

ANNUAL REPORT

DECEMBER 31, 2018

EUFX Short Euro
SVXY Short VIX Short-Term Futures ETF
UCO Ultra Bloomberg Crude Oil
BOIL Ultra Bloomberg Natural Gas
ULE Ultra Euro
UGL Ultra Gold
AGQ Ultra Silver
UVXY Ultra VIX Short-Term Futures ETF
YCL Ultra Yen
OILU UltraPro 3x Crude Oil ETF
OILD UltraPro 3x Short Crude Oil ETF
CROC UltraShort Australian Dollar
SCO UltraShort Bloomberg Crude Oil
KOLD UltraShort Bloomberg Natural Gas
EUO UltraShort Euro
GLL UltraShort Gold
ZSL UltraShort Silver
YCS UltraShort Yen
VIXM VIX Mid-Term Futures ETF
VIXY VIX Short-Term Futures ETF

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DEAR SHAREHOLDER:

I am pleased to present the ProShares Trust II Annual Report to shareholders for the 12 months ended December 31, 2018.

Commodities Log Another Difficult Year

Following a challenging 2017, commodities continued to face difficult conditions in 2018, declining 11.3% for the 12-month period, as measured by the Bloomberg Commodity Index. Oil prices plummeted late in the year, after rising to multi-year highs, as investors grew concerned about increasing oil supplies and a slowdown in global economic growth. Crude was down 20.5% for the year, according to the Bloomberg WTI Crude Oil Subindex.

Natural gas was down slightly, with the Bloomberg Natural Gas Subindex falling 0.1% for the 12-month period. Prices spiked in November as the nation experienced unusually cold conditions, but sank in December as milder weather returned.

Despite enjoying a relatively stable first half, precious metals suffered sharp declines during the summer months, pressured by a rising U.S. dollar and rising U.S. interest rates. A rising dollar made them more expensive for overseas buyers, while the fact that they offer no yield made them less attractive in the face of the rising yields offered by Treasuries. Gold and silver in particular rebounded somewhat in the fall, but not enough to recover lost ground. Gold declined 0.9% for the reporting period, as measured by the London Gold Price, while silver fell 8.6%, as measured by the London Silver Price.

Euro and Aussie Dollar Decline on Strong U.S. Dollar

Boosted by a robust economy and rising interest rates, the U.S. dollar rose 3.2% according to the Bloomberg Dollar Spot Index. The euro declined 4.8% against the dollar on signs of slowing European growth, political turmoil in Italy, and Brexit uncertainty, among other things. The Australian dollar fell 9.8% as the U.S.-China trade war hurt Chinese demand for Australia's natural resources. The growing divergence between Australian and U.S. interest rates also weighed on the Aussie dollar. Meanwhile, the yen rose 2.7%, as trade tensions and fears of slowing global growth preserved its appeal as a safe haven.

ProShares Trust II ETFs Provide an Array of Investment Tools

Whatever your view on commodities or currencies, ProShares Trust II ETFs offer you tools to help manage risk or potentially enhance your portfolio's return.

Thank you for the trust and confidence you have placed in us by investing in ProShares.

Sincerely,

Michael L. Sapir
Chief Executive Officer,
ProShare Capital Management LLC



Report of Independent Registered Public Accounting Firm

To the Sponsor of ProShares Trust II and Shareholders of each of the individual twenty funds listed below, comprising ProShares Trust II

Opinions on the Financial Statements

We have audited the accompanying combined and individual statements of financial condition, including the individual schedules of investments, of ProShares Trust II and each of the individual twenty funds listed below constituting ProShares Trust II (hereafter collectively referred to as the "Trust") as of December 31, 2018 and 2017, and the related combined and individual statements of operations, of changes in shareholders' equity and of cash flows for the respective periods described in (a), (b) and (c) below, including the related notes (collectively referred to as the "financial statements"). In our opinion, the combined and individual financial statements present fairly, in all material respects, the combined financial position of ProShares Trust II and the individual financial positions of each of the twenty funds listed below as of December 31, 2018 and 2017, and the combined and individual results of their operations and their cash flows for the respective periods described in (a), (b) and (c) below in conformity with accounting principles generally accepted in the United States of America.

ProShares Short Euro (a)	ProShares UltraShort Australian Dollar (a)
ProShares Short VIX Short-Term Futures ETF (a)	ProShares UltraShort Bloomberg Crude Oil (a)
ProShares Ultra Bloomberg Crude Oil (a)	ProShares UltraShort Bloomberg Natural Gas (a)
ProShares Ultra Bloomberg Natural Gas (a)	ProShares UltraShort Euro (a)
ProShares Ultra Euro (a)	ProShares UltraShort Gold (a)
ProShares Ultra Gold (a)	ProShares UltraShort Silver (a)
ProShares Ultra Silver (a)	ProShares UltraShort Yen (a)
ProShares Ultra VIX Short-Term Futures ETF (a)	ProShares VIX Mid-Term Futures ETF (a)
ProShares Ultra Yen (a)	ProShares VIX Short-Term Futures ETF (a)
ProShares UltraPro 3x Crude Oil ETF (b)	
ProShares UltraPro 3x Short Crude Oil ETF (b)	ProShares Trust II ("combined") (c)

- (a) *Statements of financial condition, including the schedules of investments, as of December 31, 2018 and 2017, and the related statements of operations, of changes in shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2018*
- (b) *Statements of financial condition, including the schedules of investments, as of December 31, 2018 and 2017, and the related statements of operations, of changes in shareholders' equity and of cash flows for the year ended December 31, 2018 and for the period January 13, 2017 (inception) through December 31, 2017*
- (c) *Statements of financial condition as of December 31, 2018 and 2017, and the related statements of operations, of changes in shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2018*

Basis for Opinions

The combined Trust and each of the individual fund's financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on the combined Trust's and each of the individual fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Trust and each of the individual funds in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of the combined Trust and each of the individual fund's financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined Trust's and each of the individual fund's financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the combined Trust's and each of the individual fund's financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the combined Trust's and each of the individual fund's financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the combined Trust's and each of the individual fund's financial statements. We believe that our audits provide a reasonable basis for our opinions.

Price Waterhouse Coopers LLP

Baltimore, Maryland
March 1, 2019

We have served as the auditor of ProShares Ultra Bloomberg Crude Oil, ProShares Ultra Euro, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Yen, ProShares UltraShort Bloomberg Crude Oil, ProShares UltraShort Euro, ProShares UltraShort Gold, ProShares UltraShort Silver, and ProShares UltraShort Yen since 2008.

We have served as the auditor of the combined ProShares Trust II, ProShares VIX Mid-Term Futures ETF, and ProShares VIX Short-Term Futures ETF since 2010.

We have served as the auditor of ProShares Short Euro, ProShares Short VIX Short-Term Futures ETF, ProShares Ultra Bloomberg Natural Gas, ProShares Ultra VIX Short-Term Futures ETF, ProShares UltraShort Australian Dollar, and ProShares UltraShort Bloomberg Natural Gas since 2011.

We have served as the auditor of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since 2017.

PROSHARES SHORT EURO
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$599,431 and \$6,996,595, respectively)	\$ 599,429	\$6,996,235
Cash	7,873,056	923,063
Segregated cash balances with brokers for futures contracts	151,800	122,430
Interest receivable	7,641	—
Total assets	<u>8,631,926</u>	<u>8,041,728</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	5,250	43,311
Payable to Sponsor	6,990	6,537
Total liabilities	<u>12,240</u>	<u>49,848</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	8,619,686	7,991,880
Total liabilities and shareholders' equity	<u>\$8,631,926</u>	<u>\$8,041,728</u>
Shares outstanding	<u>200,000</u>	<u>200,000</u>
Net asset value per share	<u>\$ 43.10</u>	<u>\$ 39.96</u>
Market value per share (Note 2)	<u>\$ 43.08</u>	<u>\$ 39.99</u>

See accompanying notes to financial statements.

PROSHARES SHORT EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(7% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.689% due 01/03/19	\$200,000	\$199,988
1.941% due 01/17/19	200,000	199,808
1.976% due 01/31/19	200,000	199,633
Total short-term U.S. government and agency obligations (cost \$599,431)		\$599,429

Futures Contracts Sold

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
Euro Fx Currency Futures – CME, expires March 2019	60	\$8,641,875	\$(43,281)

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

See accompanying notes to financial statements.

PROSHARES SHORT EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(88% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.033% due 01/18/18	\$7,000,000	\$6,996,235
Total short-term U.S. government and agency obligations (cost \$6,996,595)		\$6,996,235

Futures Contracts Sold

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
Euro Fx Currency Futures – CME, expires March 2018	53	\$8,000,019	\$(166,288)

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

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$123,954	\$ 75,953	\$ 32,959
Expenses			
Management fee	78,253	111,736	153,021
Brokerage commissions	1,244	1,844	2,666
Total expenses	79,497	113,580	155,687
Net investment income (loss)	44,457	(37,627)	(122,728)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	459,984	(1,161,987)	663,774
Short-term U.S. government and agency obligations	—	(384)	33
Net realized gain (loss)	459,984	(1,162,371)	663,807
Change in net unrealized appreciation/depreciation on			
Futures contracts	123,007	(299,188)	(110,538)
Short-term U.S. government and agency obligations	358	(381)	12
Change in net unrealized appreciation/depreciation	123,365	(299,569)	(110,526)
Net realized and unrealized gain (loss)	583,349	(1,461,940)	553,281
Net income (loss)	<u>\$627,806</u>	<u>\$(1,499,567)</u>	<u>\$ 430,553</u>

See accompanying notes to financial statements.

PROSHARES SHORT EURO

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$7,991,880	\$15,770,088	\$17,510,898
Addition of -, - and 50,000 shares, respectively	—	—	2,109,382
Redemption of -, 150,000 and 100,005 shares, respectively	—	(6,278,641)	(4,280,745)
Net addition (redemption) of -, (150,000) and (50,005) shares, respectively	—	(6,278,641)	(2,171,363)
Net investment income (loss)	44,457	(37,627)	(122,728)
Net realized gain (loss)	459,984	(1,162,371)	663,807
Change in net unrealized appreciation/depreciation	123,365	(299,569)	(110,526)
Net income (loss)	627,806	(1,499,567)	430,553
Shareholders' equity, end of period	\$8,619,686	\$ 7,991,880	\$15,770,088

See accompanying notes to financial statements.

PROSHARES SHORT EURO
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 627,806	\$ (1,499,567)	\$ 430,553
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	(371,708,641)	(52,920,382)	(53,315,548)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	378,200,000	59,163,769	55,336,935
Net amortization and accretion on short-term U.S. government and agency obligations	(94,195)	(75,559)	(32,959)
Net realized gain (loss) on investments	—	384	(33)
Change in unrealized appreciation/depreciation on investments	(358)	381	(12)
Decrease (Increase) in receivable on futures contracts	—	—	84,235
Decrease (Increase) in interest receivable	(7,641)	—	—
Increase (Decrease) in payable to Sponsor	453	(6,149)	(1,409)
Increase (Decrease) in payable on futures contracts	(38,061)	(33,355)	76,666
Net cash provided by (used in) operating activities ...	<u>6,979,363</u>	<u>4,629,522</u>	<u>2,578,428</u>
Cash flow from financing activities			
Proceeds from addition of shares	—	—	2,109,382
Payment on shares redeemed	—	(6,278,641)	(4,280,745)
Net cash provided by (used in) financing activities ...	<u>—</u>	<u>(6,278,641)</u>	<u>(2,171,363)</u>
Net increase (decrease) in cash	6,979,363	(1,649,119)	407,065
Cash, beginning of period	1,045,493	2,694,612	2,287,547
Cash, end of period	<u>\$ 8,024,856</u>	<u>\$ 1,045,493</u>	<u>\$ 2,694,612</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$— and \$494,962,509, respectively)	\$ —	\$494,910,644
Cash	180,835,767	1,468,000
Segregated cash balances with brokers for futures contracts	116,062,688	299,200,276
Receivable on open futures contracts	63,300,889	20,758,850
Interest receivable	142,222	—
Total assets	<u>360,341,566</u>	<u>816,337,770</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	44,817,710
Payable on open futures contracts	15,448,037	528,750
Payable to Sponsor	297,266	827,439
Total liabilities	<u>15,745,303</u>	<u>46,173,899</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	344,596,263	770,163,871
Total liabilities and shareholders' equity	<u>\$360,341,566</u>	<u>\$816,337,770</u>
Shares outstanding (Note 1)	<u>8,134,307</u>	<u>1,512,500</u>
Net asset value per share (Note 1)	<u>\$ 42.36</u>	<u>\$ 509.20</u>
Market value per share (Note 1) (Note 2)	<u>\$ 42.30</u>	<u>\$ 512.84</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
VIX Futures – CBOE, expires January 2019	4,103	\$99,190,025	\$(15,386,661)
VIX Futures – CBOE, expires February 2019	3,282	73,106,550	910,460
			<u>\$(14,476,201)</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(64% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.209% due 02/08/18 [†]	\$36,000,000	\$ 35,954,122
1.080% due 02/15/18	70,000,000	69,893,908
1.145% due 02/22/18 [†]	87,000,000	86,846,558
1.155% due 03/01/18	60,000,000	59,876,748
1.256% due 03/08/18	70,000,000	69,835,696
1.271% due 03/15/18	63,000,000	62,837,460
1.277% due 03/22/18	75,000,000	74,780,280
1.267% due 03/29/18	35,000,000	34,885,872
Total short-term U.S. government and agency obligations (cost		
\$494,962,509)		<u>\$494,910,644</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
VIX Futures – CBOE, expires January 2018	38,015	\$436,222,125	\$21,493,549
VIX Futures – CBOE, expires February 2018	26,693	332,995,175	(4,452,100)
			<u>\$17,041,449</u>

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

[†] All or partial amount pledged as collateral for futures contracts.

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 5,721,966	\$ 6,001,679	\$ 1,126,057
Expenses			
Management fee	5,617,477	7,147,223	4,448,808
Brokerage commissions	2,162,086	4,226,442	2,074,099
Brokerage fees	151,758	1,558	—
Total expenses	<u>7,931,321</u>	<u>11,375,223</u>	<u>6,522,907</u>
Net investment income (loss)	<u>(2,209,355)</u>	<u>(5,373,544)</u>	<u>(5,396,850)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(1,885,564,719)	897,400,516	440,391,389
Short-term U.S. government and agency obligations	<u>(259,113)</u>	<u>(443)</u>	<u>(11,670)</u>
Net realized gain (loss)	<u>(1,885,823,832)</u>	<u>897,400,073</u>	<u>440,379,719</u>
Change in net unrealized appreciation/depreciation on			
Futures contracts	(31,517,650)	27,351,060	(21,056,026)
Short-term U.S. government and agency obligations	<u>51,865</u>	<u>(56,560)</u>	<u>(6,824)</u>
Change in net unrealized appreciation/depreciation	<u>(31,465,785)</u>	<u>27,294,500</u>	<u>(21,062,850)</u>
Net realized and unrealized gain (loss)	<u>(1,917,289,617)</u>	<u>924,694,573</u>	<u>419,316,869</u>
Net income (loss)	<u><u>\$ (1,919,498,972)</u></u>	<u><u>\$ 919,321,029</u></u>	<u><u>\$ 413,920,019</u></u>

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 770,163,871	\$ 228,075,387	\$ 642,811,361
Addition of 19,000,000, 13,137,500 and 26,475,000 shares, respectively (Note 1)	2,433,234,181	3,985,678,031	2,867,628,691
Redemption of 12,378,193, 12,875,000 and 31,550,020 shares, respectively (Note 1)	(939,302,817)	(4,362,910,576)	(3,696,284,684)
Net addition (redemption) of 6,621,807, 262,500 and (5,075,020) shares, respectively (Note 1)	1,493,931,364	(377,232,545)	(828,655,993)
Net investment income (loss)	(2,209,355)	(5,373,544)	(5,396,850)
Net realized gain (loss)	(1,885,823,832)	897,400,073	440,379,719
Change in net unrealized appreciation/depreciation	(31,465,785)	27,294,500	(21,062,850)
Net income (loss)	(1,919,498,972)	919,321,029	413,920,019
Shareholders' equity, end of period	<u>\$ 344,596,263</u>	<u>\$ 770,163,871</u>	<u>\$ 228,075,387</u>

See accompanying notes to financial statements.

PROSHARES SHORT VIX SHORT-TERM FUTURES ETF

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (1,919,498,972)	\$ 919,321,029	\$ 413,920,019
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	(23,270,517,650)	(7,250,717,757)	(2,915,165,614)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	23,768,116,025	6,931,640,345	3,281,269,459
Net amortization and accretion on short-term U.S. government and agency obligations	(2,894,979)	(5,493,799)	(1,126,057)
Net realized gain (loss) on investments	259,113	443	11,670
Change in unrealized appreciation/depreciation on investments	(51,865)	56,560	6,824
Decrease (Increase) in receivable on futures contracts	(42,542,039)	(19,699,432)	(1,059,418)
Decrease (Increase) in interest receivable	(142,222)	—	—
Increase (Decrease) in payable to Sponsor	(530,173)	597,228	(277,306)
Increase (Decrease) in payable on futures contracts	14,919,287	203,750	(1,095,271)
Net cash provided by (used in) operating activities	<u>(1,452,883,475)</u>	<u>575,908,367</u>	<u>776,484,306</u>
Cash flow from financing activities			
Proceeds from addition of shares	2,433,234,181	3,985,678,031	2,877,792,848
Payment on shares redeemed	<u>(984,120,527)</u>	<u>(4,318,092,866)</u>	<u>(3,725,781,791)</u>
Net cash provided by (used in) financing activities	<u>1,449,113,654</u>	<u>(332,414,835)</u>	<u>(847,988,943)</u>
Net increase (decrease) in cash	(3,769,821)	243,493,532	(71,504,637)
Cash, beginning of period	<u>300,668,276</u>	<u>57,174,744</u>	<u>128,679,381</u>
Cash, end of period	<u>\$ 296,898,455</u>	<u>\$ 300,668,276</u>	<u>\$ 57,174,744</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$280,497,709 and \$459,543,053, respectively)	\$280,502,900	\$459,515,902
Cash	123,257,905	1,532,748
Segregated cash balances with brokers for futures contracts	13,563,407	8,796,755
Segregated cash balances with brokers for swap agreements	11,197,000	—
Unrealized appreciation on swap agreements	—	62,238,361
Receivable from capital shares sold	12,991,664	—
Receivable on open futures contracts	190,440	2,242,001
Interest receivable	62,514	—
Total assets	<u>441,765,830</u>	<u>534,325,767</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	9,464,420
Payable on open futures contracts	311,815	—
Payable to Sponsor	287,236	415,821
Unrealized depreciation on swap agreements	72,767,125	—
Total liabilities	<u>73,366,176</u>	<u>9,880,241</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	<u>368,399,654</u>	<u>524,445,526</u>
Total liabilities and shareholders' equity	<u>\$441,765,830</u>	<u>\$534,325,767</u>
Shares outstanding	<u>28,211,317</u>	<u>22,161,317</u>
Net asset value per share	<u>\$ 13.06</u>	<u>\$ 23.66</u>
Market value per share (Note 2)	<u>\$ 13.30</u>	<u>\$ 23.44</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(76% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/03/19 [†]	\$15,000,000	\$ 14,999,078
2.287% due 01/17/19 [†]	91,000,000	90,912,794
2.260% due 01/31/19 [†]	90,000,000	89,834,697
2.400% due 02/14/19 [†]	85,000,000	84,756,331
Total short-term U.S. government and agency obligations (cost \$280,497,709)		<u><u>\$280,502,900</u></u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2019	3,121	\$142,692,120	\$(14,040,301)

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)*</u>	<u>Termination Date</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg WTI Crude Oil Subindex ..	0.18%	01/07/19	\$192,061,821	\$(22,752,565)
Swap agreement with Goldman Sachs International based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	112,179,333	(15,691,687)
Swap agreement with Royal Bank of Canada based on Bloomberg WTI Crude Oil Subindex	0.23	01/07/19	113,997,533	(13,836,386)
Swap agreement with Societe Generale based on Bloomberg WTI Crude Oil Subindex ..	0.25	01/07/19	38,382,074	(5,206,589)
Swap agreement with UBS AG based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	137,242,162	<u>(15,279,898)</u>
Total Unrealized Depreciation				<u><u>\$(72,767,125)</u></u>

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

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents “long” exposure to the benchmark index. A negative amount represents “short” exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(88% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.001% due 01/04/18 [†]	\$63,000,000	\$ 62,996,081
1.022% due 01/11/18 [†]	63,000,000	62,982,203
1.033% due 01/18/18 [†]	38,000,000	37,979,564
1.082% due 01/25/18 [†]	47,000,000	46,962,616
1.146% due 02/01/18 [†]	41,000,000	40,957,635
1.118% due 02/08/18 [†]	61,000,000	60,922,262
1.080% due 02/15/18 [†]	50,000,000	49,924,220
1.145% due 02/22/18 [†]	18,000,000	17,968,253
1.223% due 03/01/18 [†]	29,000,000	28,940,428
1.256% due 03/08/18 [†]	50,000,000	49,882,640
Total short-term U.S. government and agency obligations (cost \$459,543,053) . . .		\$459,515,902

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
WTI Crude Oil – NYMEX, expires March 2018	3,854	\$232,935,760	\$11,945,979

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 Crude Oil Sub-Index	0.18%	01/08/18	\$268,156,276	\$19,815,892
Swap agreement with Goldman Sachs International based on Bloomberg Crude Oil Sub-Index	0.25	01/08/18	213,961,079	16,654,031
Swap agreement with Societe Generale based on Bloomberg Crude Oil Sub-Index	0.25	01/08/18	122,285,969	9,003,519
Swap agreement with UBS AG based on Bloomberg Crude Oil Sub-Index	0.25	01/08/18	211,563,368	16,764,919
Total Unrealized Appreciation				\$62,238,361

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

[^] The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

^{*} Reflects the floating financing rate, as of December 31, 2017, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

