, but not limited to, the Funds, the Funds' Sponsor and third party service providers), sectors, industries, markets, securities and commodity exchanges, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the Funds' investments. These factors can cause extreme market volatility, illiquidity, exchange trading suspensions and market closures. A widespread crisis, such as the COVID-19 pandemic, may also affect the global economy in ways that cannot necessarily be foreseen at the current time. How long such events will last and whether they will continue or recur cannot be predicted. Impacts from these events could have significant impact on a Fund's performance, and the value of an investment in the Fund may decline significantly.

Natural or environmental disasters or public health crisis, such as the COVID-19 pandemic and hurricanes, could result in sudden and large fluctuations in the supply of and demand for crude oil. For example, contemporaneous with the onset of the COVID-19 pandemic in the U.S., crude oil markets experienced shocks to supply of and demand for crude oil, which dramatically impacted the price of crude oil and futures contracts on crude oil and caused extreme volatility in the crude oil markets and crude oil futures markets.

The COVID-19 pandemic has already had, and may continue to have, a significant negative and unpredictable impact on the U.S. and global economy. For example, equity and other markets have experienced extreme declines and volatility. In April 2020, the unemployment rate in the U.S. was extremely high by historical standards. Further, the global slowdown in the economy contributed to a significant oversupply in the crude oil market, resulting in historic shocks to, and extreme volatility in, the price of oil and related derivatives contracts. It is not possible to predict when unemployment and market conditions will return to more normal levels.

Market downturns, disruptions or illiquidity as a result of, or related to, the COVID-19 pandemic can have a significant negative impact on the value of Fund portfolio investments, the operations of each Fund, the markets in which the Funds invest and the trading of Fund Shares in the secondary market. For example, market factors may adversely affect the price and liquidity of the Funds' investments and potentially increase margin and collateral requirements in ways that have a significant negative impact on Fund performance or make it difficult, or impossible, for a Fund to achieve its investment objective. Under these circumstances, a Fund could have difficulty finding counterparties to transactions, entering or exiting positions at favorable prices and could incur significant losses. Further, Fund counterparties may close out positions with the Funds without notice, at unfavorable times or unfavorable prices, or may choose to transact on a more limited basis (or not at all). In such cases, it may be difficult or impossible for a Fund to achieve the desired investment exposure consistent with its investment objective. These conditions also can impact the ability of the Funds to complete creation and redemption transactions and disrupt Fund trading in the secondary market.

Risk that Current Assumptions and Expectations Could Become Outdated As a Result of Global Economic Shocks

The onset of the novel coronavirus (COVID-19) has caused significant shocks to global financial markets and economies, with many governments taking extreme actions in an attempt to slow and contain the spread of COVID-19. These actions have had, and likely will continue to have, a severe economic impact on global economies as economic activity in some instances has essentially ceased. Financial markets across the globe are experiencing severe distress at least equal to what was experienced during the global financial crisis in 2008. U.S. equity markets entered a bear market in the fastest such move in the history of U.S. financial markets in March 2020. These and other global economic shocks as a result of the COVID-19 pandemic may cause the underlying assumptions and expectations concerning the investments, operations and performance of the Funds and secondary market trading of Fund Shares to become inaccurate or outdated quickly, resulting in significant and unexpected losses.

The Funds as well as the Sponsor and its service providers are vulnerable to the effects of public health crises, including the ongoing COVID-19 pandemic

Pandemics and other public health crises may cause a curtailment of business activities which may potentially impact the ability of the Sponsor and its service providers to operate. The COVID-19 pandemic (including any variants or issues relating to public acceptance of available vaccines) or a similar public health threat could adversely impact the Funds by causing operating delays and disruptions, market disruption and shutdowns (including as a result of government regulation and prevention measures). The COVID-19 pandemic has had and will likely continue to have serious negative effects on social, economic and financial systems, including significant uncertainty and volatility in the financial markets.

Governmental authorities and regulators throughout the world have, in the past, responded to major economic disruptions with a variety of fiscal and monetary policy changes, such as quantitative easing, new monetary programs and lower interest rates. An unexpected or quick reversal of these policies, or the ineffectiveness of these policies, is likely to increase volatility in the market generally, and could specifically increase volatility in the market for gold, which could adversely affect the price of the Funds. The outbreak could also cause the closure of futures exchanges, which could eliminate the ability of Authorized Participants to hedge purchases of Baskets, increasing trading costs and resulting in a sustained premium or discount in the shares of the Funds. The duration of the outbreak and its effects cannot be determined with any reasonable amount of certainty. A prolonged outbreak could result in an increase of the costs of the Funds, affect liquidity in the markets as well as the correlation between the price of the shares of the Funds and the net asset value of the Funds, any of which could adversely and materially affect the value of an investment in the Funds. The outbreak could impair information technology and other operational systems upon which the Funds' service providers rely and could otherwise disrupt the ability of the employees of such service providers to perform essential tasks on behalf of the Funds.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

a) None.

