

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
ProShares Decline of the Retail Store ETF		82-3161682	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Ed Karpowicz	240-497-6487	ekarpowicz@proshares.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
7501 Wisconsin Avenue, Suite 1000E		Bethesda, MD 20814	
8 Date of action		9 Classification and description	
10/31/20		Common Stock- Regulated Investment Company	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
74347B367	N/A	EMTY	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ProShares Decline of the Retail Store ETF paid quarterly income distributions to common shareholders during the taxable year ended October 31, 2020. A portion of the distribution constitutes a non-taxable return of capital.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The portion of the distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of ProShares Decline of the Retail Store ETF. The non-taxable return of capital is as follows:

Distribution on Ex- Date:	Per Share Reduction of Basis in Common Stock
March 25, 2020	\$0.016555

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ ProShares Decline of the Retail Store ETF's current and accumulated earnings were compared to distributions paid during the year ended October 31, 2020. The non-taxable return of capital represents the amount of distributions paid during the taxable year ended October 31, 2020 in excess of ProShares Decline of the Retail Store ETF's current and accumulated earnings and profits under IRC Section 316.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
Internal Revenue Code Sections 301, 316, 852.

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
See Part II, Item 15 of this form for the per share amounts and dates of distributions impacted by this organizational action.
This organizational action is reportable with respect to calendar year 2020.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 3.29.2021
Print your name ▶ Troy Sheets Title ▶ Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.