^{**} For swap agreements, a positive amount represents “long” exposure to the benchmark index. A negative amount represents “short” exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 7,041,517	\$ 5,982,049	\$ 2,170,633
Expenses			
Management fee	3,918,014	7,120,247	8,263,078
Brokerage commissions	100,695	241,263	538,935
Total expenses	4,018,709	7,361,510	8,802,013
Net investment income (loss)	3,022,808	(1,379,461)	(6,631,380)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(3,149,395)	28,048,922	43,093,616
Swap agreements	24,906,389	(5,902,710)	30,967,424
Short-term U.S. government and agency obligations	(2,307)	(14,496)	(17,374)
Net realized gain (loss)	21,754,687	22,131,716	74,043,666
Change in net unrealized appreciation/depreciation on			
Futures contracts	(25,986,280)	6,408,814	23,466,479
Swap agreements	(135,005,486)	6,879,790	127,535,160
Short-term U.S. government and agency obligations	32,342	(30,855)	5,463
Change in net unrealized appreciation/depreciation ...	(160,959,424)	13,257,749	151,007,102
Net realized and unrealized gain (loss)	(139,204,737)	35,389,465	225,050,768
Net income (loss)	\$(136,181,929)	\$34,010,004	\$218,419,388

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 524,445,526	\$ 933,731,860	\$ 783,922,475
Addition of 24,600,000, 68,500,000 and 62,875,000 shares, respectively	518,136,436	1,156,816,574	1,094,604,444
Redemption of 18,550,000, 86,352,616 and 54,025,001 shares, respectively	(538,000,379)	(1,600,112,912)	(1,163,214,447)
Net addition (redemption) of 6,050,000, (17,852,616) and 8,849,999 shares, respectively	(19,863,943)	(443,296,338)	(68,610,003)
Net investment income (loss)	3,022,808	(1,379,461)	(6,631,380)
Net realized gain (loss)	21,754,687	22,131,716	74,043,666
Change in net unrealized appreciation/depreciation	(160,959,424)	13,257,749	151,007,102
Net income (loss)	(136,181,929)	34,010,004	218,419,388
Shareholders' equity, end of period	<u>\$ 368,399,654</u>	<u>\$ 524,445,526</u>	<u>\$ 933,731,860</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG CRUDE OIL

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (136,181,929)	\$ 34,010,004	\$ 218,419,388
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	(15,528,795,124)	(6,401,999,444)	(3,746,504,691)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	15,714,465,442	6,833,376,973	3,661,263,949
Net amortization and accretion on short-term U.S. government and agency obligations	(6,627,281)	(5,888,775)	(2,170,633)
Net realized gain (loss) on investments	2,307	14,496	17,374
Change in unrealized appreciation/depreciation on investments	134,973,144	(6,848,935)	(127,540,623)
Decrease (Increase) in receivable on futures contracts	2,051,561	(2,242,001)	5,150,763
Decrease (Increase) in interest receivable	(62,514)	—	—
Increase (Decrease) in payable to Sponsor	(128,585)	(397,278)	176,115
Increase (Decrease) in brokerage commissions payable	—	(2,332)	(22,668)
Increase (Decrease) in payable on futures contracts	311,815	(1,993,438)	1,993,438
Net cash provided by (used in) operating activities	180,008,836	448,029,270	10,782,412
Cash flow from financing activities			
Proceeds from addition of shares	505,144,772	1,156,816,574	1,099,498,953
Payment on shares redeemed	(547,464,799)	(1,616,527,496)	(1,139,850,399)
Net cash provided by (used in) financing activities	(42,320,027)	(459,710,922)	(40,351,446)
Net increase (decrease) in cash	137,688,809	(11,681,652)	(29,569,034)
Cash, beginning of period	10,329,503	22,011,155	51,580,189
Cash, end of period	<u>\$ 148,018,312</u>	<u>\$ 10,329,503</u>	<u>\$ 22,011,155</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$8,380,716 and \$50,963,586, respectively)	\$ 8,380,427	\$50,961,356
Cash	731,158	4,417,324
Segregated cash balances with brokers for futures contracts	6,299,444	10,299,573
Receivable from capital shares sold	2,528,757	326,440
Receivable on open futures contracts	—	1,520,156
Interest receivable	11,508	—
Total assets	<u>17,951,294</u>	<u>67,524,849</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	4,211,794
Payable on open futures contracts	3,309,741	—
Payable to Sponsor	24,113	44,105
Total liabilities	<u>3,333,854</u>	<u>4,255,899</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	14,617,440	63,268,950
Total liabilities and shareholders' equity	<u>\$17,951,294</u>	<u>\$67,524,849</u>
Shares outstanding (Note 1)	<u>578,150</u>	<u>1,938,434</u>
Net asset value per share (Note 1)	<u>\$ 25.28</u>	<u>\$ 32.64</u>
Market value per share (Note 1) (Note 2)	<u>\$ 25.82</u>	<u>\$ 32.50</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(57% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.635% due 01/03/19	\$ 800,000	\$ 799,951
1.884% due 01/17/19	700,000	699,329
1.924% due 01/31/19	900,000	898,347
2.362% due 02/14/19	6,000,000	<u>5,982,800</u>
Total short-term U.S. government and agency obligations (cost \$8,380,716)		<u><u>\$8,380,427</u></u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Natural Gas – NYMEX, expires March 2019	1,025	\$29,222,750	\$(10,323,163)

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

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(81% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.000% due 01/04/18	\$16,000,000	\$15,999,005
1.001% due 01/11/18	9,000,000	8,997,457
1.033% due 01/18/18	6,000,000	5,996,773
1.040% due 02/01/18	8,000,000	7,991,734
1.145% due 02/22/18	9,000,000	8,984,127
1.271% due 03/15/18	3,000,000	2,992,260
Total short-term U.S. government and agency obligations (cost \$50,963,586) . . .		\$50,961,356

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
Natural Gas – NYMEX, expires March 2018	4,355	\$126,556,300	\$7,225,810

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

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 489,924	\$ 339,079	\$ 72,943
Expenses			
Management fee	305,706	446,589	325,435
Brokerage commissions	87,899	126,252	131,994
Total expenses	393,605	572,841	457,429
Net investment income (loss)	96,319	(233,762)	(384,486)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	21,092,864	(40,793,265)	17,571,809
Short-term U.S. government and agency obligations	(31)	(1,021)	(698)
Net realized gain (loss)	21,092,833	(40,794,286)	17,571,111
Change in net unrealized appreciation/depreciation on			
Futures contracts	(17,548,973)	4,689,090	(3,776,159)
Short-term U.S. government and agency obligations	1,941	(2,494)	(819)
Change in net unrealized appreciation/depreciation	(17,547,032)	4,686,596	(3,776,978)
Net realized and unrealized gain (loss)	3,545,801	(36,107,690)	13,794,133
Net income (loss)	\$ 3,642,120	\$(36,341,452)	\$13,409,647

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 63,268,950	\$ 43,203,386	\$ 38,851,184
Addition of 1,600,000, 2,510,000 and 690,000 shares, respectively (Note 1)	53,884,378	106,004,594	40,783,818
Redemption of 2,960,284, 1,030,000 and 650,000 shares, respectively (Note 1)	(106,178,008)	(49,597,578)	(49,841,263)
Net addition (redemption) of (1,360,284), 1,480,000 and 40,000 shares, respectively (Note 1)	(52,293,630)	56,407,016	(9,057,445)
Net investment income (loss)	96,319	(233,762)	(384,486)
Net realized gain (loss)	21,092,833	(40,794,286)	17,571,111
Change in net unrealized appreciation/depreciation	(17,547,032)	4,686,596	(3,776,978)
Net income (loss)	3,642,120	(36,341,452)	13,409,647
Shareholders' equity, end of period	<u>\$ 14,617,440</u>	<u>\$ 63,268,950</u>	<u>\$ 43,203,386</u>

See accompanying notes to financial statements.

PROSHARES ULTRA BLOOMBERG NATURAL GAS

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 3,642,120	\$ (36,341,452)	\$ 13,409,647
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	(1,789,009,201)	(400,640,972)	(136,277,314)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,831,997,907	386,173,028	126,972,823
Net amortization and accretion on short-term U.S. government and agency obligations	(405,867)	(313,279)	(72,943)
Net realized gain (loss) on investments	31	1,021	698
Change in unrealized appreciation/depreciation on investments	(1,941)	2,494	819
Decrease (Increase) in receivable on futures contracts	1,520,156	(1,520,156)	3,065,769
Decrease (Increase) in interest receivable	(11,508)	—	—
Increase (Decrease) in payable to Sponsor	(19,992)	8,069	10,926
Increase (Decrease) in brokerage commissions payable	—	(433)	(3,190)
Increase (Decrease) in payable on futures contracts	3,309,741	(1,528,005)	1,528,005
Net cash provided by (used in) operating activities	51,021,446	(54,159,685)	8,635,240
Cash flow from financing activities			
Proceeds from addition of shares	51,682,061	105,678,154	40,783,818
Payment on shares redeemed	(110,389,802)	(45,385,784)	(49,841,263)
Net cash provided by (used in) financing activities	(58,707,741)	60,292,370	(9,057,445)
Net increase (decrease) in cash	(7,686,295)	6,132,685	(422,205)
Cash, beginning of period	14,716,897	8,584,212	9,006,417
Cash, end of period	\$ 7,030,602	\$ 14,716,897	\$ 8,584,212

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$1,496,665 and \$6,996,595, respectively)	\$1,496,658	\$6,996,235
Cash	5,068,270	1,416,427
Segregated cash balances with brokers for foreign currency forward contracts	921,000	922,000
Unrealized appreciation on foreign currency forward contracts	61,971	321,609
Interest receivable	6,718	—
Total assets	<u>7,554,617</u>	<u>9,656,271</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	6,015	7,298
Unrealized depreciation on foreign currency forward contracts	4,033	57,457
Total liabilities	<u>10,048</u>	<u>64,755</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	7,544,569	9,591,516
Total liabilities and shareholders' equity	<u>\$7,554,617</u>	<u>\$9,656,271</u>
Shares outstanding	<u>500,000</u>	<u>550,000</u>
Net asset value per share	<u>\$ 15.09</u>	<u>\$ 17.44</u>
Market value per share (Note 2)	<u>\$ 15.12</u>	<u>\$ 17.46</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(20% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.635% due 01/03/19	\$ 200,000	\$ 199,988
1.884% due 01/17/19	100,000	99,904
1.924% due 01/31/19	200,000	199,633
2.427% due 02/14/19	1,000,000	997,133
Total short-term U.S. government and agency obligations (cost \$1,496,665)		\$1,496,658

Foreign Currency Forward Contracts^

	Settlement Date	Contract Amount in Local Currency	Contract Amount in U.S. Dollars	Unrealized Appreciation (Depreciation)/ Value
Contracts to Purchase				
Euro with Goldman Sachs International	01/11/19	7,046,525	\$8,079,203	\$28,315
Euro with UBS AG	01/11/19	6,507,700	7,461,414	33,656
Total Unrealized Appreciation				\$61,971
Contracts to Sell				
Euro with Goldman Sachs International	01/11/19	(206,300)	\$ (236,533)	\$ (2,106)
Euro with UBS AG	01/11/19	(203,200)	(232,979)	(1,927)
Total Unrealized Depreciation				\$(4,033)

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(73% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.033% due 01/18/18†	\$7,000,000	\$6,996,235
Total short-term U.S. government and agency obligations (cost \$6,996,595)		\$6,996,235

Foreign Currency Forward Contracts^

	Settlement Date	Contract Amount in Local Currency	Contract Amount in U.S. Dollars	Unrealized Appreciation (Depreciation)/ Value
Contracts to Purchase				
Euro with Goldman Sachs International	01/12/18	8,921,525	\$10,550,545	\$159,093
Euro with UBS AG	01/12/18	10,174,300	12,050,988	162,516
Total Unrealized Appreciation				\$321,609
Contracts to Sell				
Euro with Goldman Sachs International	01/12/18	(3,071,600)	\$(3,630,563)	\$(56,669)
Euro with UBS AG	01/12/18	(37,900)	(44,709)	(788)
Total Unrealized Depreciation				\$(57,457)

† All or partial amount pledged as collateral for foreign currency forward contracts.
^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.
^^ Rates shown represents discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 112,904	\$ 94,761	\$ 25,015
Expenses			
Management fee	82,081	124,543	99,537
Total expenses	82,081	124,543	99,537
Net investment income (loss)	30,823	(29,782)	(74,522)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	(1,063,823)	2,212,313	138,959
Short-term U.S. government and agency obligations	7	(87)	154
Net realized gain (loss)	(1,063,816)	2,212,226	139,113
Change in net unrealized appreciation/depreciation on			
Foreign currency forward contracts	(206,214)	838,162	(1,178,930)
Short-term U.S. government and agency obligations	353	(462)	505
Change in net unrealized appreciation/depreciation	(205,861)	837,700	(1,178,425)
Net realized and unrealized gain (loss)	(1,269,677)	3,049,926	(1,039,312)
Net income (loss)	<u>\$(1,238,854)</u>	<u>\$3,020,144</u>	<u>\$(1,113,834)</u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 9,591,516	\$ 11,914,585	\$10,857,730
Addition of 150,000, 1,600,000 and 300,000 shares, respectively	2,653,492	25,220,169	4,628,749
Redemption of 200,000, 1,900,000 and 150,014 shares, respectively	<u>(3,461,585)</u>	<u>(30,563,382)</u>	<u>(2,458,060)</u>
Net addition (redemption) of (50,000), (300,000) and 149,986 shares, respectively	<u>(808,093)</u>	<u>(5,343,213)</u>	<u>2,170,689</u>
Net investment income (loss)	30,823	(29,782)	(74,522)
Net realized gain (loss)	(1,063,816)	2,212,226	139,113
Change in net unrealized appreciation/depreciation	<u>(205,861)</u>	<u>837,700</u>	<u>(1,178,425)</u>
Net income (loss)	<u>(1,238,854)</u>	<u>3,020,144</u>	<u>(1,113,834)</u>
Shareholders' equity, end of period	<u><u>\$ 7,544,569</u></u>	<u><u>\$ 9,591,516</u></u>	<u><u>\$11,914,585</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA EURO
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (1,238,854)	\$ 3,020,144	\$ (1,113,834)
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	(444,810,526)	(57,793,329)	(48,066,675)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	450,399,612	62,783,137	47,805,780
Net amortization and accretion on short-term U.S. government and agency obligations	(89,149)	(94,761)	(25,015)
Net realized gain (loss) on investments	(7)	87	(154)
Change in unrealized appreciation/depreciation on investments	205,861	(837,700)	1,178,425
Decrease (Increase) in interest receivable	(6,718)	—	—
Increase (Decrease) in payable to Sponsor	(1,283)	(2,331)	(415)
Net cash provided by (used in) operating activities . . .	<u>4,458,936</u>	<u>7,075,247</u>	<u>(221,888)</u>
Cash flow from financing activities			
Proceeds from addition of shares	2,653,492	25,220,169	4,628,749
Payment on shares redeemed	(3,461,585)	(30,563,382)	(4,027,778)
Net cash provided by (used in) financing activities . . .	<u>(808,093)</u>	<u>(5,343,213)</u>	<u>600,971</u>
Net increase (decrease) in cash	3,650,843	1,732,034	379,083
Cash, beginning of period	2,338,427	606,393	227,310
Cash, end of period	<u>\$ 5,989,270</u>	<u>\$ 2,338,427</u>	<u>\$ 606,393</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$41,941,207 and \$88,890,367, respectively)	\$41,941,734	\$88,884,844
Cash	32,035,747	1,237,103
Segregated cash balances with brokers for futures contracts	179,296	8,800
Segregated cash balances with brokers for forward agreements	8,883,000	—
Unrealized appreciation on forward agreements	4,253,301	3,646,355
Receivable on open futures contracts	—	2,420
Interest receivable	15,303	—
Total assets	<u>87,308,381</u>	<u>93,779,522</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	3,712,654	—
Payable on open futures contracts	7,990	—
Payable to Sponsor	64,443	70,774
Total liabilities	<u>3,785,087</u>	<u>70,774</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	83,523,294	93,708,748
Total liabilities and shareholders' equity	<u>\$87,308,381</u>	<u>\$93,779,522</u>
Shares outstanding	<u>2,250,000</u>	<u>2,350,000</u>
Net asset value per share	<u>\$ 37.12</u>	<u>\$ 39.88</u>
Market value per share (Note 2)	<u>\$ 37.41</u>	<u>\$ 40.67</u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(50% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.607% due 01/03/19†	\$ 2,000,000	\$ 1,999,877
2.307% due 01/17/19†	28,000,000	27,973,167
1.898% due 01/31/19†	3,000,000	2,994,490
2.349% due 02/14/19†	9,000,000	8,974,200
Total short-term U.S. government and agency obligations		\$41,941,734
(cost \$41,941,207)		\$41,941,734

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
Gold Futures – COMEX, expires February 2019	47	\$6,022,110	\$72,670

Forward Agreements^

	Rate Paid (Received)*	Settlement Date	Commitment to (Deliver)/Receive	Notional Amount at Value**	Unrealized Appreciation (Depreciation)/ Value
Forward agreements with Citibank, N.A. based on 0.995 Fine Troy Ounce Gold	2.85%	01/07/19	\$50,300	\$64,366,395	\$1,682,026
Forward agreements with Goldman Sachs International based on 0.995 Fine Troy Ounce Gold	3.30	01/07/19	36,620	46,862,980	1,223,528
Forward agreements with Societe Generale based on 0.995 Fine Troy Ounce Gold	3.02	01/07/19	1,000	1,279,640	61,260
Forward agreements with UBS AG based on 0.995 Fine Troy Ounce Gold	2.90	01/07/19	37,900	48,497,598	1,286,487
Total Unrealized Appreciation					\$4,253,301

† All or partial amount pledged as collateral for forward agreements.

^ The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

* Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(95% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.000% due 01/04/18	\$16,000,000	\$15,999,005
1.001% due 01/11/18†	12,000,000	11,996,610
1.033% due 01/18/18†	10,000,000	9,994,622
1.075% due 02/08/18†	12,000,000	11,984,707
1.080% due 02/15/18†	15,000,000	14,977,266
1.298% due 03/15/18†	16,000,000	15,958,720
1.267% due 03/29/18†	8,000,000	7,973,914
Total short-term U.S. government and agency obligations (cost \$88,890,367) . . .		\$88,884,844

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
Gold Futures – COMEX, expires February 2018	2	\$261,860	\$5,480

Forward Agreements^

	Rate Paid (Received)*	Settlement Date	Commitment to (Deliver)/Receive	Notional Amount at Value**	Unrealized Appreciation (Depreciation)/ Value
Forward agreements with Citibank, N.A. based on 0.995 Fine Troy Ounce Gold	2.25%	01/08/18	\$53,800	\$69,494,536	\$1,513,310
Forward agreements with Goldman Sachs International based on 0.995 Fine Troy Ounce Gold	2.30	01/08/18	38,420	49,625,577	969,501
Forward agreements with Societe Generale based on 0.995 Fine Troy Ounce Gold	2.18	01/08/18	13,000	16,791,060	218,319
Forward agreements with UBS AG based on 0.995 Fine Troy Ounce Gold	2.36	01/08/18	39,700	51,280,490	945,225
Total Unrealized Appreciation . . .					\$3,646,355

† All or partial amount pledged as collateral for forward agreements.