Not applicable.

Title of Securities Registered	Amount Registered As of March 31, 2021	Shares Sold For the Three Months Ended March 31, 2021	Sale Price of Shares Sold For the Three Months Ended March 31, 2021
ProShares Short Euro			
Common Units of Beneficial Interest	\$ 203,055,627	—	\$ —
ProShares Short VIX Short-Term Futures ETF			
Common Units of Beneficial Interest	\$ 1,418,967,805	2,400,000	\$ 98,109,468
ProShares Ultra Bloomberg Crude Oil			
Common Units of Beneficial Interest	\$ 2,698,414,797	2,350,000	\$ 117,044,190
ProShares Ultra Bloomberg Natural Gas			
Common Units of Beneficial Interest	\$ 386,032,584	3,400,000	\$ 76,480,823
ProShares Ultra Euro			
Common Units of Beneficial Interest	\$ 186,681,873	—	\$ —
ProShares Ultra Gold			
Common Units of Beneficial Interest	\$ 594,079,932	600,000	\$ 37,062,261
ProShares Ultra Silver			
Common Units of Beneficial Interest	\$ 817,900,286	2,400,000	\$ 120,399,635
ProShares Ultra VIX Short-Term Futures ETF			
Common Units of Beneficial Interest	\$ 6,066,240,184	196,300,000	\$ 1,939,143,031
ProShares Ultra Yen			
Common Units of Beneficial Interest	\$ 201,792,144	—	\$ —
ProShares UltraShort Australian Dollar			
Common Units of Beneficial Interest	\$ 159,935,804	—	\$ —
ProShares UltraShort Bloomberg Crude Oil			
Common Units of Beneficial Interest	\$ 1,124,471,841	7,800,000	\$ 64,302,979
ProShares UltraShort Bloomberg Natural Gas			
Common Units of Beneficial Interest	\$ 478,890,865	4,100,000	\$ 142,050,186
ProShares UltraShort Euro			
Common Units of Beneficial Interest	\$ 486,592,151	200,000	\$ 4,613,244
ProShares UltraShort Gold			
Common Units of Beneficial Interest	\$ 178,478,592	750,000	\$ 27,291,216
ProShares UltraShort Silver			
Common Units of Beneficial Interest	\$ 454,916,081	9,800,000	\$ 58,095,647
ProShares UltraShort Yen			
Common Units of Beneficial Interest	\$ 484,084,957	100,000	\$ 7,132,412
ProShares VIX Mid-Term Futures ETF			
Common Units of Beneficial Interest	\$ 332,636,785	400,000	\$ 15,879,994
ProShares VIX Short-Term Futures ETF			
Common Units of Beneficial Interest	\$ 1,128,860,082	25,325,000	\$ 326,892,710
Total Trust:		255,925,000	\$ 3,034,497,796

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

<u>Exhibit No.</u>	<u>Description of Document</u>
31.1	<u>Certification by Principal Executive Officer of the Trust Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (1)</u>
31.2	<u>Certification by Principal Financial Officer of the Trust Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (1)</u>
32.1*	<u>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 (1)</u>
32.2*	<u>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 (1)</u>
101.INS	XBRL Instance Document (1)
101.SCH	XBRL Taxonomy Extension Schema (1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (1)
101.LAB	XBRL Taxonomy Extension Label Linkbase (1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase (1)
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)	Filed herewith.
*	These certifications are furnished to the SEC pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this 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: May 7, 2021

/s/ Edward Karpowicz

By: Edward Karpowicz
Principal Financial and Accounting Officer
Date: May 7, 2021

**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 Quarterly Report on Form 10-Q of ProShares Trust II and each of its Funds;
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: May 7, 2021

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 Quarterly Report on Form 10-Q of ProShares Trust II and each of its Funds;
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: May 7, 2021

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 Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (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: May 7, 2021

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 Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (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 and Accounting 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: May 7, 2021

By: /s/ Edward Karpowicz
Name: Edward Karpowicz
Title: Principal Financial and Accounting Officer
ProShares Trust II