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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 8, 2019**

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**ProShares Trust II**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34200**  
(Commission  
File No.)

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

**Michael L. Sapir  
c/o ProShare Capital Management LLC  
7501 Wisconsin Avenue  
Suite 1000E  
Bethesda, Maryland 20814  
(240) 497-6400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**James C. Munsell  
Kenny S. Terrero  
c/o Sidley Austin LLP  
787 Seventh Avenue  
New York, New York 10019  
and**

**Richard F. Morris  
c/o ProShare Capital Management LLC  
7501 Wisconsin Avenue  
Suite 1000E  
Bethesda, MD 20814**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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**Item 8.01 Other Events**

On January 29, 2019, ProShare Capital Management LLC (the “Sponsor”) and ProShares Trust II (the “Trust”) were named as defendants in a purported class action lawsuit filed in the United States District Court for the Southern District of New York, styled Ford v. ProShares Trust II et al. Generally, the complaint alleges that the defendants violated Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of and Rule 10b-5 under the Securities Exchange Act of 1934 by issuing untrue statements of material fact and omitting material facts in the prospectus for ProShares Short VIX Short-Term Futures ETF (“SVXY”), allegedly failing to state other facts necessary to make the statements made not misleading. Certain Principals of the Sponsor and Officers of the Trust were also named as defendants in this action, along with a number of others. Counsel for the Trust believes the complaint is without merit and that the lawsuit will not adversely impact the operation of the Trust, SVXY, or any of its other series. The Trust and the Sponsor intend to vigorously defend against this lawsuit.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 8, 2019

### **ProShares Trust II**

By: /s/ Todd B. Johnson

Todd B. Johnson  
Principal Executive Officer