^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represents discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2017 on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 1,437,347	\$ 766,560	\$ 249,319
Expenses			
Management fee	811,581	902,841	900,227
Brokerage commissions	135	48	43
Total expenses	811,716	902,889	900,270
Net investment income (loss)	625,631	(136,329)	(650,951)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(21,640)	2,839	29,500
Forward agreements	(7,323,366)	11,481,571	5,787,065
Short-term U.S. government and agency obligations	(172)	691	(806)
Net realized gain (loss)	(7,345,178)	11,485,101	5,815,759
Change in net unrealized appreciation/depreciation on			
Futures contracts	67,190	24,440	(13,760)
Forward agreements	606,946	8,077,462	(2,180,512)
Short-term U.S. government and agency obligations	6,050	(5,441)	(4,389)
Change in net unrealized appreciation/depreciation	680,186	8,096,461	(2,198,661)
Net realized and unrealized gain (loss)	(6,664,992)	19,581,562	3,617,098
Net income (loss)	<u><u>\$(6,039,361)</u></u>	<u><u>\$19,445,233</u></u>	<u><u>\$ 2,966,147</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 93,708,748	\$ 92,127,200	\$ 69,864,815
Addition of 550,000, 650,000 and 1,050,000 shares, respectively	20,994,687	23,949,465	41,599,776
Redemption of 650,000, 1,100,000 and 600,014 shares, respectively	<u>(25,140,780)</u>	<u>(41,813,150)</u>	<u>(22,303,538)</u>
Net addition (redemption) of (100,000), (450,000) and 449,986 shares, respectively	<u>(4,146,093)</u>	<u>(17,863,685)</u>	<u>19,296,238</u>
Net investment income (loss)	625,631	(136,329)	(650,951)
Net realized gain (loss)	(7,345,178)	11,485,101	5,815,759
Change in net unrealized appreciation/depreciation	<u>680,186</u>	<u>8,096,461</u>	<u>(2,198,661)</u>
Net income (loss)	<u>(6,039,361)</u>	<u>19,445,233</u>	<u>2,966,147</u>
Shareholders' equity, end of period	<u><u>\$ 83,523,294</u></u>	<u><u>\$ 93,708,748</u></u>	<u><u>\$ 92,127,200</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA GOLD
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (6,039,361)	\$ 19,445,233	\$ 2,966,147
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	(4,562,780,642)	(909,157,323)	(406,481,915)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	4,611,119,917	916,390,856	383,282,007
Net amortization and accretion on short-term U.S. government and agency obligations	(1,390,287)	(766,506)	(249,321)
Net realized gain (loss) on investments	172	(691)	806
Change in unrealized appreciation/depreciation on investments	(612,996)	(8,072,021)	2,184,901
Decrease (Increase) in receivable on futures contracts	2,420	(2,420)	80
Decrease (Increase) in interest receivable	(15,303)	—	—
Increase (Decrease) in payable to Sponsor	(6,331)	(1,811)	15,554
Increase (Decrease) in payable on futures contracts	7,990	(1,280)	1,280
Net cash provided by (used in) operating activities	40,285,579	17,834,037	(18,280,461)
Cash flow from financing activities			
Proceeds from addition of shares	20,994,687	23,949,465	41,599,776
Payment on shares redeemed	(21,428,126)	(41,813,150)	(22,303,538)
Net cash provided by (used in) financing activities	(433,439)	(17,863,685)	19,296,238
Net increase (decrease) in cash	39,852,140	(29,648)	1,015,777
Cash, beginning of period	1,245,903	1,275,551	259,774
Cash, end of period	<u>\$ 41,098,043</u>	<u>\$ 1,245,903</u>	<u>\$ 1,275,551</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$123,793,893 and \$235,605,469, respectively)	\$123,795,806	\$235,581,716
Cash	29,951,685	1,113,594
Segregated cash balances with brokers for futures contracts	521,057	10,340
Segregated cash balances with brokers for forward agreements	21,435,000	3,343,000
Unrealized appreciation on forward agreements	26,301,717	21,735,334
Receivable on open futures contracts	—	2,220
Interest receivable	16,306	—
Total assets	<u>202,021,571</u>	<u>261,786,204</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	3,354,851
Payable on open futures contracts	47,576	—
Payable to Sponsor	149,619	186,657
Total liabilities	<u>197,195</u>	<u>3,541,508</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	201,824,376	258,244,696
Total liabilities and shareholders' equity	<u>\$202,021,571</u>	<u>\$261,786,204</u>
Shares outstanding	<u>7,646,526</u>	<u>7,696,526</u>
Net asset value per share	<u>\$ 26.39</u>	<u>\$ 33.55</u>
Market value per share (Note 2)	<u>\$ 26.37</u>	<u>\$ 33.85</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(61% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.607% due 01/03/19†	\$ 8,000,000	\$ 7,999,508
2.285% due 01/17/19†	47,000,000	46,954,960
2.241% due 01/31/19†	38,000,000	37,930,206
2.364% due 02/14/19†	31,000,000	30,911,132
Total short-term U.S. government and agency obligations (cost \$123,793,893) . . .		\$123,795,806

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
Silver Futures – COMEX, expires March 2019	129	\$10,023,300	\$340,736

Forward Agreements^

	Rate Paid (Received)*	Settlement Date	Commitment to (Deliver)/Receive	Notional Amount at Value**	Unrealized Appreciation (Depreciation)/ Value
Forward agreements with Citibank, N.A. based on 0.999 Fine Troy Ounce Silver	3.05%	01/07/19	\$9,480,000	\$146,687,832	\$ 9,662,061
Forward agreements with Goldman Sachs International based on 0.999 Fine Troy Ounce Silver	3.65	01/07/19	8,070,800	124,892,402	8,418,745
Forward agreements with Societe Generale based on 0.999 Fine Troy Ounce Silver	3.17	01/07/19	100,000	1,547,320	118,797
Forward agreements with UBS AG based on 0.999 Fine Troy Ounce Silver	3.68	01/07/19	7,786,000	120,486,014	8,102,114
Total Unrealized Appreciation . . .					\$26,301,717

- † All or partial amount pledged as collateral for forward agreements.
- ^ The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.
- ^^ Rates shown represent discount rate at the time of purchase.
- * Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.
- ** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(91% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.001% due 01/04/18 [†]	\$39,000,000	\$ 38,997,574
1.001% due 01/11/18 [†]	15,000,000	14,995,763
1.126% due 02/01/18 [†]	30,000,000	29,969,001
1.075% due 02/08/18 [†]	25,000,000	24,968,140
1.080% due 02/15/18 [†]	20,000,000	19,969,688
1.145% due 02/22/18 [†]	9,000,000	8,984,127
1.231% due 03/01/18 [†]	10,000,000	9,979,458
1.256% due 03/08/18 [†]	15,000,000	14,964,792
1.271% due 03/15/18 [†]	7,000,000	6,981,940
1.277% due 03/22/18	5,000,000	4,985,352
1.267% due 03/29/18 [†]	11,000,000	10,964,131
1.292% due 04/05/18	50,000,000	49,821,750
Total short-term U.S. government and agency obligations (cost \$235,605,469)		\$235,581,716

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation) Value
Silver Futures – COMEX, expires March 2018	2	\$171,450	\$1,600

Forward Agreements[^]

	Rate Paid (Received)*	Settlement Date	Commitment to (Deliver)/Receive	Notional Amount at Value**	Unrealized Appreciation (Depreciation) Value
Forward agreements with Citibank, N.A. based on 0.999 Fine Troy Ounce Silver	2.35%	01/08/18	\$10,403,000	\$175,548,544	\$ 7,201,744
Forward agreements with Goldman Sachs International based on 0.999 Fine Troy Ounce Silver	2.37	01/08/18	8,119,800	137,013,505	5,873,080
Forward agreements with Societe Generale based on 0.999 Fine Troy Ounce Silver	2.35	01/08/18	3,784,000	63,850,838	2,761,817
Forward agreements with UBS AG based on 0.999 Fine Troy Ounce Silver	2.50	01/08/18	8,293,000	139,941,058	5,898,693
Total Unrealized Appreciation ...					\$21,735,334

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

[^] The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

* Reflects the floating financing rate, as of December 31, 2017, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 3,490,072	\$ 2,142,183	\$ 842,215
Expenses			
Management fee	2,020,586	2,551,877	3,021,562
Brokerage commissions	307	58	45
Total expenses	2,020,893	2,551,935	3,021,607
Net investment income (loss)	1,469,179	(409,752)	(2,179,392)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(32,131)	(21,522)	45,750
Forward agreements	(57,456,395)	(31,741,312)	62,296,691
Short-term U.S. government and agency obligations	(1,203)	207	145
Net realized gain (loss)	(57,489,729)	(31,762,627)	62,342,586
Change in net unrealized appreciation/depreciation on			
Futures contracts	339,136	28,960	(18,330)
Forward agreements	4,566,383	42,711,523	1,584,912
Short-term U.S. government and agency obligations	25,666	(28,112)	4,909
Change in net unrealized appreciation/depreciation	4,931,185	42,712,371	1,571,491
Net realized and unrealized gain (loss)	(52,558,544)	10,949,744	63,914,077
Net income (loss)	<u>\$ (51,089,365)</u>	<u>\$ 10,539,992</u>	<u>\$ 61,734,685</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$258,244,696	\$275,779,940	\$ 216,416,642
Addition of 2,100,000, 1,550,000 and 2,800,000 shares, respectively	56,650,169	50,514,699	104,165,405
Redemption of 2,150,000, 2,100,000 and 2,550,007 shares, respectively	(61,981,124)	(78,589,935)	(106,536,792)
Net addition (redemption) of (50,000), (550,000) and 249,993 shares, respectively	(5,330,955)	(28,075,236)	(2,371,387)
Net investment income (loss)	1,469,179	(409,752)	(2,179,392)
Net realized gain (loss)	(57,489,729)	(31,762,627)	62,342,586
Change in net unrealized appreciation/depreciation	4,931,185	42,712,371	1,571,491
Net income (loss)	(51,089,365)	10,539,992	61,734,685
Shareholders' equity, end of period	<u>\$201,824,376</u>	<u>\$258,244,696</u>	<u>\$ 275,779,940</u>

See accompanying notes to financial statements.

PROSHARES ULTRA SILVER
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (51,089,365)	\$ 10,539,992	\$ 61,734,685
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	(7,425,415,370)	(2,227,503,877)	(1,412,194,485)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	7,540,649,737	2,289,337,181	1,356,640,583
Net amortization and accretion on short-term U.S. government and agency obligations	(3,423,994)	(2,142,126)	(842,217)
Net realized gain (loss) on investments	1,203	(207)	(145)
Change in unrealized appreciation/depreciation on investments	(4,592,049)	(42,683,411)	(1,589,821)
Decrease (Increase) in receivable on futures contracts	2,220	(2,220)	—
Decrease (Increase) in interest receivable	(16,306)	—	—
Increase (Decrease) in payable to Sponsor	(37,038)	(34,624)	40,213
Increase (Decrease) in payable on futures contracts	47,576	(2,290)	415
Net cash provided by (used in) operating activities	<u>56,126,614</u>	<u>27,508,418</u>	<u>3,789,228</u>
Cash flow from financing activities			
Proceeds from addition of shares	56,650,169	50,514,699	104,165,405
Payment on shares redeemed	(65,335,975)	(75,235,084)	(106,536,792)
Net cash provided by (used in) financing activities	<u>(8,685,806)</u>	<u>(24,720,385)</u>	<u>(2,371,387)</u>
Net increase (decrease) in cash	47,440,808	2,788,033	1,417,841
Cash, beginning of period	4,466,934	1,678,901	261,060
Cash, end of period	<u>\$ 51,907,742</u>	<u>\$ 4,466,934</u>	<u>\$ 1,678,901</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$— and \$287,546,397, respectively)	\$ —	\$287,533,132
Cash	104,967,557	1,539,237
Segregated cash balances with brokers for futures contracts	70,020,038	87,211,683
Segregated cash balances with brokers for swap agreements	27,933,000	—
Receivable from capital shares sold	8,149,949	516,930
Receivable on open futures contracts	11,407,017	17,578,451
Interest receivable	106,307	—
Total assets	<u>222,583,868</u>	<u>394,379,433</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	6,745,146	—
Payable to Sponsor	202,902	344,292
Unrealized depreciation on swap agreements	1,330,949	—
Total liabilities	<u>8,278,997</u>	<u>344,292</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	214,304,871	394,035,141
Total liabilities and shareholders' equity	<u>\$222,583,868</u>	<u>\$394,379,433</u>
Shares outstanding (Note 1)	<u>2,630,912</u>	<u>7,625,448</u>
Net asset value per share (Note 1)	<u>\$ 81.46</u>	<u>\$ 51.67</u>
Market value per share (Note 1) (Note 2)	<u>\$ 81.73</u>	<u>\$ 51.05</u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
VIX Futures – CBOE, expires January 2019	5,932	\$143,406,100	\$33,798,582
VIX Futures – CBOE, expires February 2019	4,746	105,717,150	<u>(1,294,617)</u>
			<u>\$32,503,965</u>

Total Return Swap Agreements[^]

	<u>Rate Paid (Received)*</u>	<u>Termination Date</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Swap agreement with Goldman Sachs International based on iPath S&P 500 VIX Short-Term Futures ETN IOPV	2.51%	01/26/19	\$72,301,516	<u>\$(1,330,949)</u>
Total Unrealized Depreciation				<u>\$(1,330,949)</u>

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

* Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For swap agreements, a positive amount represents “long” exposure to the benchmark index. A negative amount represents “short” exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(73% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.001% due 01/11/18 [†]	\$48,000,000	\$ 47,986,440
1.174% due 01/25/18 [†]	34,000,000	33,972,956
1.201% due 02/01/18 [†]	22,000,000	21,977,268
1.075% due 02/08/18 [†]	45,000,000	44,942,652
1.080% due 02/15/18 [†]	12,000,000	11,981,813
1.264% due 03/01/18 [†]	40,000,000	39,917,832
1.256% due 03/08/18 [†]	25,000,000	24,941,320
1.319% due 03/15/18 [†]	31,000,000	30,920,020
1.267% due 03/29/18 [†]	11,000,000	10,964,131
1.292% due 04/05/18 [†]	20,000,000	19,928,700
Total short-term U.S. government and agency obligations (cost \$287,546,397)		<u>\$287,533,132</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
VIX Futures – CBOE, expires January 2018	39,057	\$448,179,075	\$(38,440,762)
VIX Futures – CBOE, expires February 2018	27,298	340,542,550	3,974,642
			<u>\$(34,466,120)</u>

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

[†] All or partial amount pledged as collateral for futures contracts.

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 3,853,146	\$ 3,040,059	\$ 1,639,964
Expenses			
Management fee	3,966,185	3,960,999	6,417,822
Brokerage commissions	3,032,632	3,970,588	4,158,919
Brokerage fees	—	4,533	—
Total expenses	6,998,817	7,936,120	10,576,741
Net investment income (loss)	(3,145,671)	(4,896,061)	(8,936,777)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	379,449,269	(1,020,750,851)	(1,567,340,688)
Swap agreements	10,551,473	—	—
Short-term U.S. government and agency obligations	(7,731)	(21,942)	15,949
Net realized gain (loss)	389,993,011	(1,020,772,793)	(1,567,324,739)
Change in net unrealized appreciation/depreciation on			
Futures contracts	66,970,085	(26,493,883)	(19,866,703)
Swap agreements	(1,330,949)	—	—
Short-term U.S. government and agency obligations	13,265	(8,993)	(28,844)
Change in net unrealized appreciation/depreciation	65,652,401	(26,502,876)	(19,895,547)
Net realized and unrealized gain (loss)	455,645,412	(1,047,275,669)	(1,587,220,286)
Net income (loss)	\$452,499,741	\$(1,052,171,730)	\$(1,596,157,063)

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 394,035,141	\$ 515,758,754	\$ 547,708,740
Addition of 38,280,000, 17,117,000 and 1,447,900 shares, respectively (Note 1)	2,228,542,993	2,602,989,881	4,540,375,465
Redemption of 43,274,536, 10,084,629 and 893,828 shares, respectively (Note 1)	<u>(2,860,773,004)</u>	<u>(1,672,541,764)</u>	<u>(2,976,168,388)</u>
Net addition (redemption) of (4,994,536), 7,032,371 and 554,072 shares, respectively (Note 1)	<u>(632,230,011)</u>	<u>930,448,117</u>	<u>1,564,207,077</u>
Net investment income (loss)	(3,145,671)	(4,896,061)	(8,936,777)
Net realized gain (loss)	389,993,011	(1,020,772,793)	(1,567,324,739)
Change in net unrealized appreciation/depreciation	<u>65,652,401</u>	<u>(26,502,876)</u>	<u>(19,895,547)</u>
Net income (loss)	<u>452,499,741</u>	<u>(1,052,171,730)</u>	<u>(1,596,157,063)</u>
Shareholders' equity, end of period	<u><u>\$ 214,304,871</u></u>	<u><u>\$ 394,035,141</u></u>	<u><u>\$ 515,758,754</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA VIX SHORT-TERM FUTURES ETF

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 452,499,741	\$(1,052,171,730)	\$(1,596,157,063)
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	(15,074,656,207)	(4,416,383,420)	(4,242,730,514)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	15,363,705,730	4,566,387,313	4,248,037,733
Net amortization and accretion on short-term U.S. government and agency obligations	(1,510,857)	(2,896,165)	(1,634,060)
Net realized gain (loss) on investments	7,731	21,942	(15,949)
Change in unrealized appreciation/depreciation on investments	1,317,684	8,993	28,844
Decrease (Increase) in receivable on futures contracts	6,171,434	18,388,740	(17,971,713)
Decrease (Increase) in interest receivable	(106,307)	—	—
Increase (Decrease) in payable to Sponsor	(141,390)	(79,981)	(3,115)
Increase (Decrease) in payable on futures contracts	6,745,146	—	—
Net cash provided by (used in) operating activities	<u>754,032,705</u>	<u>(886,724,308)</u>	<u>(1,610,445,837)</u>
Cash flow from financing activities			
Proceeds from addition of shares	2,220,909,974	2,602,472,951	4,573,362,937
Payment on shares redeemed	<u>(2,860,773,004)</u>	<u>(1,709,331,303)</u>	<u>(2,952,014,084)</u>
Net cash provided by (used in) financing activities	<u>(639,863,030)</u>	<u>893,141,648</u>	<u>1,621,348,853</u>
Net increase (decrease) in cash	114,169,675	6,417,340	10,903,016
Cash, beginning of period	<u>88,750,920</u>	<u>82,333,580</u>	<u>71,430,564</u>
Cash, end of period	<u>\$ 202,920,595</u>	<u>\$ 88,750,920</u>	<u>\$ 82,333,580</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$— and \$1,998,216, respectively)	\$ —	\$1,997,933
Cash	2,419,531	903,472
Segregated cash balances with brokers for foreign currency forward contracts	307,000	—
Unrealized appreciation on foreign currency forward contracts	179,187	—
Receivable from capital shares sold	2,846,576	—
Interest receivable	3,941	—
Total assets	<u>5,756,235</u>	<u>2,901,405</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	2,443	2,312
Unrealized depreciation on foreign currency forward contracts	2,076	34,824
Total liabilities	<u>4,519</u>	<u>37,136</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	5,751,716	2,864,269
Total liabilities and shareholders' equity	<u>\$5,756,235</u>	<u>\$2,901,405</u>
Shares outstanding	<u>99,970</u>	<u>49,970</u>
Net asset value per share	<u>\$ 57.53</u>	<u>\$ 57.32</u>
Market value per share (Note 2)	<u>\$ 57.55</u>	<u>\$ 57.45</u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Yen with Goldman Sachs International	01/11/19	314,867,300	\$2,873,778	\$ 73,705
Yen with UBS AG	01/11/19	955,546,600	8,721,224	<u>105,482</u>
Total Unrealized Appreciation				<u>\$179,187</u>
Contracts to Sell				
Yen with UBS AG	01/11/19	(10,055,200)	\$ (91,773)	<u>\$ (2,076)</u>
Total Unrealized Depreciation				<u>\$ (2,076)</u>

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(70% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.040% due 02/01/18†	\$2,000,000	\$1,997,933
Total short-term U.S. government and agency obligations (cost \$1,998,216)		\$1,997,933

Foreign Currency Forward Contracts^

	Settlement Date	Contract Amount in Local Currency	Contract Amount in U.S. Dollars	Unrealized Appreciation (Depreciation)/ Value
Contracts to Purchase				
Yen with Goldman Sachs International	01/12/18	325,511,500	\$2,907,183	\$(17,243)
Yen with UBS AG	01/12/18	331,666,700	2,961,858	(17,271)
				\$(34,514)
Contracts to Sell				
Yen with Goldman Sachs International	01/12/18	(8,564,800)	\$ (75,872)	\$ (167)
Yen with UBS AG	01/12/18	(3,336,100)	(29,476)	(143)
				\$ (310)
Total Unrealized Depreciation				\$(34,824)

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

^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represents discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 26,930	\$ 28,639	\$ 16,858
Expenses			
Management fee	27,913	50,521	62,705
Total expenses	27,913	50,521	62,705
Net investment income (loss)	(983)	(21,882)	(45,847)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	(170,364)	(46,195)	717,086
Short-term U.S. government and agency obligations	—	(83)	(34)
Net realized gain (loss)	(170,364)	(46,278)	717,052
Change in net unrealized appreciation/depreciation on			
Foreign currency forward contracts	211,935	307,252	(603,387)
Short-term U.S. government and agency obligations	283	(58)	(510)
Change in net unrealized appreciation/depreciation	212,218	307,194	(603,897)
Net realized and unrealized gain (loss)	41,854	260,916	113,155
Net income (loss)	\$ 40,871	\$239,034	\$ 67,308

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$2,864,269	\$ 5,540,957	\$5,473,848
Addition of 50,000, – and – shares, respectively	2,846,576	—	—
Redemption of –, 50,000 and 4 shares, respectively	—	(2,915,722)	(199)
Net addition (redemption) of 50,000, (50,000) and (4) shares, respectively	<u>2,846,576</u>	<u>(2,915,722)</u>	<u>(199)</u>
Net investment income (loss)	(983)	(21,882)	(45,847)
Net realized gain (loss)	(170,364)	(46,278)	717,052
Change in net unrealized appreciation/depreciation	<u>212,218</u>	<u>307,194</u>	<u>(603,897)</u>
Net income (loss)	40,871	239,034	67,308
Shareholders' equity, end of period	<u><u>\$5,751,716</u></u>	<u><u>\$ 2,864,269</u></u>	<u><u>\$5,540,957</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRA YEN
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 40,871	\$ 239,034	\$ 67,308
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	(41,486,414)	(16,968,159)	(28,924,289)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	43,500,000	20,281,603	28,727,215
Net amortization and accretion on short-term U.S. government and agency obligations	(15,370)	(28,639)	(16,858)
Net realized gain (loss) on investments	—	83	34
Change in unrealized appreciation/depreciation on investments	(212,218)	(307,194)	603,897
Decrease (Increase) in interest receivable	(3,941)	—	—
Increase (Decrease) in payable to Sponsor	131	(2,225)	212
Net cash provided by (used in) operating activities	<u>1,823,059</u>	<u>3,214,503</u>	<u>457,519</u>
Cash flow from financing activities			
Payment on shares redeemed	—	(2,915,722)	(199)
Net cash provided by (used in) financing activities	<u>—</u>	<u>(2,915,722)</u>	<u>(199)</u>
Net increase (decrease) in cash	1,823,059	298,781	457,320
Cash, beginning of period	903,472	604,691	147,371
Cash, end of period	<u>\$ 2,726,531</u>	<u>\$ 903,472</u>	<u>\$ 604,691</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$20,979,000 and \$—, respectively)	\$20,979,876	\$ —
Cash	38,690,241	9,683,852
Segregated cash balances with brokers for futures contracts	24,892,125	1,285,048
Receivable from capital shares sold	2,597,148	—
Receivable on open futures contracts	551,842	289,395
Interest receivable	17,308	—
Offering costs (Note 5)	—	52,846
Limitation by Sponsor	—	24,342
Total assets	<u>87,728,540</u>	<u>11,335,483</u>
Liabilities and shareholders' equity		
Liabilities		
Payable to Sponsor	61,498	—
Total liabilities	<u>61,498</u>	<u>—</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	87,667,042	11,335,483
Total liabilities and shareholders' equity	<u>\$87,728,540</u>	<u>\$11,335,483</u>
Shares outstanding	<u>6,700,000</u>	<u>300,008</u>
Net asset value per share	<u>\$ 13.08</u>	<u>\$ 37.78</u>
Market value per share (Note 2)	<u>\$ 13.47</u>	<u>\$ 37.23</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(24% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
2.342% due 01/17/19	\$21,000,000	\$20,979,876
Total short-term U.S. government and agency obligations (cost \$20,979,000) . . .		<u>\$20,979,876</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2019	5,751	\$262,935,720	\$(23,451,361)

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

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2018	563	\$34,027,720	\$1,417,998

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF *

STATEMENTS OF OPERATIONS

	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Investment Income		
Interest	\$ 351,928	\$ 9,696
Expenses		
Management fee	277,762	—
Brokerage commissions	86,561	34,408
Brokerage fees	—	67
Offering costs	52,846	119,081
Limitation by Sponsor	(26,957)	(24,342)
Total expenses	<u>390,212</u>	<u>129,214</u>
Net investment income (loss)	<u>(38,284)</u>	<u>(119,518)</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	<u>(37,435,672)</u>	<u>6,018,618</u>
Net realized gain (loss)	<u>(37,435,672)</u>	<u>6,018,618</u>
Change in net unrealized appreciation/depreciation on		
Futures contracts	(24,869,359)	1,417,998
Short-term U.S. government and agency obligations	876	—
Change in net unrealized appreciation/depreciation	<u>(24,868,483)</u>	<u>1,417,998</u>
Net realized and unrealized gain (loss)	<u>(62,304,155)</u>	<u>7,436,616</u>
Net income (loss)	<u><u>\$(62,342,439)</u></u>	<u><u>\$7,317,098</u></u>

* Since the Fund's inception date was January 13, 2017, the Statement of Operations for the year ended December 31, 2016 has not been provided.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF*
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Shareholders' equity, beginning of period	\$ 11,335,483	\$ —
Addition of 7,250,000 and 1,750,008 shares, respectively	186,003,485	40,659,738
Redemption of 850,008 and 1,450,000 shares, respectively	<u>(47,329,487)</u>	<u>(36,641,353)</u>
Net addition (redemption) of 6,399,992 and 300,008 shares, respectively	<u>138,673,998</u>	<u>4,018,385</u>
Net investment income (loss)	(38,284)	(119,518)
Net realized gain (loss)	(37,435,672)	6,018,618
Change in net unrealized appreciation/depreciation	<u>(24,868,483)</u>	<u>1,417,998</u>
Net income (loss)	<u>(62,342,439)</u>	<u>7,317,098</u>
Shareholders' equity, end of period	<u>\$ 87,667,042</u>	<u>\$ 11,335,483</u>

* Since the Fund's inception date was January 13, 2017, the Statement of Changes in Shareholders' Equity for the year ended December 31, 2016 has not been provided.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X CRUDE OIL ETF*

STATEMENTS OF CASH FLOWS

	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Cash flow from operating activities		
Net income (loss)	\$ (62,342,439)	\$ 7,317,098
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Purchases of short-term U.S. government and agency obligations	(2,621,719,773)	—
Proceeds from sales or maturities of short-term U.S. government and agency obligations	2,601,000,000	—
Net amortization and accretion on short-term U.S. government and agency obligations	(259,227)	—
Change in unrealized appreciation/depreciation on investments	(876)	—
Decrease (Increase) in receivable on futures contracts	(262,447)	(289,395)
Decrease (Increase) in receivable in Limitation by Sponsor	24,342	(24,342)
Decrease (Increase) in interest receivable	(17,308)	—
Cash paid for offering costs	—	(171,927)
Amortization of offering costs	52,846	119,081
Increase (Decrease) in payable to Sponsor	61,498	—
Net cash provided by (used in) operating activities	<u>(83,463,384)</u>	<u>6,950,515</u>
Cash flow from financing activities		
Proceeds from addition of shares	183,406,337	40,659,738
Payment on shares redeemed	<u>(47,329,487)</u>	<u>(36,641,353)</u>
Net cash provided by (used in) financing activities	<u>136,076,850</u>	<u>4,018,385</u>
Net increase (decrease) in cash	52,613,466	10,968,900
Cash, beginning of period	<u>10,968,900</u>	<u>—</u>
Cash, end of period	<u>\$ 63,582,366</u>	<u>\$ 10,968,900</u>

* Since the Fund's inception date was January 13, 2017, the Statement of Cash Flows for the year ended December 31, 2016 has not been provided.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Cash	\$13,456,117	\$19,203,543
Segregated cash balances with brokers for futures contracts	5,303,112	2,396,625
Interest receivable	13,748	—
Offering costs (Note 5)	—	52,797
Limitation by Sponsor	—	35,309
Total assets	<u>18,772,977</u>	<u>21,688,274</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	89,382	527,098
Payable to Sponsor	18,496	—
Total liabilities	<u>107,878</u>	<u>527,098</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	18,665,099	21,161,176
Total liabilities and shareholders' equity	<u>\$18,772,977</u>	<u>\$21,688,274</u>
Shares outstanding (Note 1)	<u>374,906</u>	<u>500,002</u>
Net asset value per share (Note 1)	<u>\$ 49.79</u>	<u>\$ 42.32</u>
Market value per share (Note 1) (Note 2)	<u>\$ 48.43</u>	<u>\$ 42.88</u>

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2019	1,225	\$56,007,000	\$7,019,475

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2018	1,050	\$63,462,000	\$(2,988,155)

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF*

STATEMENTS OF OPERATIONS

	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Investment Income		
Interest	\$ 190,658	\$ 5,930
Expenses		
Management fee	176,390	—
Brokerage commissions	70,338	32,624
Brokerage fees	—	135
Offering costs	52,797	119,070
Limitation by Sponsor	(176)	(35,309)
Total expenses	<u>299,349</u>	<u>(116,520)</u>
Net investment income (loss)	<u>(108,691)</u>	<u>(110,590)</u>
Realized and unrealized gain (loss) on investment activity		
Net realized gain (loss) on		
Futures contracts	<u>7,377,281</u>	<u>(7,046,628)</u>
Net realized gain (loss)	<u>7,377,281</u>	<u>(7,046,628)</u>
Change in net unrealized appreciation/depreciation on		
Futures contracts	<u>10,007,630</u>	<u>(2,988,155)</u>
Change in net unrealized appreciation/depreciation	<u>10,007,630</u>	<u>(2,988,155)</u>
Net realized and unrealized gain (loss)	<u>17,384,911</u>	<u>(10,034,783)</u>
Net income (loss)	<u>\$17,276,220</u>	<u>\$(10,145,373)</u>

* Since the Fund's inception date was January 13, 2017, the Statement of Operations for the year ended December 31, 2016 has not been provided.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF*
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Shareholders' equity, beginning of period	\$ 21,161,176	\$ —
Addition of 2,637,500 and 575,002 shares, respectively (Note 1)	62,030,238	38,429,372
Redemption of 2,762,596 and 75,000 shares, respectively (Note 1) ...	<u>(81,802,535)</u>	<u>(7,122,823)</u>
Net addition (redemption) of (125,096) and 500,002 shares, respectively (Note 1)	<u>(19,772,297)</u>	<u>31,306,549</u>
Net investment income (loss)	(108,691)	(110,590)
Net realized gain (loss)	7,377,281	(7,046,628)
Change in net unrealized appreciation/depreciation	<u>10,007,630</u>	<u>(2,988,155)</u>
Net income (loss)	<u>17,276,220</u>	<u>(10,145,373)</u>
Shareholders' equity, end of period	<u>\$ 18,665,099</u>	<u>\$ 21,161,176</u>

* Since the Fund's inception date was January 13, 2017, the Statement of Changes in Shareholders' Equity for the year ended December 31, 2016 has not been provided.

See accompanying notes to financial statements.

PROSHARES ULTRAPRO 3X SHORT CRUDE OIL ETF*

STATEMENTS OF CASH FLOWS

	<u>Year Ended December 31, 2018</u>	<u>January 13, 2017 (Inception) through December 31, 2017</u>
Cash flow from operating activities		
Net income (loss)	\$ 17,276,220	\$(10,145,373)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Purchases of short-term U.S. government and agency obligations	(1,258,898,672)	—
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,259,000,000	—
Net amortization and accretion on short-term U.S. government and agency obligations	(101,328)	—
Decrease (Increase) in receivable in Limitation by Sponsor	35,309	(35,309)
Decrease (Increase) in interest receivable	(13,748)	—
Cash paid for offering costs	—	(171,867)
Amortization of offering costs	52,797	119,070
Increase (Decrease) in payable to Sponsor	18,496	—
Increase (Decrease) in payable on futures contracts	(437,716)	527,098
Net cash provided by (used in) operating activities	<u>16,931,358</u>	<u>(9,706,381)</u>
Cash flow from financing activities		
Proceeds from addition of shares	62,030,238	38,429,372
Payment on shares redeemed	(81,802,535)	(7,122,823)
Net cash provided by (used in) financing activities	<u>(19,772,297)</u>	<u>31,306,549</u>
Net increase (decrease) in cash	(2,840,939)	21,600,168
Cash, beginning of period	<u>21,600,168</u>	<u>—</u>
Cash, end of period	<u>\$ 18,759,229</u>	<u>\$ 21,600,168</u>

* Since the Fund's inception date was January 13, 2017, the Statement of Cash Flows for the year ended December 31, 2016 has not been provided.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$299,548 and \$11,984,898, respectively)	\$ 299,537	\$11,983,904
Cash	10,321,256	1,297,022
Segregated cash balances with brokers for futures contracts	433,125	485,375
Receivable on open futures contracts	6,300	—
Interest receivable	8,475	—
Total assets	<u>11,068,693</u>	<u>13,766,301</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	52,950
Payable to Sponsor	8,360	11,249
Total liabilities	<u>8,360</u>	<u>64,199</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	11,060,333	13,702,102
Total liabilities and shareholders' equity	<u>\$11,068,693</u>	<u>\$13,766,301</u>
Shares outstanding	<u>200,000</u>	<u>300,000</u>
Net asset value per share	<u>\$ 55.30</u>	<u>\$ 45.67</u>
Market value per share (Note 2)	<u>\$ 54.92</u>	<u>\$ 45.72</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(3% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.884% due 01/17/19	\$100,000	\$ 99,904
1.924% due 01/31/19	200,000	<u>199,633</u>
Total short-term U.S. government and agency obligations (cost \$299,548)		<u><u>\$299,537</u></u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Australian Dollar Fx Currency Futures – CME, expires March 2019	315	\$22,213,800	\$511,825

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

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(87% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.033% due 01/18/18	\$7,000,000	\$ 6,996,235
1.209% due 02/08/18	2,000,000	1,997,451
1.267% due 03/29/18	3,000,000	2,990,218
Total short-term U.S. government and agency obligations (cost \$11,984,898) . . .		<u>\$11,983,904</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Australian Dollar Fx Currency Futures – CME, expires			
March 2018	353	\$27,572,830	\$(893,220)

^^ Rates shown represents discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 119,098	\$ 85,306	\$ 43,459
Expenses			
Management fee	75,944	123,234	175,191
Brokerage commissions	6,408	8,846	13,920
Total expenses	82,352	132,080	189,111
Net investment income (loss)	36,746	(46,774)	(145,652)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	128,451	(866,771)	(2,787,204)
Short-term U.S. government and agency obligations	(247)	(178)	495
Net realized gain (loss)	128,204	(866,949)	(2,786,709)
Change in net unrealized appreciation/depreciation on			
Futures contracts	1,405,045	(2,075,560)	1,602,610
Short-term U.S. government and agency obligations	983	(718)	279
Change in net unrealized appreciation/depreciation	1,406,028	(2,076,278)	1,602,889
Net realized and unrealized gain (loss)	1,534,232	(2,943,227)	(1,183,820)
Net income (loss)	\$1,570,978	\$(2,990,001)	\$(1,329,472)

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$13,702,102	\$16,613,473	\$20,460,679
Addition of 100,000, 100,000 and – shares, respectively	5,028,505	4,801,797	—
Redemption of 200,000, 100,000 and 50,005 shares, respectively	<u>(9,241,252)</u>	<u>(4,723,167)</u>	<u>(2,517,734)</u>
Net addition (redemption) of (100,000), – and (50,005) shares, respectively	<u>(4,212,747)</u>	<u>78,630</u>	<u>(2,517,734)</u>
Net investment income (loss)	36,746	(46,774)	(145,652)
Net realized gain (loss)	128,204	(866,949)	(2,786,709)
Change in net unrealized appreciation/depreciation	<u>1,406,028</u>	<u>(2,076,278)</u>	<u>1,602,889</u>
Net income (loss)	<u>1,570,978</u>	<u>(2,990,001)</u>	<u>(1,329,472)</u>
Shareholders' equity, end of period	<u><u>\$11,060,333</u></u>	<u><u>\$13,702,102</u></u>	<u><u>\$16,613,473</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT AUSTRALIAN DOLLAR

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 1,570,978	\$ (2,990,001)	\$ (1,329,472)
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	(304,025,708)	(88,399,815)	(51,162,005)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	315,798,003	89,408,839	56,705,513
Net amortization and accretion on short-term U.S. government and agency obligations	(87,192)	(84,205)	(43,459)
Net realized gain (loss) on investments	247	178	(495)
Change in unrealized appreciation/depreciation on investments	(983)	718	(279)
Decrease (Increase) in receivable on futures contracts	(6,300)	—	52,491
Decrease (Increase) in interest receivable	(8,475)	—	—
Increase (Decrease) in payable to Sponsor	(2,889)	(1,706)	(3,812)
Increase (Decrease) in payable on futures contracts	(52,950)	20,610	32,340
Net cash provided by (used in) operating activities . . .	13,184,731	(2,045,382)	4,250,822
Cash flow from financing activities			
Proceeds from addition of shares	5,028,505	4,801,797	—
Payment on shares redeemed	(9,241,252)	(4,723,167)	(2,517,734)
Net cash provided by (used in) financing activities . . .	(4,212,747)	78,630	(2,517,734)
Net increase (decrease) in cash	8,971,984	(1,966,752)	1,733,088
Cash, beginning of period	1,782,397	3,749,149	2,016,061
Cash, end of period	\$ 10,754,381	\$ 1,782,397	\$ 3,749,149

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$27,967,127 and \$253,669,155, respectively)	\$ 27,967,534	\$253,646,823
Cash	22,869,986	1,120,278
Segregated cash balances with brokers for futures contracts	2,746,147	2,567,813
Segregated cash balances with brokers for swap agreements	14,356,000	—
Unrealized appreciation on swap agreements	20,646,726	—
Receivable from capital shares sold	25,458,885	—
Receivable on open futures contracts	432,627	—
Interest receivable	36,428	—
Total assets	<u>114,514,333</u>	<u>257,334,914</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	48,600	693,787
Payable to Sponsor	88,422	190,701
Unrealized depreciation on swap agreements	—	30,607,142
Total liabilities	<u>137,022</u>	<u>31,491,630</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	114,377,311	225,843,284
Total liabilities and shareholders' equity	<u>\$114,514,333</u>	<u>\$257,334,914</u>
Shares outstanding	<u>3,839,884</u>	<u>9,289,884</u>
Net asset value per share	<u>\$ 29.79</u>	<u>\$ 24.31</u>
Market value per share (Note 2)	<u>\$ 29.28</u>	<u>\$ 24.56</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(24% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.607% due 01/03/19†	\$ 5,000,000	\$ 4,999,692
2.212% due 01/17/19†	15,000,000	14,985,625
1.898% due 01/31/19†	5,000,000	4,990,817
2.427% due 02/14/19	3,000,000	2,991,400
Total short-term U.S. government and agency obligations (cost \$27,967,127) . . .		<u>\$27,967,534</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2019	641	\$29,306,520	\$3,272,155

Total Return Swap Agreements^

	<u>Rate Paid (Received)*</u>	<u>Termination Date</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Swap agreement with Citibank, N.A. based on Bloomberg WTI Crude Oil Subindex	0.18%	01/07/19	\$(67,986,223)	\$ 8,336,367
Swap agreement with Goldman Sachs International based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	(43,744,157)	2,752,372
Swap agreement with Royal Bank of Canada based on Bloomberg WTI Crude Oil Subindex	0.23	01/07/19	(31,327,722)	4,237,960
Swap agreement with Societe Generale based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	(13,980,566)	1,891,050
Swap agreement with UBS AG based on Bloomberg WTI Crude Oil Subindex	0.25	01/07/19	(42,493,832)	3,428,977
Total Unrealized Appreciation				<u>\$20,646,726</u>

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

^ The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

* Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For swap agreements, a positive amount represents “long” exposure to the benchmark index. A negative amount represents “short” exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(112% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.001% due 01/04/18†	\$64,000,000	\$ 63,996,019
1.068% due 01/25/18†	10,000,000	9,992,046
1.040% due 02/01/18†	28,000,000	27,971,068
1.075% due 02/08/18†	17,000,000	16,978,335
1.080% due 02/15/18†	28,000,000	27,957,563
1.145% due 02/22/18†	48,000,000	47,915,342
1.264% due 03/01/18†	16,000,000	15,967,133
1.271% due 03/15/18†	14,000,000	13,963,880
1.267% due 03/29/18†	29,000,000	28,905,437
Total short-term U.S. government and agency obligations (cost \$253,669,155) . .		<u>\$253,646,823</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
WTI Crude Oil – NYMEX, expires March 2018	1,125	\$67,995,000	\$(3,962,648)

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 Crude Oil Sub-Index	0.18%	01/08/18	\$(135,972,863)	\$(10,173,164)
Swap agreement with Goldman Sachs International based on Bloomberg Crude Oil Sub-Index	0.25	01/08/18	(105,656,763)	(9,242,398)
Swap agreement with Societe Generale based on Bloomberg Crude Oil Sub-Index	0.25	01/08/18	(25,759,601)	(1,904,113)
Swap agreement with UBS AG based on Bloomberg Crude Oil Sub-Index	0.25	01/08/18	(116,263,837)	(9,287,467)
Total Unrealized Depreciation				<u>\$(30,607,142)</u>

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

^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represents discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2017, on the notional amount of the swap agreement paid to the counterparty or received from the counterparty, excluding any commissions. Total Return Swap Agreements payment is due at termination/maturity.

** For swap agreements, a positive amount represents “long” exposure to the benchmark index. A negative amount represents “short” exposure to the benchmark index.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 2,758,399	\$ 1,661,295	\$ 500,160
Expenses			
Management fee	1,663,576	1,934,688	1,755,696
Brokerage commissions	56,193	82,258	153,428
Total expenses	1,719,769	2,016,946	1,909,124
Net investment income (loss)	1,038,630	(355,651)	(1,408,964)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(3,836,970)	(599,457)	(12,045,454)
Swap agreements	(38,203,116)	(5,891,603)	(55,706,710)
Short-term U.S. government and agency obligations	103	(448)	(4,064)
Net realized gain (loss)	(42,039,983)	(6,491,508)	(67,756,228)
Change in net unrealized appreciation/depreciation on			
Futures contracts	7,234,803	(2,535,833)	(3,891,328)
Swap agreements	51,253,868	(18,400,261)	(18,619,537)
Short-term U.S. government and agency obligations	22,739	(21,889)	1,712
Change in net unrealized appreciation/depreciation	58,511,410	(20,957,983)	(22,509,153)
Net realized and unrealized gain (loss)	16,471,427	(27,449,491)	(90,265,381)
Net income (loss)	\$ 17,510,057	\$(27,805,142)	\$(91,674,345)

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 225,843,284	\$ 200,958,303	\$ 95,897,894
Addition of 13,300,000, 14,500,000 and 18,500,000 shares, respectively	247,024,351	510,910,744	1,002,034,810
Redemption of 18,750,000, 11,550,000 and 13,600,004 shares, respectively	(376,000,381)	(458,220,621)	(805,300,056)
Net addition (redemption) of (5,450,000), 2,950,000 and 4,899,996 shares, respectively . . .	(128,976,030)	52,690,123	196,734,754
Net investment income (loss)	1,038,630	(355,651)	(1,408,964)
Net realized gain (loss)	(42,039,983)	(6,491,508)	(67,756,228)
Change in net unrealized appreciation/depreciation	58,511,410	(20,957,983)	(22,509,153)
Net income (loss)	17,510,057	(27,805,142)	(91,674,345)
Shareholders' equity, end of period	<u>\$ 114,377,311</u>	<u>\$ 225,843,284</u>	<u>\$ 200,958,303</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG CRUDE OIL

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 17,510,057	\$ (27,805,142)	\$ (91,674,345)
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	(6,792,763,547)	(2,520,968,339)	(1,099,847,442)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	7,020,979,617	2,474,635,036	974,343,507
Net amortization and accretion on short-term U.S. government and agency obligations	(2,513,939)	(1,641,472)	(500,160)
Net realized gain (loss) on investments	(103)	448	4,064
Change in unrealized appreciation/depreciation on investments	(51,276,607)	18,422,150	18,617,825
Decrease (Increase) in receivable on futures contracts	(432,627)	—	—
Decrease (Increase) in interest receivable	(36,428)	—	—
Increase (Decrease) in payable to Sponsor	(102,279)	27,810	61,748
Increase (Decrease) in brokerage commissions payable	—	—	(8,453)
Increase (Decrease) in payable on futures contracts	(645,187)	680,185	(837,281)
Net cash provided by (used in) operating activities	190,718,957	(56,649,324)	(199,840,537)
Cash flow from financing activities			
Proceeds from addition of shares	221,565,466	510,910,744	1,002,034,810
Payment on shares redeemed	(376,000,381)	(458,220,621)	(805,300,056)
Net cash provided by (used in) financing activities	(154,434,915)	52,690,123	196,734,754
Net increase (decrease) in cash	36,284,042	(3,959,201)	(3,105,783)
Cash, beginning of period	3,688,091	7,647,292	10,753,075
Cash, end of period	<u>\$ 39,972,133</u>	<u>\$ 3,688,091</u>	<u>\$ 7,647,292</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$299,715 and \$3,999,667, respectively)	\$ 299,714	\$3,999,751
Cash	11,046,280	1,886,831
Segregated cash balances with brokers for futures contracts	7,709,942	1,123,375
Receivable on open futures contracts	3,096,239	—
Interest receivable	11,379	—
Total assets	<u>22,163,554</u>	<u>7,009,957</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	4,321,588	—
Payable on open futures contracts	—	104,104
Payable to Sponsor	16,525	3,110
Total liabilities	<u>4,338,113</u>	<u>107,214</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	17,825,441	6,902,743
Total liabilities and shareholders' equity	<u>\$22,163,554</u>	<u>\$7,009,957</u>
Shares outstanding	<u>824,832</u>	<u>174,832</u>
Net asset value per share	<u>\$ 21.61</u>	<u>\$ 39.48</u>
Market value per share (Note 2)	<u>\$ 21.22</u>	<u>\$ 39.65</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(2% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.635% due 01/03/19	\$100,000	\$ 99,994
1.884% due 01/17/19	100,000	99,904
1.924% due 01/31/19	100,000	99,816
Total short-term U.S. government and agency obligations (cost \$299,715)		<u>\$299,714</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Natural Gas – NYMEX, expires March 2019	1,250	\$35,637,500	\$10,837,989

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

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(58% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.000% due 01/04/18	\$4,000,000	\$3,999,751
Total short-term U.S. government and agency obligations (cost \$3,999,667)		\$3,999,751

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Natural Gas – NYMEX, expires March 2018	475	\$13,803,500	\$(1,097,049)

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

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 121,027	\$ 38,651	\$ 19,053
Expenses			
Management fee	84,418	63,534	81,259
Brokerage commissions	41,063	29,529	59,966
Brokerage fees	—	39	—
Total expenses	125,481	93,102	141,225
Net investment income (loss)	(4,454)	(54,451)	(122,172)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(14,147,964)	4,762,532	586,860
Short-term U.S. government and agency obligations	—	(783)	3,139
Net realized gain (loss)	(14,147,964)	4,761,749	589,999
Change in net unrealized appreciation/depreciation on			
Futures contracts	11,935,038	(615,018)	1,989,133
Short-term U.S. government and agency obligations	(85)	121	(388)
Change in net unrealized appreciation/depreciation	11,934,953	(614,897)	1,988,745
Net realized and unrealized gain (loss)	(2,213,011)	4,146,852	2,578,744
Net income (loss)	\$ (2,217,465)	\$4,092,401	\$2,456,572

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 6,902,743	\$ 4,038,794	\$ 10,462,856
Addition of 2,500,000, 650,000 and 950,000 shares, respectively	53,822,972	23,216,158	40,020,426
Redemption of 1,850,000, 650,000 and 1,000,024 shares, respectively	(40,682,809)	(24,444,610)	(48,901,060)
Net addition (redemption) of 650,000, – and (50,024) shares, respectively	13,140,163	(1,228,452)	(8,880,634)
Net investment income (loss)	(4,454)	(54,451)	(122,172)
Net realized gain (loss)	(14,147,964)	4,761,749	589,999
Change in net unrealized appreciation/depreciation	11,934,953	(614,897)	1,988,745
Net income (loss)	(2,217,465)	4,092,401	2,456,572
Shareholders' equity, end of period	\$ 17,825,441	\$ 6,902,743	\$ 4,038,794

See accompanying notes to financial statements.

PROSHARES ULTRASHORT BLOOMBERG NATURAL GAS

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (2,217,465)	\$ 4,092,401	\$ 2,456,572
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	(695,820,495)	(98,949,414)	(46,397,398)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	699,600,000	97,881,796	51,635,055
Net amortization and accretion on short-term U.S. government and agency obligations	(79,553)	(33,644)	(19,053)
Net realized gain (loss) on investments	—	783	(3,139)
Change in unrealized appreciation/depreciation on investments	85	(121)	388
Decrease (Increase) in receivable on futures contracts	(3,096,239)	105,872	(105,872)
Decrease (Increase) in interest receivable	(11,379)	—	—
Increase (Decrease) in payable to Sponsor	13,415	(261)	(7,499)
Increase (Decrease) in brokerage commissions and fees payable	—	(144)	(1,764)
Increase (Decrease) in payable on futures contracts	(104,104)	104,104	(785,170)
Net cash provided by (used in) operating activities . . .	<u>(1,715,735)</u>	<u>3,201,372</u>	<u>6,772,120</u>
Cash flow from financing activities			
Proceeds from addition of shares	53,822,972	23,216,158	40,020,426
Payment on shares redeemed	<u>(36,361,221)</u>	<u>(24,444,610)</u>	<u>(48,901,060)</u>
Net cash provided by (used in) financing activities . . .	<u>17,461,751</u>	<u>(1,228,452)</u>	<u>(8,880,634)</u>
Net increase (decrease) in cash	15,746,016	1,972,920	(2,108,514)
Cash, beginning of period	<u>3,010,206</u>	<u>1,037,286</u>	<u>3,145,800</u>
Cash, end of period	<u><u>\$ 18,756,222</u></u>	<u><u>\$ 3,010,206</u></u>	<u><u>\$ 1,037,286</u></u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$121,798,837 and \$204,788,208, respectively)	\$121,801,685	\$204,770,166
Cash	33,215,995	1,255,895
Segregated cash balances with brokers for foreign currency forward contracts	3,138,000	3,038,000
Unrealized appreciation on foreign currency forward contracts	104,074	449,302
Interest receivable	15,999	—
Total assets	<u>158,275,753</u>	<u>209,513,363</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	2,427,020	—
Payable to Sponsor	128,696	171,595
Unrealized depreciation on foreign currency forward contracts	1,599,878	6,793,571
Total liabilities	<u>4,155,594</u>	<u>6,965,166</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	154,120,159	202,548,197
Total liabilities and shareholders' equity	<u>\$158,275,753</u>	<u>\$209,513,363</u>
Shares outstanding	<u>6,350,000</u>	<u>9,550,000</u>
Net asset value per share	<u>\$ 24.27</u>	<u>\$ 21.21</u>
Market value per share (Note 2)	<u>\$ 24.25</u>	<u>\$ 21.20</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(79% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.689% due 01/03/19 [†]	\$ 6,000,000	\$ 5,999,631
2.305% due 01/17/19 [†]	43,000,000	42,958,793
2.297% due 01/31/19 [†]	51,000,000	50,906,328
2.363% due 02/14/19 [†]	22,000,000	21,936,933
Total short-term U.S. government and agency obligations (cost \$121,798,837)		\$121,801,685

Foreign Currency Forward Contracts[^]

	Settlement Date	Contract Amount in Local Currency	Contract Amount in U.S. Dollars	Unrealized Appreciation (Depreciation)/ Value
Contracts to Purchase				
Euro with Goldman Sachs International	01/11/19	11,497,100	\$ 13,182,017	\$ 54,842
Euro with UBS AG	01/11/19	33,071,100	37,917,719	49,232
Total Unrealized Appreciation				\$ 104,074
Contracts to Sell				
Euro with Goldman Sachs International	01/11/19	(152,127,525)	\$(174,422,043)	\$ (664,844)
Euro with UBS AG	01/11/19	(161,054,700)	(184,657,508)	(935,034)
Total Unrealized Depreciation				\$(1,599,878)

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

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(101% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.001% due 01/04/18	\$20,000,000	\$ 19,998,756
1.001% due 01/11/18 [†]	25,000,000	24,992,937
1.081% due 01/18/18 [†]	29,000,000	28,984,404
1.068% due 01/25/18 [†]	11,000,000	10,991,251
1.040% due 02/01/18 [†]	30,000,000	29,969,001
1.075% due 02/08/18 [†]	9,000,000	8,988,530
1.080% due 02/15/18 [†]	25,000,000	24,962,110
1.145% due 02/22/18	12,000,000	11,978,836
1.155% due 03/01/18 [†]	26,000,000	25,946,591
1.256% due 03/08/18 [†]	18,000,000	17,957,750
Total short-term U.S. government and agency obligations (cost \$204,788,208) ..		\$204,770,166

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Euro with Goldman Sachs International	01/12/18	15,379,400	\$ 18,303,048	\$ 158,796
Euro with UBS AG	01/12/18	24,804,600	29,485,603	290,506
Total Unrealized Appreciation				\$ 449,302
Contracts to Sell				
Euro with Goldman Sachs International	01/12/18	(191,822,225)	\$(226,812,145)	\$(3,456,408)
Euro with UBS AG	01/12/18	(185,510,600)	(219,354,746)	(3,337,163)
Total Unrealized Depreciation				\$(6,793,571)

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

[^] The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 3,045,321	\$ 2,048,455	\$ 1,012,886
Expenses			
Management fee	1,720,827	2,445,170	3,777,543
Total expenses	1,720,827	2,445,170	3,777,543
Net investment income (loss)	1,324,494	(396,715)	(2,764,657)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	18,953,455	(39,691,680)	(25,711,518)
Short-term U.S. government and agency obligations	(219)	(3,785)	242
Net realized gain (loss)	18,953,236	(39,695,465)	(25,711,276)
Change in net unrealized appreciation/depreciation on			
Foreign currency forward contracts	4,848,465	(22,507,200)	44,873,267
Short-term U.S. government and agency obligations	20,890	(20,263)	12,675
Change in net unrealized appreciation/depreciation	4,869,355	(22,527,463)	44,885,942
Net realized and unrealized gain (loss)	23,822,591	(62,222,928)	19,174,666
Net income (loss)	<u>\$25,147,085</u>	<u>\$(62,619,643)</u>	<u>\$ 16,410,009</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 202,548,197	\$ 349,392,650	\$ 522,306,518
Addition of 1,700,000, 2,400,000 and 650,000 shares, respectively	37,244,830	54,352,755	15,418,329
Redemption of 4,900,000, 5,750,000 and 8,200,014 shares, respectively	<u>(110,819,953)</u>	<u>(138,577,565)</u>	<u>(204,742,206)</u>
Net addition (redemption) of (3,200,000), (3,350,000) and (7,550,014) shares, respectively	<u>(73,575,123)</u>	<u>(84,224,810)</u>	<u>(189,323,877)</u>
Net investment income (loss)	1,324,494	(396,715)	(2,764,657)
Net realized gain (loss)	18,953,236	(39,695,465)	(25,711,276)
Change in net unrealized appreciation/depreciation	<u>4,869,355</u>	<u>(22,527,463)</u>	<u>44,885,942</u>
Net income (loss)	<u>25,147,085</u>	<u>(62,619,643)</u>	<u>16,410,009</u>
Shareholders' equity, end of period	<u>\$ 154,120,159</u>	<u>\$ 202,548,197</u>	<u>\$ 349,392,650</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT EURO

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 25,147,085	\$ (62,619,643)	\$ 16,410,009
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(5,771,042,956)	(2,213,830,667)	(1,535,809,146)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	5,856,785,001	2,348,460,695	1,745,625,938
Net amortization and accretion on short-term U.S. government and agency obligations	(2,752,893)	(2,048,455)	(1,012,886)
Net realized gain (loss) on investments	219	3,785	(242)
Change in unrealized appreciation/depreciation on investments	(4,869,355)	22,527,463	(44,885,942)
Decrease (Increase) in interest receivable	(15,999)	—	—
Increase (Decrease) in payable to Sponsor	(42,899)	(119,503)	(123,177)
Net cash provided by (used in) operating activities	<u>103,208,203</u>	<u>92,373,675</u>	<u>180,204,554</u>
Cash flow from financing activities			
Proceeds from addition of shares	37,244,830	54,352,755	15,418,329
Payment on shares redeemed	(108,392,933)	(145,349,037)	(203,078,964)
Net cash provided by (used in) financing activities	<u>(71,148,103)</u>	<u>(90,996,282)</u>	<u>(187,660,635)</u>
Net increase (decrease) in cash	32,060,100	1,377,393	(7,456,081)
Cash, beginning of period	4,293,895	2,916,502	10,372,583
Cash, end of period	<u>\$ 36,353,995</u>	<u>\$ 4,293,895</u>	<u>\$ 2,916,502</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$3,989,775 and \$31,979,626, respectively)	\$ 3,989,563	\$31,977,900
Cash	12,563,184	1,026,645
Segregated cash balances with brokers for futures contracts	38,148	8,800
Segregated cash balances with brokers for forward agreements	2,502,000	—
Receivable on open futures contracts	1,700	—
Interest receivable	10,500	—
Total assets	<u>19,105,095</u>	<u>33,013,345</u>
Liabilities and shareholders' equity		
Liabilities		
Payable on open futures contracts	—	2,420
Payable to Sponsor	15,312	25,256
Unrealized depreciation on forward agreements	990,786	1,488,259
Total liabilities	<u>1,006,098</u>	<u>1,515,935</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	18,098,997	31,497,410
Total liabilities and shareholders' equity	<u>\$19,105,095</u>	<u>\$33,013,345</u>
Shares outstanding	<u>246,978</u>	<u>446,978</u>
Net asset value per share	<u>\$ 73.28</u>	<u>\$ 70.47</u>
Market value per share (Note 2)	<u>\$ 72.84</u>	<u>\$ 69.11</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(22% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.885% due 01/31/19†	\$1,000,000	\$ 998,163
2.349% due 02/14/19†	3,000,000	2,991,400
Total short-term U.S. government and agency obligations (cost \$3,989,775)		\$3,989,563

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Gold Futures – COMEX, expires February 2019	10	\$1,281,300	\$(31,780)

Forward Agreements^

	<u>Rate Paid (Received)*</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Forward agreements with Citibank, N.A. based on 0.995 Fine Troy Ounce Gold	(2.35)%	01/07/19	\$(11,200)	\$(14,332,080)	\$ (380,655)
Forward agreements with Goldman Sachs International based on 0.995 Fine Troy Ounce Gold	(2.45)	01/07/19	(7,598)	(9,723,237)	(258,134)
Forward agreements with Societe Generale based on 0.995 Fine Troy Ounce Gold	(2.12)	01/07/19	(1,000)	(1,279,640)	(63,076)
Forward agreements with UBS AG based on 0.995 Fine Troy Ounce Gold	(2.10)	01/07/19	(7,450)	(9,533,169)	(288,921)
Total Unrealized Depreciation					\$ (990,786)

† All or partial amount pledged as collateral for forward agreements.

^ The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

* Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(102% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.001% due 01/04/18†	\$14,000,000	\$13,999,129
1.001% due 01/11/18†	5,000,000	4,998,588
1.040% due 02/01/18†	3,000,000	2,996,900
1.075% due 02/08/18†	8,000,000	7,989,805
1.267% due 03/29/18†	2,000,000	1,993,478
Total short-term U.S. government and agency obligations (cost \$31,979,626) . . .		<u>\$31,977,900</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Gold Futures – COMEX, expires February 2018	2	\$261,860	\$(5,460)

Forward Agreements^

	<u>Rate Paid (Received)*</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Forward agreements with Citibank, N.A. based on 0.995 Fine Troy Ounce Gold	(1.75)%	01/08/18	\$(18,900)	\$(24,413,508)	\$ (554,559)
Forward agreements with Goldman Sachs International based on 0.995 Fine Troy Ounce Gold	(1.45)	01/08/18	(12,798)	(16,530,665)	(428,358)
Forward agreements with Societe Generale based on 0.995 Fine Troy Ounce Gold	(1.28)	01/08/18	(4,800)	(6,199,776)	(126,928)
Forward agreements with UBS AG based on 0.995 Fine Troy Ounce Gold	(1.56)	01/08/18	(12,050)	(15,564,985)	(378,414)
Total Unrealized Depreciation . . .					<u>\$ (1,488,259)</u>

- † All or partial amount pledged as collateral for forward agreements.
- ^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.
- ^^ Rates shown represents discount rate at the time of purchase.
- * Reflects the floating financing rate, as of December 31, 2017, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.
- ** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 423,926	\$ 283,917	\$ 164,570
Expenses			
Management fee	252,524	344,734	625,950
Brokerage commissions	61	48	43
Total expenses	252,585	344,782	625,993
Net investment income (loss)	171,341	(60,865)	(461,423)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	21,620	(2,987)	(29,440)
Forward agreements	1,301,959	(6,990,570)	(12,211,311)
Short-term U.S. government and agency obligations	152	(1,208)	(378)
Net realized gain (loss)	1,323,731	(6,994,765)	(12,241,129)
Change in net unrealized appreciation/depreciation on			
Futures contracts	(26,320)	(24,440)	13,760
Forward agreements	497,473	(4,521,825)	1,224,624
Short-term U.S. government and agency obligations	1,514	(2,006)	2,028
Change in net unrealized appreciation/depreciation	472,667	(4,548,271)	1,240,412
Net realized and unrealized gain (loss)	1,796,398	(11,543,036)	(11,000,717)
Net income (loss)	\$1,967,739	\$(11,603,901)	\$(11,462,140)

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 31,497,410	\$ 63,653,647	\$ 74,971,764
Addition of 250,000, 350,000 and 1,050,000 shares, respectively	16,527,151	26,178,336	83,353,994
Redemption of 450,000, 600,000 and 1,000,000 shares, respectively	<u>(31,893,303)</u>	<u>(46,730,672)</u>	<u>(83,209,971)</u>
Net addition (redemption) of (200,000), (250,000) and 50,000 shares, respectively	<u>(15,366,152)</u>	<u>(20,552,336)</u>	<u>144,023</u>
Net investment income (loss)	171,341	(60,865)	(461,423)
Net realized gain (loss)	1,323,731	(6,994,765)	(12,241,129)
Change in net unrealized appreciation/depreciation	<u>472,667</u>	<u>(4,548,271)</u>	<u>1,240,412</u>
Net income (loss)	<u>1,967,739</u>	<u>(11,603,901)</u>	<u>(11,462,140)</u>
Shareholders' equity, end of period	<u>\$ 18,098,997</u>	<u>\$ 31,497,410</u>	<u>\$ 63,653,647</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT GOLD

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 1,967,739	\$ (11,603,901)	\$ (11,462,140)
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	(1,471,021,129)	(259,713,980)	(320,273,448)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	1,499,398,357	288,557,288	332,879,016
Net amortization and accretion on short-term U.S. government and agency obligations	(387,225)	(283,867)	(164,568)
Net realized gain (loss) on investments	(152)	1,208	378
Change in unrealized appreciation/depreciation on investments	(498,987)	4,523,831	(1,226,652)
Decrease (Increase) in receivable on futures contracts	(1,700)	1,280	(1,280)
Decrease (Increase) in interest receivable	(10,500)	—	—
Increase (Decrease) in payable to Sponsor	(9,944)	(30,538)	(4,097)
Increase (Decrease) in payable on futures contracts	(2,420)	2,420	(80)
Net cash provided by (used in) operating activities	<u>29,434,039</u>	<u>21,453,741</u>	<u>(252,871)</u>
Cash flow from financing activities			
Proceeds from addition of shares	16,527,151	26,178,336	83,353,994
Payment on shares redeemed	(31,893,303)	(46,730,672)	(83,209,971)
Net cash provided by (used in) financing activities	<u>(15,366,152)</u>	<u>(20,552,336)</u>	<u>144,023</u>
Net increase (decrease) in cash	14,067,887	901,405	(108,848)
Cash, beginning of period	1,035,445	134,040	242,888
Cash, end of period	<u>\$ 15,103,332</u>	<u>\$ 1,035,445</u>	<u>\$ 134,040</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$3,294,789 and \$18,352,808, respectively)	\$ 3,294,766	\$18,349,861
Cash	5,677,665	614,804
Segregated cash balances with brokers for futures contracts	44,431	10,340
Segregated cash balances with brokers for forward agreements	4,554,000	738,500
Interest receivable	7,847	—
Total assets	<u>13,578,709</u>	<u>19,713,505</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	3,171,777
Payable on open futures contracts	5,720	2,220
Payable to Sponsor	11,115	17,086
Unrealized depreciation on forward agreements	1,793,011	1,716,163
Total liabilities	<u>1,809,846</u>	<u>4,907,246</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	11,768,863	14,806,259
Total liabilities and shareholders' equity	<u>\$13,578,709</u>	<u>\$19,713,505</u>
Shares outstanding	<u>316,976</u>	<u>466,976</u>
Net asset value per share	<u>\$ 37.13</u>	<u>\$ 31.71</u>
Market value per share (Note 2)	<u>\$ 37.10</u>	<u>\$ 31.40</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(28% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.607% due 01/03/19	\$ 700,000	\$ 699,957
1.856% due 01/17/19	700,000	699,329
1.898% due 01/31/19 [†]	900,000	898,347
2.427% due 02/14/19	1,000,000	997,133
Total short-term U.S. government and agency obligations (cost \$3,294,789)		<u>\$3,294,766</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Silver Futures – COMEX, expires March 2019	11	\$854,700	\$(44,917)

Forward Agreements[^]

	<u>Rate Paid (Received)*</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Forward agreements with Citibank, N.A. based on 0.999 Fine Troy Ounce Silver	(2.55)%	01/07/19	\$(399,000)	\$(6,173,887)	\$ (566,050)
Forward agreements with Goldman Sachs International based on 0.999 Fine Troy Ounce Silver	(2.80)	01/07/19	(559,500)	(8,658,038)	(605,756)
Forward agreements with Societe Generale based on 0.999 Fine Troy Ounce Silver	(2.27)	01/07/19	(100,000)	(1,547,320)	(119,953)
Forward agreements with UBS AG based on 0.999 Fine Troy Ounce Silver	(2.78)	01/07/19	(407,000)	(6,298,203)	<u>(501,252)</u>
Total Unrealized Depreciation					<u>\$ (1,793,011)</u>

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

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

^{*} Reflects the floating financing rate, as of December 31, 2018, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

^{**} For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations (124% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.033% due 01/18/18†	\$ 2,181,000	\$ 2,179,827
1.040% due 02/01/18†	2,214,000	2,211,712
1.209% due 02/08/18†	2,000,000	1,997,451
1.267% due 03/29/18†	12,000,000	11,960,871
Total short-term U.S. government and agency obligations (cost \$18,352,808) . .		<u>\$18,349,861</u>

Futures Contracts Sold

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Silver Futures – COMEX, expires March 2018	2	\$(171,450)	\$(1,650)

Forward Agreements^

	<u>Rate Paid (Received)*</u>	<u>Settlement Date</u>	<u>Commitment to (Deliver)/Receive</u>	<u>Notional Amount at Value**</u>	<u>Unrealized Appreciation (Depreciation)/Value</u>
Forward agreements with Citibank, N.A. based on 0.999 Fine Troy Ounce Silver	(1.85)%	01/08/18	\$(529,000)	\$ (8,926,769)	\$ (632,593)
Forward agreements with Goldman Sachs International based on 0.999 Fine Troy Ounce Silver . .	(1.52)	01/08/18	(418,500)	(7,061,769)	(486,240)
Forward agreements with Societe Generale based on 0.999 Fine Troy Ounce Silver	(1.45)	01/08/18	(156,000)	(2,632,328)	(115,305)
Forward agreements with UBS AG based on 0.999 Fine Troy Ounce Silver	(1.60)	01/08/18	(642,000)	(10,833,493)	<u>(482,025)</u>
Total Unrealized Depreciation					<u>\$ (1,716,163)</u>

† All or partial amount pledged as collateral for forward agreements.

^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represents discount rate at the time of purchase.

* Reflects the floating financing rate, as of December 31, 2017, on the notional amount of the forward agreement paid to the counterparty or received from the counterparty, excluding any commissions. Forward Agreements payment is due at termination/maturity.

** For forward agreements, a positive amount represents “long” exposure to the underlying commodity. A negative amount represents “short” exposure to the underlying commodity.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 309,090	\$ 157,745	\$ 93,483
Expenses			
Management fee	196,546	194,297	349,293
Brokerage commissions	72	48	43
Total expenses	196,618	194,345	349,336
Net investment income (loss)	112,472	(36,600)	(255,853)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	19,939	21,156	(40,250)
Forward agreements	5,005,037	1,132,237	(17,514,464)
Short-term U.S. government and agency obligations	(2,031)	(932)	(1,916)
Net realized gain (loss)	5,022,945	1,152,461	(17,556,630)
Change in net unrealized appreciation/depreciation on			
Futures contracts	(43,267)	(28,960)	21,340
Forward agreements	(76,848)	(3,100,409)	(3,394,033)
Short-term U.S. government and agency obligations	2,924	(3,500)	367
Change in net unrealized appreciation/depreciation	(117,191)	(3,132,869)	(3,372,326)
Net realized and unrealized gain (loss)	4,905,754	(1,980,408)	(20,928,956)
Net income (loss)	<u>\$5,018,226</u>	<u>\$(2,017,008)</u>	<u>\$(21,184,809)</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 14,806,259	\$ 23,017,656	\$ 55,987,938
Addition of 800,000, 850,000 and 1,650,000 shares, respectively	27,656,086	26,717,920	69,113,968
Redemption of 950,000, 1,000,000 and 1,900,002 shares, respectively	<u>(35,711,708)</u>	<u>(32,912,309)</u>	<u>(80,899,441)</u>
Net addition (redemption) of (150,000), (150,000) and (250,002) shares, respectively	<u>(8,055,622)</u>	<u>(6,194,389)</u>	<u>(11,785,473)</u>
Net investment income (loss)	112,472	(36,600)	(255,853)
Net realized gain (loss)	5,022,945	1,152,461	(17,556,630)
Change in net unrealized appreciation/depreciation	<u>(117,191)</u>	<u>(3,132,869)</u>	<u>(3,372,326)</u>
Net income (loss)	<u>5,018,226</u>	<u>(2,017,008)</u>	<u>(21,184,809)</u>
Shareholders' equity, end of period	<u>\$ 11,768,863</u>	<u>\$ 14,806,259</u>	<u>\$ 23,017,656</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT SILVER

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 5,018,226	\$ (2,017,008)	\$ (21,184,809)
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	(906,025,439)	(205,796,774)	(149,552,689)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	921,367,007	209,150,487	178,824,533
Net amortization and accretion on short-term U.S. government and agency obligations	(285,580)	(157,687)	(93,482)
Net realized gain (loss) on investments	2,031	932	1,916
Change in unrealized appreciation/depreciation on investments	73,924	3,103,909	3,393,666
Decrease (Increase) in receivable on futures contracts	—	2,290	(1,900)
Decrease (Increase) in interest receivable	(7,847)	—	—
Increase (Decrease) in payable to Sponsor	(5,971)	(2,464)	(27,635)
Increase (Decrease) in payable on futures contracts	3,500	2,220	—
Net cash provided by (used in) operating activities	<u>20,139,851</u>	<u>4,285,905</u>	<u>11,359,600</u>
Cash flow from financing activities			
Proceeds from addition of shares	27,656,086	26,717,920	69,113,968
Payment on shares redeemed	<u>(38,883,485)</u>	<u>(29,740,532)</u>	<u>(80,899,441)</u>
Net cash provided by (used in) financing activities	<u>(11,227,399)</u>	<u>(3,022,612)</u>	<u>(11,785,473)</u>
Net increase (decrease) in cash	8,912,452	1,263,293	(425,873)
Cash, beginning of period	1,363,644	100,351	526,224
Cash, end of period	<u>\$ 10,276,096</u>	<u>\$ 1,363,644</u>	<u>\$ 100,351</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$34,950,807 and \$131,844,652, respectively)	\$34,951,229	\$131,834,352
Cash	21,879,254	1,582,684
Segregated cash balances with brokers for foreign currency forward contracts	1,691,000	—
Unrealized appreciation on foreign currency forward contracts	678,152	1,568,997
Interest receivable	14,973	—
Total assets	<u>59,214,608</u>	<u>134,986,033</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	3,759,983
Payable to Sponsor	49,037	106,863
Unrealized depreciation on foreign currency forward contracts	3,801,896	41,734
Total liabilities	<u>3,850,933</u>	<u>3,908,580</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	55,363,675	131,077,453
Total liabilities and shareholders' equity	<u>\$59,214,608</u>	<u>\$134,986,033</u>
Shares outstanding	<u>749,290</u>	<u>1,749,290</u>
Net asset value per share	<u>\$ 73.89</u>	<u>\$ 74.93</u>
Market value per share (Note 2)	<u>\$ 73.86</u>	<u>\$ 74.98</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(63% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.689% due 01/03/19 [†]	\$ 2,000,000	\$ 1,999,877
2.307% due 01/17/19 [†]	23,000,000	22,977,959
1.976% due 01/31/19 [†]	2,000,000	1,996,327
2.349% due 02/14/19 [†]	8,000,000	7,977,066
Total short-term U.S. government and agency obligations (cost \$34,950,807)		\$34,951,229

Foreign Currency Forward Contracts[^]

	<u>Settlement Date</u>	<u>Contract Amount in Local Currency</u>	<u>Contract Amount in U.S. Dollars</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
Contracts to Purchase				
Yen with Goldman Sachs International	01/11/19	1,459,634,700	\$ 13,322,009	\$ 330,465
Yen with UBS AG	01/11/19	2,446,453,800	22,328,658	347,687
Total Unrealized Appreciation				\$ 678,152
Contracts to Sell				
Yen with Goldman Sachs International	01/11/19	(7,490,711,300)	\$(68,367,332)	\$(1,755,536)
Yen with UBS AG	01/11/19	(8,547,990,500)	(78,017,066)	(2,046,360)
Total Unrealized Depreciation				\$(3,801,896)

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

[^] The positions and counterparties herein are as of December 31, 2018. The Fund continually evaluates different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

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

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(101% of shareholders' equity)		
U.S. Treasury Bills^^:		
1.000% due 01/04/18	\$ 7,000,000	\$ 6,999,565
1.001% due 01/11/18	9,000,000	8,997,457
1.033% due 01/18/18†	19,000,000	18,989,782
1.068% due 01/25/18†	11,000,000	10,991,251
1.040% due 02/01/18†	24,000,000	23,975,201
1.083% due 02/08/18†	17,000,000	16,978,335
1.080% due 02/15/18	9,000,000	8,986,360
1.264% due 03/01/18	15,000,000	14,969,187
1.256% due 03/08/18†	15,000,000	14,964,792
1.277% due 03/22/18	6,000,000	5,982,422
Total short-term U.S. government and agency obligations (cost \$131,844,652) . . .		\$131,834,352

Foreign Currency Forward Contracts^

	Settlement Date	Contract Amount in Local Currency	Contract Amount in U.S. Dollars	Unrealized Appreciation (Depreciation)/ Value
Contracts to Purchase				
Yen with Goldman Sachs International	01/12/18	1,557,430,400	\$ 13,828,233	\$ (1,119)
Yen with UBS AG	01/12/18	2,779,401,900	24,716,567	(40,615)
Total Unrealized Depreciation				\$ (41,734)
Contracts to Sell				
Yen with Goldman Sachs International	01/12/18	(16,323,923,000)	\$(145,748,706)	\$ 822,436
Yen with UBS AG	01/12/18	(17,545,808,000)	(156,520,911)	746,561
Total Unrealized Appreciation				\$1,568,997

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

^ The positions and counterparties herein are as of December 31, 2017. The Funds continually evaluate different counterparties for their transactions and counterparties are subject to change. New counterparties can be added at any time.

^^ Rates shown represents discount rate at the time of purchase.

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 1,399,342	\$ 1,446,842	\$ 531,771
Expenses			
Management fee	791,468	1,802,816	2,141,333
Total expenses	791,468	1,802,816	2,141,333
Net investment income (loss)	607,874	(355,974)	(1,609,562)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Foreign currency forward contracts	2,111,627	(8,729,472)	(22,220,271)
Short-term U.S. government and agency obligations	3	(4,001)	(5,910)
Net realized gain (loss)	2,111,630	(8,733,473)	(22,226,181)
Change in net unrealized appreciation/depreciation on			
Foreign currency forward contracts	(4,651,007)	(15,217,674)	30,640,389
Short-term U.S. government and agency obligations	10,722	(9,478)	16,827
Change in net unrealized appreciation/depreciation	(4,640,285)	(15,227,152)	30,657,216
Net realized and unrealized gain (loss)	(2,528,655)	(23,960,625)	8,431,035
Net income (loss)	<u>\$(1,920,781)</u>	<u>\$(24,316,599)</u>	<u>\$ 6,821,473</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$131,077,453	\$ 276,781,747	\$ 237,372,900
Addition of 100,000, 1,000,000 and 2,300,000 shares, respectively	7,078,646	76,657,434	150,763,218
Redemption of 1,100,000, 2,700,000 and 1,550,004 shares, respectively	(80,871,643)	(198,045,129)	(118,175,844)
Net addition (redemption) of (1,000,000), (1,700,000) and 749,996 shares, respectively	(73,792,997)	(121,387,695)	32,587,374
Net investment income (loss)	607,874	(355,974)	(1,609,562)
Net realized gain (loss)	2,111,630	(8,733,473)	(22,226,181)
Change in net unrealized appreciation/depreciation	(4,640,285)	(15,227,152)	30,657,216
Net income (loss)	(1,920,781)	(24,316,599)	6,821,473
Shareholders' equity, end of period	<u>\$ 55,363,675</u>	<u>\$ 131,077,453</u>	<u>\$ 276,781,747</u>

See accompanying notes to financial statements.

PROSHARES ULTRASHORT YEN

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ (1,920,781)	\$ (24,316,599)	\$ 6,821,473
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	(3,738,985,179)	(1,735,928,862)	(1,044,852,917)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	3,837,199,781	1,862,630,186	1,048,290,293
Net amortization and accretion on short-term U.S. government and agency obligations	(1,320,754)	(1,446,842)	(531,771)
Net realized gain (loss) on investments	(3)	4,001	5,910
Change in unrealized appreciation/depreciation on investments	4,640,285	15,227,152	(30,657,216)
Decrease (Increase) in interest receivable	(14,973)	—	—
Increase (Decrease) in payable to Sponsor	(57,826)	(125,628)	21,603
Net cash provided by (used in) operating activities	<u>99,540,550</u>	<u>116,043,408</u>	<u>(20,902,625)</u>
Cash flow from financing activities			
Proceeds from addition of shares	7,078,646	76,657,434	150,763,218
Payment on shares redeemed	(84,631,626)	(194,285,146)	(126,970,573)
Net cash provided by (used in) financing activities	<u>(77,552,980)</u>	<u>(117,627,712)</u>	<u>23,792,645</u>
Net increase (decrease) in cash	21,987,570	(1,584,304)	2,890,020
Cash, beginning of period	<u>1,582,684</u>	<u>3,166,988</u>	<u>276,968</u>
Cash, end of period	<u>\$ 23,570,254</u>	<u>\$ 1,582,684</u>	<u>\$ 3,166,988</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$– and \$20,993,328, respectively)	\$ —	\$20,993,515
Cash	48,860,400	1,639,958
Segregated cash balances with brokers for futures contracts	8,682,024	4,626,400
Receivable on open futures contracts	—	170,015
Interest receivable	29,104	—
Total assets	<u>57,571,528</u>	<u>27,429,888</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	674,832	1,058,309
Payable on open futures contracts	565,495	—
Payable to Sponsor	32,080	23,631
Total liabilities	<u>1,272,407</u>	<u>1,081,940</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	56,299,121	26,347,948
Total liabilities and shareholders' equity	<u>\$57,571,528</u>	<u>\$27,429,888</u>
Shares outstanding	<u>2,112,403</u>	<u>1,237,403</u>
Net asset value per share	<u>\$ 26.65</u>	<u>\$ 21.29</u>
Market value per share (Note 2)	<u>\$ 26.74</u>	<u>\$ 21.15</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2018

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
VIX Futures – CBOE, expires April 2019	503	\$10,550,425	\$1,677,781
VIX Futures – CBOE, expires May 2019	906	18,799,500	1,368,915
VIX Futures – CBOE, expires June 2019	906	18,618,300	841,460
VIX Futures – CBOE, expires July 2019	403	8,332,025	(130,050)
			<u>\$3,758,106</u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(80% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.000% due 01/04/18	\$11,000,000	\$10,999,316
1.001% due 01/11/18	7,000,000	6,998,022
1.209% due 02/08/18	3,000,000	<u>2,996,177</u>
Total short-term U.S. government and agency obligations (cost \$20,993,328) . . .		<u><u>\$20,993,515</u></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 2018	354	\$4,911,750	\$ (617,555)
VIX Futures – CBOE, expires May 2018	603	8,668,125	(910,645)
VIX Futures – CBOE, expires June 2018	603	8,939,475	(641,030)
VIX Futures – CBOE, expires July 2018	248	3,825,400	<u>(46,050)</u>
			<u><u>\$(2,215,280)</u></u>

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

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 368,351	\$ 256,920	\$ 107,409
Expenses			
Management fee	221,717	317,739	369,016
Brokerage commissions	30,306	20,988	32,884
Total expenses	252,023	338,727	401,900
Net investment income (loss)	116,328	(81,807)	(294,491)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	4,332,654	(25,319,770)	(11,085,506)
Short-term U.S. government and agency obligations	—	(377)	499
Net realized gain (loss)	4,332,654	(25,320,147)	(11,085,007)
Change in net unrealized appreciation/depreciation on			
Futures contracts	5,973,386	(927,035)	(943,885)
Short-term U.S. government and agency obligations	(187)	441	(1,079)
Change in net unrealized appreciation/depreciation	5,973,199	(926,594)	(944,964)
Net realized and unrealized gain (loss)	10,305,853	(26,246,741)	(12,029,971)
Net income (loss)	\$10,422,181	\$(26,328,548)	\$(12,324,462)

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 26,347,948	\$ 45,818,914	\$ 27,650,638
Addition of 2,325,000, 950,000 and 1,100,000 shares, respectively	56,218,143	26,311,779	55,230,587
Redemption of 1,450,000, 800,000 and 525,001 shares, respectively	<u>(36,689,151)</u>	<u>(19,454,197)</u>	<u>(24,737,849)</u>
Net addition (redemption) of 875,000, 150,000 and 574,999 shares, respectively	<u>19,528,992</u>	<u>6,857,582</u>	<u>30,492,738</u>
Net investment income (loss)	116,328	(81,807)	(294,491)
Net realized gain (loss)	4,332,654	(25,320,147)	(11,085,007)
Change in net unrealized appreciation/depreciation	<u>5,973,199</u>	<u>(926,594)</u>	<u>(944,964)</u>
Net income (loss)	<u>10,422,181</u>	<u>(26,328,548)</u>	<u>(12,324,462)</u>
Shareholders' equity, end of period	<u><u>\$ 56,299,121</u></u>	<u><u>\$ 26,347,948</u></u>	<u><u>\$ 45,818,914</u></u>

See accompanying notes to financial statements.

PROSHARES VIX MID-TERM FUTURES ETF

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 10,422,181	\$ (26,328,548)	\$ (12,324,462)
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	(2,159,804,178)	(943,753,668)	(175,738,460)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	2,181,000,000	968,489,510	156,335,340
Net amortization and accretion on short-term U.S. government and agency obligations	(202,494)	(243,058)	(107,408)
Net realized gain (loss) on investments	—	377	(499)
Change in unrealized appreciation/depreciation on investments	187	(441)	1,079
Decrease (Increase) in receivable on futures contracts	170,015	72,526	(200,353)
Decrease (Increase) in interest receivable	(29,104)	—	—
Increase (Decrease) in payable to Sponsor	8,449	(8,941)	12,194
Increase (Decrease) in payable on futures contracts	565,495	—	—
Net cash provided by (used in) operating activities	32,130,551	(1,772,243)	(32,022,569)
Cash flow from financing activities			
Proceeds from addition of shares	56,218,143	26,311,779	55,230,587
Payment on shares redeemed	(37,072,628)	(20,480,908)	(22,652,829)
Net cash provided by (used in) financing activities	19,145,515	5,830,871	32,577,758
Net increase (decrease) in cash	51,276,066	4,058,628	555,189
Cash, beginning of period	6,266,358	2,207,730	1,652,541
Cash, end of period	\$ 57,542,424	\$ 6,266,358	\$ 2,207,730

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF

STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$114,780,333 and \$134,855,770, respectively)	\$114,785,002	\$134,845,604
Cash	23,538,353	1,850,632
Segregated cash balances with brokers for futures contracts	15,855,066	1,864,500
Receivable on open futures contracts	912,016	2,667,474
Interest receivable	16,966	—
Total assets	<u>155,107,403</u>	<u>141,228,210</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	—	3,431,713
Payable on open futures contracts	5,489,302	—
Payable to Sponsor	70,986	54,937
Total liabilities	<u>5,560,288</u>	<u>3,486,650</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	149,547,115	137,741,560
Total liabilities and shareholders' equity	<u>\$155,107,403</u>	<u>\$141,228,210</u>
Shares outstanding	<u>3,876,317</u>	<u>5,901,317</u>
Net asset value per share	<u>\$ 38.58</u>	<u>\$ 23.34</u>
Market value per share (Note 2)	<u>\$ 38.61</u>	<u>\$ 23.15</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2018

	Principal Amount	Value
Short-term U.S. government and agency obligations		
(77% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
2.314% due 01/17/19 [†]	\$50,000,000	\$ 49,952,085
2.326% due 01/31/19 [†]	40,000,000	39,926,532
2.389% due 02/28/19	25,000,000	24,906,385
Total short-term U.S. government and agency obligations (cost \$114,780,333) ..		<u>\$114,785,002</u>

Futures Contracts Purchased

	Number of Contracts	Notional Amount at Value	Unrealized Appreciation (Depreciation)/ Value
VIX Futures – CBOE, expires January 2019	3,561	\$86,087,175	\$18,392,959
VIX Futures – CBOE, expires February 2019	2,849	63,461,475	(1,014,514)
			<u>\$17,378,445</u>

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

[†] All or partial amount pledged as collateral for futures contracts.

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF

SCHEDULE OF INVESTMENTS

DECEMBER 31, 2017

	<u>Principal Amount</u>	<u>Value</u>
Short-term U.S. government and agency obligations		
(98% of shareholders' equity)		
U.S. Treasury Bills ^{^^} :		
1.000% due 01/04/18	\$31,000,000	\$ 30,998,072
1.001% due 01/11/18 [†]	12,000,000	11,996,610
1.040% due 02/01/18 [†]	33,000,000	32,965,901
1.080% due 02/15/18 [†]	34,000,000	33,948,470
1.264% due 03/01/18 [†]	2,000,000	1,995,891
1.271% due 03/15/18 [†]	23,000,000	22,940,660
Total short-term U.S. government and agency obligations (cost \$134,855,770) ..		<u>\$134,845,604</u>

Futures Contracts Purchased

	<u>Number of Contracts</u>	<u>Notional Amount at Value</u>	<u>Unrealized Appreciation (Depreciation)/ Value</u>
VIX Futures – CBOE, expires January 2018	6,836	\$78,443,100	\$(5,471,585)
VIX Futures – CBOE, expires February 2018	4,770	59,505,750	709,708
			<u>\$(4,761,877)</u>

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

[†] All or partial amount pledged as collateral for futures contracts.

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF

STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017	2016
Investment Income			
Interest	\$ 1,594,294	\$ 1,238,374	\$ 466,392
Expenses			
Management fee	1,046,876	1,353,339	1,632,880
Brokerage commissions	176,459	174,838	270,159
Brokerage fees	4,294	3,383	—
Total expenses	<u>1,227,629</u>	<u>1,531,560</u>	<u>1,903,039</u>
Net investment income (loss)	<u>366,665</u>	<u>(293,186)</u>	<u>(1,436,647)</u>
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	89,903,111	(194,005,568)	(195,475,791)
Short-term U.S. government and agency obligations	(1,992)	(772)	6,650
Net realized gain (loss)	<u>89,901,119</u>	<u>(194,006,340)</u>	<u>(195,469,141)</u>
Change in net unrealized appreciation/depreciation on			
Futures contracts	22,140,322	(4,293,225)	609,973
Short-term U.S. government and agency obligations	14,835	(11,354)	3,010
Change in net unrealized appreciation/depreciation	<u>22,155,157</u>	<u>(4,304,579)</u>	<u>612,983</u>
Net realized and unrealized gain (loss)	<u>112,056,276</u>	<u>(198,310,919)</u>	<u>(194,856,158)</u>
Net income (loss)	<u>\$112,422,941</u>	<u>\$(198,604,105)</u>	<u>\$(196,292,805)</u>

See accompanying notes to financial statements.

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

	Year Ended December 31,		
	2018	2017	2016
Shareholders' equity, beginning of period	\$ 137,741,560	\$ 174,160,146	\$ 105,272,823
Addition of 8,275,000, 7,750,000 and 3,066,250 shares, respectively	234,775,305	318,930,520	515,131,303
Redemption of 10,300,000, 3,901,046 and 1,411,378 shares, respectively	(335,392,691)	(156,745,001)	(249,951,175)
Net addition (redemption) of (2,025,000), 3,848,954 and 1,654,872 shares, respectively	(100,617,386)	162,185,519	265,180,128
Net investment income (loss)	366,665	(293,186)	(1,436,647)
Net realized gain (loss)	89,901,119	(194,006,340)	(195,469,141)
Change in net unrealized appreciation/depreciation	22,155,157	(4,304,579)	612,983
Net income (loss)	112,422,941	(198,604,105)	(196,292,805)
Shareholders' equity, end of period	<u>\$ 149,547,115</u>	<u>\$ 137,741,560</u>	<u>\$ 174,160,146</u>

See accompanying notes to financial statements.

PROSHARES VIX SHORT-TERM FUTURES ETF

STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities			
Net income (loss)	\$ 112,422,941	\$ (198,604,105)	\$(196,292,805)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Purchases of short-term U.S. government and agency obligations	(5,723,838,427)	(1,819,678,736)	(920,726,003)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	5,744,914,327	1,834,013,986	869,284,481
Net amortization and accretion on short-term U.S. government and agency obligations	(1,002,455)	(1,201,747)	(466,392)
Net realized gain (loss) on investments	1,992	772	(6,650)
Change in unrealized appreciation/depreciation on investments	(14,835)	11,354	(3,010)
Decrease (Increase) in receivable on futures contracts	1,755,458	1,816,796	(3,220,337)
Decrease (Increase) in interest receivable	(16,966)	—	—
Increase (Decrease) in payable to Sponsor	16,049	(32,700)	10,220
Increase (Decrease) in payable on futures contracts	5,489,302	—	—
Net cash provided by (used in) operating activities	<u>139,727,386</u>	<u>(183,674,380)</u>	<u>(251,420,496)</u>
Cash flow from financing activities			
Proceeds from addition of shares	234,775,305	318,930,520	515,131,303
Payment on shares redeemed	<u>(338,824,404)</u>	<u>(153,313,288)</u>	<u>(249,951,175)</u>
Net cash provided by (used in) financing activities	<u>(104,049,099)</u>	<u>165,617,232</u>	<u>265,180,128</u>
Net increase (decrease) in cash	35,678,287	(18,057,148)	13,759,632
Cash, beginning of period	<u>3,715,132</u>	<u>21,772,280</u>	<u>8,012,648</u>
Cash, end of period	<u><u>\$ 39,393,419</u></u>	<u><u>\$ 3,715,132</u></u>	<u><u>\$ 21,772,280</u></u>

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF FINANCIAL CONDITION

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets		
Short-term U.S. government and agency obligations (Note 3) (cost \$785,069,552 and \$2,445,970,899, respectively)	\$ 785,085,860	\$2,445,779,873
Cash	729,259,407	55,713,112
Segregated cash balances with brokers for futures contracts	272,501,850	420,018,133
Segregated cash balances with brokers for forward agreements	37,374,000	4,081,500
Segregated cash balances with brokers for foreign currency forward contracts	6,057,000	3,960,000
Segregated cash balances with brokers for swap agreements	53,486,000	—
Unrealized appreciation on swap agreements	20,646,726	62,238,361
Unrealized appreciation on forward agreements	30,555,018	25,381,689
Unrealized appreciation on foreign currency forward contracts	1,023,384	2,339,908
Receivable from capital shares sold	54,572,979	843,370
Receivable on open futures contracts	79,899,070	45,230,982
Interest receivable	555,187	—
Offering costs (Note 5)	—	105,643
Limitation by Sponsor	—	59,651
Total assets	<u>2,071,016,481</u>	<u>3,065,752,222</u>
Liabilities and shareholders' equity		
Liabilities		
Payable for capital shares redeemed	11,136,094	73,270,557
Payable on open futures contracts	32,074,054	1,954,640
Payable to Sponsor	1,541,554	2,509,663
Unrealized depreciation on swap agreements	74,098,074	30,607,142
Unrealized depreciation on forward agreements	2,783,797	3,204,422
Unrealized depreciation on foreign currency forward contracts	5,407,883	6,927,586
Total liabilities	<u>127,041,456</u>	<u>118,474,010</u>
Commitments and Contingencies (Note 2)		
Shareholders' equity		
Shareholders' equity	1,943,975,025	2,947,278,212
Total liabilities and shareholders' equity	<u>\$2,071,016,481</u>	<u>\$3,065,752,222</u>
Shares outstanding	<u>75,842,768</u>	<u>74,000,885</u>

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2018	2017*	2016**
Investment Income			
Interest	\$ 32,979,194	\$ 25,704,093	\$ 9,133,928
Expenses			
Management fee	23,335,844	30,996,127	34,712,239
Brokerage commissions	5,852,459	8,950,082	7,438,871
Brokerage fees	156,052	9,715	—
Offering costs	105,643	238,151	—
Limitation by Sponsor	(27,133)	(59,651)	—
Total expenses	29,422,865	40,134,424	42,151,110
Net investment income (loss)	3,556,329	(14,430,331)	(33,017,182)
Realized and unrealized gain (loss) on investment activity			
Net realized gain (loss) on			
Futures contracts	(1,441,403,318)	(354,314,223)	(1,286,470,453)
Swap agreements	(2,745,254)	(11,794,313)	(25,398,375)
Forward agreements	(58,472,765)	(26,118,074)	38,357,981
Foreign currency forward contracts	19,830,895	(46,255,034)	(47,075,744)
Short-term U.S. government and agency obligations	(274,781)	(50,042)	(15,768)
Net realized gain (loss)	(1,483,065,223)	(438,531,686)	(1,320,602,359)
Change in net unrealized appreciation/depreciation on			
Futures contracts	26,203,793	(360,935)	(22,030,613)
Swap agreements	(85,082,567)	(11,520,471)	108,928,215
Forward agreements	5,593,954	43,166,751	(2,765,009)
Foreign currency forward contracts	203,179	(36,579,460)	73,731,339
Short-term U.S. government and agency obligations	207,334	(202,002)	4,832
Change in net unrealized appreciation/depreciation	(52,874,307)	(5,496,117)	157,868,764
Net realized and unrealized gain (loss)	(1,535,939,530)	(444,027,803)	(1,162,733,595)
Net income (loss)	<u>\$ (1,532,383,201)</u>	<u>\$ (458,458,134)</u>	<u>\$ (1,195,750,777)</u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since January 13, 2017 (inception date).

** The operations include the activity of: ProShares Managed Futures Strategy through March 30, 2016, ProShares UltraShort Bloomberg Commodity and ProShares Ultra Bloomberg Commodity through September 1, 2016, the date of liquidation, respectively.

See accompanying notes to financial statements.

PROSHARES TRUST II

COMBINED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Years Ended December 31,		
	2018	2017*	2016**
Shareholders' equity, beginning of period	\$ 2,947,278,212	\$ 3,276,337,487	\$ 3,506,608,748
Addition of 125,567,500, 135,939,510 and 125,154,150 shares, respectively	6,250,352,624	9,098,339,966	10,633,008,985
Redemption of 123,725,617, 144,218,291 and 120,735,291 shares, respectively	(5,721,272,610)	(8,968,941,107)	(9,667,529,469)
Net addition (redemption) of 1,841,883, (8,278,781) and 4,418,859 shares, respectively	529,080,014	129,398,859	965,479,516
Net investment income (loss)	3,556,329	(14,430,331)	(33,017,182)
Net realized gain (loss)	(1,483,065,223)	(438,531,686)	(1,320,602,359)
Change in net unrealized appreciation/depreciation . .	(52,874,307)	(5,496,117)	157,868,764
Net income (loss)	(1,532,383,201)	(458,458,134)	(1,195,750,777)
Shareholders' equity, end of period	<u>\$ 1,943,975,025</u>	<u>\$ 2,947,278,212</u>	<u>\$ 3,276,337,487</u>

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since January 13, 2017 (inception date).

** The operations include the activity of: ProShares Managed Futures Strategy through March 30, 2016, ProShares UltraShort Bloomberg Commodity and ProShares Ultra Bloomberg Commodity through September 1, 2016, the date of liquidation, respectively.

See accompanying notes to financial statements.

PROSHARES TRUST II
COMBINED STATEMENTS OF CASH FLOWS

	Year ended December 31,		
	2018	2017*	2016**
Cash flow from operating activities			
Net income (loss)	\$ (1,532,383,201)	\$ (458,458,134)	\$ (1,195,750,777)
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	(99,953,125,278)	(31,621,104,918)	(18,373,450,463)
Proceeds from sales or maturities of short-term U.S. government and agency obligations	101,639,196,463	32,238,762,028	18,657,310,693
Net amortization and accretion on short-term U.S. government and agency obligations	(25,444,619)	(24,840,586)	(9,128,007)
Net realized gain (loss) on investments	274,781	50,042	15,768
Change in unrealized appreciation/depreciation on investments	79,078,100	5,135,182	(179,899,377)
Decrease (Increase) in receivable on futures contracts	(34,668,088)	(3,368,120)	(14,207,535)
Decrease (Increase) in receivable in Limitation by Sponsor	59,651	(59,651)	—
Decrease (Increase) in interest receivable	(555,187)	—	—
Cash paid for offering costs	—	(343,794)	—
Amortization of offering costs	105,643	238,151	—
Increase (Decrease) in payable to Sponsor	(968,109)	(213,033)	(116,609)
Increase (Decrease) in brokerage commissions and fees payable	—	(2,909)	(36,239)
Increase (Decrease) in payable on futures contracts	30,119,414	(2,017,981)	894,352
Net cash provided by (used in) operating activities	201,689,570	133,776,277	1,114,368,194
Cash flow from financing activities			
Proceeds from addition of shares	6,196,623,015	9,097,496,596	10,681,055,123
Payment on shares redeemed	(5,783,407,073)	(8,967,195,585)	(9,656,124,409)
Net cash provided by (used in) financing activities	413,215,942	130,301,011	1,024,930,714
Net increase (decrease) in cash	614,905,512	264,077,288	(89,437,480)
Cash, beginning of period	483,772,745	219,695,457	309,132,937
Cash, end of period	\$ 1,098,678,257	\$ 483,772,745	\$ 219,695,457

* The operations include the activity of ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF since January 13, 2017 (inception date).

** The operations include the activity of: ProShares Managed Futures Strategy through March 30, 2016, ProShares UltraShort Bloomberg Commodity and ProShares Ultra Bloomberg Commodity through September 1, 2016, the date of liquidation, respectively.

See accompanying notes to financial statements.

PROSHARES TRUST II

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

NOTE 1 – ORGANIZATION

ProShares Trust II (the “Trust”) is a Delaware statutory trust formed on October 9, 2007 and is currently organized into separate series (each, a “Fund” and collectively, the “Funds”). As of December 31, 2018, the following twenty series of the Trust have commenced investment operations: (i) ProShares VIX Short-Term Futures ETF and ProShares VIX Mid-Term Futures ETF (each, a “Matching VIX Fund” and collectively, the “Matching VIX Funds”); (ii) ProShares Short VIX Short-Term Futures ETF and ProShares Ultra VIX Short-Term Futures ETF (each, a “Geared VIX Fund” and collectively, the “Geared VIX Funds”); (iii) ProShares UltraShort Bloomberg Crude Oil, ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraShort Bloomberg Natural Gas, ProShares UltraShort Gold, ProShares UltraShort Silver, ProShares UltraShort Australian Dollar, ProShares UltraShort Euro, ProShares UltraShort Yen, ProShares Ultra Bloomberg Crude Oil, ProShares UltraPro 3x Crude Oil ETF, ProShares Ultra Bloomberg Natural Gas, ProShares Ultra Gold, ProShares Ultra Silver, ProShares Ultra Euro and ProShares Ultra Yen (each, a “Leveraged Fund” and collectively, the “Leveraged Funds”); and (iv) ProShares Short Euro (the “Short Euro Fund”). Each of the Funds listed above issues common units of beneficial interest (“Shares”), which represent units of fractional undivided beneficial interest in and ownership of only that Fund. The Shares of each Fund are listed on the NYSE Arca, Inc. (“NYSE Arca”). The Leveraged Funds, the Short Euro Fund and the Geared VIX Funds, are collectively referred to as the “Geared Funds” in 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.

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

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

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

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

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

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

The Geared Funds do not seek to achieve their stated investment objectives over a period of time greater than a single day because mathematical compounding prevents the Geared Funds from achieving such results. Accordingly, results over periods of time greater than a single day should not be expected to be a simple multiple (e.g., -0.5x, -1x, -2x, -3x, 1.5x, 2x or 3x) of the period return of the corresponding benchmark and will likely differ significantly.

Share Splits and Reverse Share Splits

The table below includes Share splits and reverse Share splits for the Funds during the years ended December 31, 2016, 2017, and 2018. The ticker symbols for these Funds did not change, and each Fund continues to trade on the NYSE Arca.

Fund	Execution Date (Prior to Opening of Trading)	Type of Split	Date Trading Resumed at Post- Split Price
ProShares UltraShort Bloomberg Natural Gas	July 20, 2016	3-for-1 Share split	July 25, 2016
ProShares VIX Short-Term Futures ETF	July 25, 2016	1-for-5 reverse Share split	July 25, 2016
ProShares Ultra VIX Short-Term Futures ETF	July 25, 2016	1-for-5 reverse Share split	July 25, 2016
ProShares UltraShort Bloomberg Crude Oil	January 11, 2017	2-for-1 Share split	January 12, 2017
ProShares Ultra Bloomberg Crude Oil	January 11, 2017	1-for-2 reverse Share split	January 12, 2017
ProShares Ultra VIX Short-Term Futures ETF	January 11, 2017	1-for-5 reverse Share split	January 12, 2017
ProShares Short VIX Short-Term Futures ETF	July 12, 2017	2-for-1 Share split	July 17, 2017
ProShares VIX Short-Term Futures ETF	July 14, 2017	1-for-4 reverse Share split	July 17, 2017
ProShares Ultra VIX Short-Term Futures ETF	July 14, 2017	1-for-4 reverse Share split	July 17, 2017
ProShares Ultra Bloomberg Natural Gas	March 19, 2018	1-for-5 reverse Share split	March 20, 2018
ProShares UltraPro 3x Short Crude Oil ETF	March 19, 2018	1-for-4 reverse Share split	March 20, 2018
ProShares Short VIX Short-Term Futures ETF	September 17, 2018	1-for-4 reverse Share split	September 18, 2018
ProShares Ultra VIX Short-Term Futures ETF	September 17, 2018	1-for-5 reverse Share split	September 18, 2018

The reverse splits were applied retroactively for all periods presented, reducing the number of Shares outstanding for each of the Funds, and resulted in a proportionate increase in the price per Share and per Share information of each such Fund. Therefore, the reverse splits did not change the aggregate net asset value of a shareholder's investment at the time of the reverse split.

The splits were applied retroactively for all periods presented, increasing the number of Shares outstanding for each of the Funds, and resulted in a proportionate decrease in the price per Share and per Share information of each such Fund. Therefore, the splits did not change the aggregate net asset value of a shareholder's investment at the time of the split.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Each Fund is an investment company, as defined by Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946 “Financial Services — Investment Companies.” As such, the Funds follow the investment company accounting and reporting guidance. The following is a summary of significant accounting policies followed by each Fund, as applicable, in preparation of its financial statements. These policies are in conformity with accounting principles generally accepted in the United States of America (“GAAP”). Certain prior year amounts have been reclassified to conform to the current year presentation.

Use of Estimates & Indemnifications

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

In the normal course of business, the Trust enters into contracts that contain a variety of representations which provide general indemnifications. The Trust's maximum exposure under these arrangements cannot be known; however, the Trust expects any risk of loss to be remote.

Basis of Presentation

Pursuant to rules and regulations of the U.S. Securities and Exchange Commission (“SEC”), audited 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 one Fund of the Trust include only those funds and other assets that are paid to, held by or distributed to the Trust for the purchase of Shares in that Fund.

Statement of Cash Flows

The cash amount shown in the Statements of Cash Flows is the amount reported as cash in the Statement of Financial Condition dated December 31, 2018 and 2017, and represents cash, segregated cash balances with brokers for futures contracts, segregated cash with brokers for swap agreements, segregated cash with brokers for forward agreements, and segregated cash with brokers for foreign currency forward agreements but does not include short-term investments.

Final Net Asset Value for Fiscal Period

The cut-off times and the times of the calculation of the Funds' final net asset value for creation and redemption of fund Shares for the year ended December 31, 2018 were typically as follows. All times are Eastern Standard Time:

<u>Fund</u>	<u>Create/Redeem Cut-off*</u>	<u>NAV Calculation Time</u>	<u>NAV Calculation Date</u>
ProShares UltraShort Silver, ProShares Ultra Silver	6:30 a.m.	7:00 a.m.	December 31, 2018
ProShares UltraShort Gold, ProShares Ultra Gold	9:30 a.m.	10:00 a.m.	December 31, 2018
ProShares UltraShort Bloomberg Crude Oil, ProShares Ultra Bloomberg Crude Oil,	2:00 p.m.	2:30 p.m.	December 31, 2018
ProShares UltraPro 3x Short Crude Oil ETF, ProShares UltraPro 3x Crude Oil ETF			
ProShares UltraShort Bloomberg Natural Gas, ProShares Ultra Bloomberg Natural Gas	2:00 p.m.	2:30 p.m.	December 31, 2018
ProShares UltraShort Australian Dollar	3:00 p.m.	4:00 p.m.	December 31, 2018
ProShares Short Euro			
ProShares UltraShort Euro, ProShares Ultra Euro	3:00 p.m.	4:00 p.m.	December 31, 2018
ProShares UltraShort Yen, ProShares Ultra Yen	3:00 p.m.	4:00 p.m.	December 31, 2018
ProShares VIX Short-Term Futures ETF, ProShares Ultra VIX Short-Term Futures ETF, ProShares Short VIX Short-Term Futures ETF . .	2:00 p.m.	4:15 p.m.	December 31, 2018
ProShares VIX Mid-Term Futures ETF	2:00 p.m.	4:15 p.m.	December 31, 2018

* 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 year ended December 31, 2018.

Market value per Share is determined at the close of the NYSE Arca and may be later than when the Funds' NAV per Share is calculated.

For financial reporting purposes, the Funds value transactions based upon the final closing price in their primary markets. Accordingly, the investment valuations in these financial statements may differ from those used in the calculation of certain of the Funds' final creation/redemption NAV for the year ended December 31, 2018.

Investment Valuation

Short-term investments are valued at amortized cost which approximates fair value for daily NAV purposes. For financial reporting purposes, short-term investments are valued at their market price using information provided by a third-party pricing service or market quotations. In each of these situations, valuations are typically categorized as Level I in the fair value hierarchy.

Derivatives (e.g., futures contracts, swap agreements, forward agreements and foreign currency forward contracts) are generally valued using independent sources and/or agreements with counterparties or other procedures as determined by the Sponsor. Futures contracts, except for those entered into by the Gold, Silver,

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

Fair value pricing may require subjective determinations about the value of an investment. While the Funds' policies are intended to result in a calculation of its respective Fund's NAV that fairly reflects investment values as of the time of pricing, such Fund cannot ensure that fair values determined by the Sponsor or persons acting at their direction would accurately reflect the price that a Fund could obtain for an investment if it were to dispose of that investment as of the time of pricing (for instance, in a forced or distressed sale). The prices used by such Fund may differ from the value that would be realized if the investments were sold and the differences could be material to the financial statements.

Fair Value of Financial Instruments

The Funds disclose the fair value of their investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The disclosure requirements establish a fair value hierarchy that distinguishes between: (1) market participant assumptions developed based on market data obtained from sources independent of the Funds (observable inputs); and (2) the Funds' own assumptions about market participant assumptions developed based on the best information available under the circumstances (unobservable inputs). The three levels defined by the disclosure requirements hierarchy are as follows:

Level I – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level II – Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly. Level II assets include the following: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).

Level III – Unobservable pricing input at the measurement date for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available.

In some instances, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest input level that is significant to the fair value measurement in its entirety.

Fair value measurements also require additional disclosure when the volume and level of activity for the asset or liability have significantly decreased, as well as when circumstances indicate that a transaction is not orderly.

The following table summarizes the valuation of investments at December 31, 2018 using the fair value hierarchy:

Fund	Level I - Quoted Prices		Level II - Other Significant Observable Inputs				Total
	Short-Term U.S. Government and Agencies	Futures Contracts*	Forward Agreements	Foreign Currency Forward Contracts	Swap Agreements		
ProShares Short Euro	\$ 599,429	\$ (43,281)	\$ —	\$ —	\$ —	\$ 556,148	
ProShares Short VIX Short-Term Futures ETF	—	(14,476,201)	—	—	—	(14,476,201)	
ProShares Ultra Bloomberg Crude Oil	280,502,900	(14,040,301)	—	—	(72,767,125)	193,695,474	
ProShares Ultra Bloomberg Natural Gas	8,380,427	(10,323,163)	—	—	—	(1,942,736)	
ProShares Ultra Euro	1,496,658	—	—	57,938	—	1,554,596	
ProShares Ultra Gold	41,941,734	72,670	4,253,301	—	—	46,267,705	
ProShares Ultra Silver	123,795,806	340,736	26,301,717	—	—	150,438,259	
ProShares Ultra VIX Short-Term Futures ETF	—	32,503,965	—	—	(1,330,949)	31,173,016	
ProShares Ultra Yen	—	—	—	177,111	—	177,111	
ProShares UltraPro 3x Crude Oil ETF	20,979,876	(23,451,361)	—	—	—	(2,471,485)	
ProShares UltraPro 3x Short Crude Oil ETF	—	7,019,475	—	—	—	7,019,475	
ProShares UltraShort Australian Dollar	299,537	511,825	—	—	—	811,362	
ProShares UltraShort Bloomberg Crude Oil	27,967,534	3,272,155	—	—	20,646,726	51,886,415	
ProShares UltraShort Bloomberg Natural Gas	299,714	10,837,989	—	—	—	11,137,703	
ProShares UltraShort Euro	121,801,685	—	—	(1,495,804)	—	120,305,881	
ProShares UltraShort Gold	3,989,563	(31,780)	(990,786)	—	—	2,966,997	
ProShares UltraShort Silver	3,294,766	(44,917)	(1,793,011)	—	—	1,456,838	
ProShares UltraShort Yen	34,951,229	—	—	(3,123,744)	—	31,827,485	
ProShares VIX Mid-Term Futures ETF	—	3,758,106	—	—	—	3,758,106	
ProShares VIX Short-Term Futures ETF	114,785,002	17,378,445	—	—	—	132,163,447	
Total Trust	\$785,085,860	\$ 13,284,362	\$27,771,221	\$(4,384,499)	\$(53,451,348)	\$768,305,596	

* Includes cumulative appreciation/depreciation of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those securities.

The following table summarizes the valuation of investments at December 31, 2017 using the fair value hierarchy:

Fund	Level I - Quoted Prices		Level II - Other Significant Observable Inputs				Total
	Short-Term U.S. Government and Agencies	Futures Contracts*	Forward Agreements	Foreign Currency Forward Contracts	Swap Agreements		
ProShares Short Euro	\$ 6,996,235	\$ (166,288)	\$ —	\$ —	\$ —	\$ 6,829,947	
ProShares Short VIX Short-Term Futures ETF	494,910,644	17,041,449	—	—	—	511,952,093	
ProShares Ultra Bloomberg Crude Oil	459,515,902	11,945,979	—	—	62,238,361	533,700,242	
ProShares Ultra Bloomberg Natural Gas	50,961,356	7,225,810	—	—	—	58,187,166	
ProShares Ultra Euro	6,996,235	—	—	264,152	—	7,260,387	
ProShares Ultra Gold	88,884,844	5,480	3,646,355	—	—	92,536,679	
ProShares Ultra Silver	235,581,716	1,600	21,735,334	—	—	257,318,650	
ProShares Ultra VIX Short-Term Futures ETF	287,533,132	(34,466,120)	—	—	—	253,067,012	
ProShares Ultra Yen	1,997,933	—	—	(34,824)	—	1,963,109	
ProShares UltraPro 3x Crude Oil ETF	—	1,417,998	—	—	—	1,417,998	
ProShares UltraPro 3x Short Crude Oil ETF	—	(2,988,155)	—	—	—	(2,988,155)	
ProShares UltraShort Australian Dollar	11,983,904	(893,220)	—	—	—	11,090,684	
ProShares UltraShort Bloomberg Crude Oil	253,646,823	(3,962,648)	—	—	(30,607,142)	219,077,033	
ProShares UltraShort Bloomberg Natural Gas	3,999,751	(1,097,049)	—	—	—	2,902,702	
ProShares UltraShort Euro	204,770,166	—	—	(6,344,269)	—	198,425,897	
ProShares UltraShort Gold	31,977,900	(5,460)	(1,488,259)	—	—	30,484,181	
ProShares UltraShort Silver	18,349,861	(1,650)	(1,716,163)	—	—	16,632,048	
ProShares UltraShort Yen	131,834,352	—	—	1,527,263	—	133,361,615	
ProShares VIX Mid-Term Futures ETF	20,993,515	(2,215,280)	—	—	—	18,778,235	
ProShares VIX Short-Term Futures ETF	134,845,604	(4,761,877)	—	—	—	130,083,727	
Total Trust	\$2,445,779,873	\$(12,919,431)	\$22,177,267	\$(4,587,678)	\$ 31,631,219	\$2,482,081,250	

* 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 Pronouncements

In November 2016, the FASB issued Accounting Standards Update No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash” (“ASU 2016-18”), which amends ASC 230 to provide guidance on the classification and presentation of changes in restricted cash and restricted cash equivalents on the statement of cash flows. The ASU has been adopted for the current reporting period under the retrospective transition method. The adoption had no significant impact to the Statement of Cash Flows.

In August 2018, the FASB issued Accounting Standards Update No. 2018-13, “Fair Value Measurement (Topic 820) Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement” (“ASU 2018-13”). The amendments of ASU 2018-13 include new, eliminated, and modified disclosure requirements of ASC 820. The ASU is effective for all entities for fiscal years beginning after December 15, 2019, including interim periods therein. Early adoption is permitted for any eliminated or modified disclosures upon issuance of this ASU. The Funds have early adopted ASU 2018-13 for these financial statements.

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.

As discussed in Note 1, the Short VIX Short-Term Futures ETF and the Ultra VIX Short-Term Futures ETF changed their investment objectives and target exposures as of the close of business on February 27, 2018. From this time through the effective end of the reporting period, the volume of the derivative exposure relative to the net assets was generally representative to their current investment objectives. From the beginning of the reporting period until the close of business on February 27, 2018, the volume of the derivative exposure relative to the net assets was generally representative to their previous investment objectives.

Following is a description of the derivative instruments used by the Funds during the reporting period, including the primary underlying risk exposures related to each instrument type.

Futures Contracts

The Funds may enter into futures contracts to gain exposure to changes in the value of, or as a substitute for investing directly in (or shorting), an underlying Index, currency or commodity. A futures contract obligates the seller to deliver (and the purchaser to accept) the future delivery of a specified quantity and type of asset at a specified time and place. The contractual obligations of a buyer or seller may generally be satisfied by taking or making physical delivery of the underlying commodity, if applicable, or by making an offsetting sale or purchase of an identical futures contract on the same or linked exchange before the designated date of delivery, or by cash settlement at expiration of contract.

Upon entering into a futures contract, each Fund is required to deposit and maintain as collateral at least such initial margin as required by the exchange on which the transaction is affected. The initial margin is segregated as cash and/or securities balances with brokers for futures contracts, as disclosed in the Statements of Financial Condition, and is restricted as to its use. The Funds that enter into futures contracts maintain collateral at the broker in the form of cash and/or securities. Pursuant to the futures contract, each Fund generally agrees to receive from or pay to the broker(s) an amount of cash equal to the daily fluctuation in value of the futures contract. Such receipts or payments are known as variation margin and are recorded by each Fund as unrealized gains or losses. Each Fund will realize a gain or loss upon closing of a futures transaction.

Futures contracts involve, to varying degrees, elements of market risk (specifically commodity price risk or equity market volatility risk) and exposure to loss in excess of the amount of variation margin. The face or contract amounts reflect the extent of the total exposure each Fund has in the particular classes of instruments. Additional risks associated with the use of futures contracts are imperfect correlation between movements in the price of the futures contracts and the market value of the underlying Index or commodity and the possibility of an illiquid market for a futures contract. With futures contracts, there is minimal but some counterparty risk to the Funds since futures contracts are exchange-traded and the credit risk resides with the Funds' clearing broker or clearinghouse itself. Many futures exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day. Once the daily limit has been reached in a particular contract,

no trades may be made that day at a price beyond that limit or trading may be suspended for specified times during the trading day. Futures contracts prices could move to the limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of futures positions and potentially subjecting a Fund to substantial losses. If trading is not possible, or if a Fund determines not to close a futures position in anticipation of adverse price movements, the Fund will be required to make daily cash payments of variation margin. The risk the Fund will be unable to close out a futures position will be minimized by entering into such transactions on a national exchange with an active and liquid secondary market.

Swap Agreements

Certain of the Funds enter into swap agreements for purposes of pursuing their investment objectives or as a substitute for investing directly in (or shorting) an underlying Index, currency or commodity, or to create an economic hedge against a position. Swap agreements are two-party contracts that have traditionally been entered into primarily with institutional investors in over-the-counter (“OTC”) markets for a specified period, ranging from a day to more than one year. However, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) provides for significant reforms of the OTC derivative markets, including a requirement to execute certain swap transactions on a CFTC-regulated market and/or to clear such transactions through a CFTC-regulated central clearing organization. In a standard swap transaction, two parties agree to exchange the returns earned or realized on a particular predetermined investment, instrument or Index in exchange for a fixed or floating rate of return in respect of a predetermined notional amount. Transaction or commission costs are reflected in the benchmark level at which the transaction is entered into. The gross returns to be exchanged are calculated with respect to a notional amount and the benchmark returns to which the swap is linked. Swap agreements do not involve the delivery of underlying instruments.

Generally, swap agreements entered into by the Funds calculate and settle the obligations of the parties to the agreement on a “net basis” with a single payment. Consequently, each Fund’s current obligations (or rights) under a swap agreement will generally be equal only to the net amount to be paid or received under the agreement based on the relative values of such obligations (or rights) (the “net amount”). In a typical swap agreement entered into by a Matching VIX Fund, an Ultra Fund, or an UltraPro Fund, the Matching VIX Fund, Ultra Fund, or UltraPro Fund would be entitled to settlement payments in the event the level of the benchmark increases and would be required to make payments to the swap counterparties in the event the level of the benchmark decreases, adjusted for any transaction costs or trading spreads on the notional amount the Funds may pay. In a typical swap agreement entered into by a Short Fund, an UltraShort Fund, or an UltraPro Short Fund, the Short Fund, UltraShort Fund, or UltraPro Short Fund would be required to make payments to the swap counterparties in the event the level of the benchmark increases and would be entitled to settlement payments in the event the level of the benchmark decreases, adjusted for any transaction costs or trading spreads on the notional amount the Funds may pay.

The net amount of the excess, if any, of each Fund’s obligations over its entitlements with respect to each OTC swap agreement is accrued on a daily basis and an amount of cash and/or securities having an aggregate value at least equal to such accrued excess is maintained for the benefit of the counterparty in a segregated account by the Funds’ Custodian. The net amount of the excess, if any, of each Fund’s entitlements over its obligations with respect to each OTC swap agreement is accrued on a daily basis and an amount of cash and/or securities having an aggregate value at least equal to such accrued excess is maintained for the benefit of the Fund in a segregated account by a third party custodian. Until a swap agreement is settled in cash, the gain or loss on the notional amount less any transaction costs or trading spreads payable by each Fund on the notional amount are recorded as “unrealized appreciation or depreciation on swap agreements” and, when cash is exchanged, the gain or loss realized is recorded as “realized gains or losses on swap agreements.” Swap agreements are generally valued at the last settled price of the benchmark referenced asset.

Swap agreements contain various conditions, events of default, termination events, covenants and representations. The triggering of certain events or the default on certain terms of the agreement could allow a party to terminate a transaction under the agreement and request immediate payment in an amount equal to the

net positions owed to the party under the agreement. This could cause a Fund to have to enter into a new transaction with the same counterparty, enter into a transaction with a different counterparty or seek to achieve its investment objective through any number of different investments or investment techniques.

Swap agreements involve, to varying degrees, elements of market risk and exposure to loss in excess of the unrealized gain/loss reflected. The notional amounts reflect the extent of the total investment exposure each Fund has under the swap agreement, which may exceed the NAV of each Fund. Additional risks associated with the use of swap agreements are imperfect correlations between movements in the notional amount and the price of the underlying reference Index and the inability of counterparties to perform. Each Fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or bankruptcy of a swap agreement counterparty. A Fund will typically enter into swap agreements only with major global financial institutions. The creditworthiness of each of the firms that is a party to a swap agreement is monitored by the Sponsor. The Sponsor may use various techniques to minimize credit risk including early termination and payment, using different counterparties, limiting the net amount due from any individual counterparty and generally requiring collateral to be posted by the counterparty in an amount approximately equal to that owed to the Funds. All of the outstanding swap agreements at December 31, 2018 contractually terminate within one month but may be terminated without penalty by either party daily. Upon termination, the Fund is obligated to pay or receive the “unrealized appreciation or depreciation” amount.

The Funds, as applicable, collateralize swap agreements by segregating or designating cash and/or certain securities as indicated on the Statements of Financial Condition or Schedules of Investments. As noted above, collateral posted in connection with OTC derivative transactions is held for the benefit of the counterparty in a segregated tri-party account at the Custodian to protect the counterparty against non-payment by the Funds. The collateral held in this account is restricted as to its use. In the event of a default by the counterparty, the Funds will seek withdrawal of this collateral from the segregated account and may incur certain costs in exercising its right with respect to the collateral. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Funds may experience significant delays in obtaining any recovery in a bankruptcy or other reorganizational proceeding. The Funds may obtain only limited recovery or may obtain no recovery in such circumstances.

The Funds remain subject to credit risk with respect to the amount they expect to receive from counterparties. However, the Funds have sought to mitigate these risks in connection with OTC swaps by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, in an amount approximately equal to what the counterparty owes the Fund, subject to certain minimum thresholds. In the event of a bankruptcy of a counterparty, such Fund will have direct access to the collateral received from the counterparty, generally as of the day prior to the bankruptcy, because there is a one day time lag between the Fund’s request for collateral and the delivery of such collateral. To the extent any such collateral is insufficient, the Funds will be exposed to counterparty risk as described above, including the possible delays in recovering amounts as a result of bankruptcy proceedings. As of December 31, 2018, 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 purposes of pursuing their investment objectives and as a substitute for investing directly in (or shorting) commodities and/or currencies. A forward contract is an

agreement between two parties to purchase or sell a specified quantity of an asset at or before a specified date in the future at a specified price. Forward contracts are typically traded in OTC markets and all details of the contracts are negotiated between the counterparties to the agreement. Accordingly, the forward contracts are valued by reference to the contracts traded in the OTC markets.

The contractual obligations of a buyer or seller may generally be satisfied by taking or making physical delivery of the underlying commodity or currency, establishing an opposite position in the contract and recognizing the profit or loss on both positions simultaneously on the delivery date or, in some instances, paying a cash settlement before the designated date of delivery. The forward contracts are adjusted by the daily fluctuation of the underlying commodity or currency and any gains or losses are recorded for financial statement purposes as unrealized gains or losses until the contract settlement date.

Forward contracts have traditionally not been cleared or guaranteed by a third party. As a result of the Dodd-Frank Act, the CFTC now regulates non-deliverable forwards (including deliverable forwards where the parties do not take delivery). Certain non-deliverable forward contracts, such as non-deliverable foreign exchange forwards, may be subject to regulation as swap agreements, including mandatory clearing. Changes in the forward markets may entail increased costs and result in increased reporting requirements.

The Funds may collateralize OTC forward commodity contracts by segregating or designating cash and/or certain securities as indicated on their Statements of Financial Condition or Schedules of Investments. Such collateral is held for the benefit of the counterparty in a segregated tri-party account at a third party custodian to protect the counterparty against non-payment by the Funds. The collateral held in this account is restricted as to its use. In the event of a default by the counterparty, the Funds will seek withdrawal of this collateral from the segregated account and may incur certain costs in exercising its right with respect to the collateral. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Funds may experience significant delays in obtaining any recovery in a bankruptcy or other reorganizational proceeding. The Funds may obtain only limited recovery or may obtain no recovery in such circumstances.

The Funds remain subject to credit risk with respect to the amount they expect to receive from counterparties. However, the Funds have sought to mitigate these risks by generally requiring that the counterparties for each Fund agree to post collateral for the benefit of the Fund, marked to market daily, in an amount approximately equal to what the counterparty owes the Fund, subject to minimum thresholds. In the event of the bankruptcy of a counterparty, the Fund will have direct access to the collateral received from the counterparty, generally as of the day prior to the bankruptcy, because there is a one day time lag between the Fund's request for collateral and the delivery of such collateral. To the extent any such collateral is insufficient, the Fund will be exposed to counterparty risk as described above, including the possible delays in recovering amounts as a result of bankruptcy proceedings. As of December 31, 2018, the collateral posted by counterparties consisted of cash and/or U.S. Treasury securities.

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

A Fund will typically enter into forward contracts only with major global financial institutions. The creditworthiness of each of the firms that is a party to a forward contract is monitored by the Sponsor.

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

The following tables indicate the location of derivative related items on the Statement of Financial Condition as well as the effect of derivative instruments on the Statement of Operations during the reporting period.

**Fair Value of Derivative Instruments
as of December 31, 2018**

Derivatives Not Accounted for as Hedging Instruments	Fund	Asset Derivatives		Liability Derivatives	
		Statements of Financial Condition Location	Unrealized Appreciation	Statements of Financial Condition Location	Unrealized Depreciation
VIX Futures Contracts		Receivables on open futures contracts, unrealized appreciation on swap agreements		Payable on open futures contracts, unrealized depreciation on swap agreements	
	ProShares Short VIX				
	Short-Term Futures ETF		\$ 910,460*		\$ 15,386,661*
	ProShares Ultra VIX Short-Term Futures ETF		33,798,582*		2,625,566*
	ProShares VIX Mid-Term Futures ETF		3,888,156*		130,050*
	ProShares VIX Short-Term Futures ETF		18,392,959*		1,014,514*
Commodities Contracts		Receivables on open futures contracts, unrealized appreciation on swap and/or forward agreements		Payable on open futures contracts, unrealized depreciation on swap and/or forward agreements	
	ProShares Ultra Bloomberg Crude Oil		—		86,807,426*
	ProShares Ultra Bloomberg Natural Gas		—		10,323,163*
	ProShares Ultra Gold		4,325,971*		—
	ProShares Ultra Silver		26,642,453*		—
	ProShares UltraPro 3x Crude Oil ETF		—		23,451,361*
	ProShares UltraPro 3x Short Crude Oil ETF		7,019,475*		—
	ProShares UltraShort Bloomberg Crude Oil		23,918,881*		—
	ProShares UltraShort Bloomberg Natural Gas		10,837,989*		—
	ProShares UltraShort Gold		—		1,022,566*
	ProShares UltraShort Silver		—		1,837,928*
Foreign Exchange Contracts		Unrealized appreciation on foreign currency forward contracts, and receivables on open futures contracts		Unrealized depreciation on foreign currency forward contracts, and payable on open futures contracts	
	ProShares Short Euro		—		43,281*
	ProShares Ultra Euro		61,971		4,033
	ProShares Ultra Yen		179,187		2,076
	ProShares UltraShort Australian Dollar		511,825*		—
	ProShares UltraShort Euro		104,074		1,599,878
	ProShares UltraShort Yen		678,152		3,801,896
		Total Trust	\$131,270,135*		\$148,050,399*

* Includes cumulative appreciation/depreciation of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

**Fair Value of Derivative Instruments
as of December 31, 2017**

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		Payable on open futures contracts	
	ProShares Short VIX				
	Short-Term Futures ETF		\$ 21,493,549*		\$ 4,452,100*
	ProShares Ultra VIX Short-Term Futures ETF		3,974,642*		38,440,762*
	ProShares VIX Mid-Term Futures ETF		—		2,215,280*
	ProShares VIX Short-Term Futures ETF		709,708 *		5,471,585*
Commodities Contracts		Receivables on open futures contracts, unrealized appreciation on swap and/or forward agreements		Payable on open futures contracts, unrealized depreciation on swap and/or forward agreements	
	ProShares Ultra Bloomberg Crude Oil		74,184,340 *		—
	ProShares Ultra Bloomberg Natural Gas		7,225,810 *		—
	ProShares Ultra Gold		3,651,835 *		—
	ProShares Ultra Silver		21,736,934 *		—
	ProShares UltraPro 3x Crude Oil ETF		1,417,998 *		—
	ProShares UltraPro 3x Short Crude Oil ETF		—		2,988,155*
	ProShares UltraShort Bloomberg Crude Oil		—		34,569,790*
	ProShares UltraShort Bloomberg Natural Gas		—		1,097,049*
	ProShares UltraShort Gold		—		1,493,719*
	ProShares UltraShort Silver		—		1,717,813*
Foreign Exchange Contracts		Unrealized appreciation on foreign currency forward contracts, and receivables on open futures contracts		Unrealized depreciation on foreign currency forward contracts, and payable on open futures contracts	
	ProShares Short Euro		—		166,288*
	ProShares Ultra Euro		321,609		57,457
	ProShares UltraShort Australian Dollar		—		893,220*
	ProShares Ultra Yen		—		34,824
	ProShares UltraShort Euro		499,302		6,793,571
	ProShares UltraShort Yen		1,568,997		41,734
		Total Trust	\$136,784,724*		\$100,433,347*

* Includes cumulative appreciation/depreciation of futures contracts as reported in the Schedule of Investments. Only current day's variation margin is reported within the Statements of Financial Condition in receivable/payable on open futures.

**The Effect of Derivative Instruments on the Statement of Operations
For the Year December 31, 2018**

Derivatives Not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Fund	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation/Depreciation on Derivatives Recognized in Income		
VIX Futures Contracts	Net realized gain (loss) on futures contracts and/or swap agreements/ changes in unrealized appreciation/ depreciation on futures contracts and/or swap agreements	ProShares Short VIX Short-Term Futures ETF	\$(1,885,564,719)	\$ (31,517,650)		
		ProShares Ultra VIX Short-Term Futures ETF	390,000,742	65,639,136		
		ProShares VIX Mid-Term Futures ETF	4,332,654	5,973,386		
		ProShares VIX Short-Term Futures ETF	89,903,111	22,140,322		
		ProShares Ultra Bloomberg Crude Oil	21,756,994	(160,991,766)		
		ProShares Ultra Bloomberg Natural Gas	21,092,864	(17,548,973)		
Commodities Contracts	Net realized gain (loss) on futures contracts, swap and/or forward agreements/ changes in unrealized appreciation/ depreciation on futures contracts, swap and/ or forward agreements	ProShares Ultra Gold	(7,345,006)	674,136		
		ProShares Ultra Silver	(57,488,526)	4,905,519		
		ProShares UltraPro 3x Crude Oil ETF	(37,435,672)	(24,869,359)		
		ProShares UltraPro 3x Short Crude Oil ETF	7,377,281	10,007,630		
		ProShares UltraShort Bloomberg Crude Oil	(42,040,086)	58,488,671		
		ProShares UltraShort Bloomberg Natural Gas	(14,147,964)	11,935,038		
		ProShares UltraShort Gold	1,323,579	471,153		
		ProShares UltraShort Silver	5,024,976	(120,115)		
		Foreign Exchange Contracts	Net realized gain (loss) on futures and/ or foreign currency forward contracts/ changes in unrealized appreciation/ depreciation on futures and/ or foreign currency forward contracts	ProShares Short Euro	459,984	123,007
				ProShares Ultra Euro	(1,063,823)	(206,214)
ProShares Ultra Yen	(170,364)			211,935		
ProShares UltraShort Australian Dollar	128,451			1,405,045		
ProShares UltraShort Euro	18,953,455			4,848,465		
ProShares UltraShort Yen	2,111,627			(4,651,007)		
		Total Trust	\$(1,482,790,442)	\$ (53,081,641)		

The Effect of Derivative Instruments on the Statements of Operations
For the year ended December 31, 2017

Derivatives Not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Fund	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation/Depreciation on Derivatives Recognized in Income
VIX Futures Contracts	Net realized gain (loss) on futures contracts/ changes in unrealized appreciation/ depreciation on futures contracts	ProShares Short VIX Short-Term Futures ETF	\$ 897,400,516	\$ 27,351,060
		ProShares Ultra VIX Short-Term Futures ETF	(1,020,750,851)	(26,493,883)
		ProShares VIX Mid-Term Futures ETF	(25,319,770)	(927,035)
		ProShares VIX Short-Term Futures ETF	(194,005,568)	(4,293,225)
		ProShares Ultra	22,146,212	13,288,604
		Bloomberg Crude Oil	(40,793,265)	4,689,090
Commodity Contracts	Net realized gain (loss) on futures contracts, swap and/or forward agreements/changes in unrealized appreciation/ depreciation on futures contracts, swap and/or forward agreements	ProShares Ultra	11,484,410	8,101,902
		Bloomberg Natural Gas	(31,762,834)	42,740,483
		ProShares Ultra Gold	6,018,618	1,417,998
		ProShares UltraPro 3x Crude Oil ETF	(7,046,628)	(2,988,155)
		ProShares UltraPro 3x Short Crude Oil ETF	(6,491,060)	(20,936,094)
		ProShares UltraShort Bloomberg Crude Oil	4,762,532	(615,018)
		ProShares UltraShort Bloomberg Natural Gas	(6,993,557)	(4,546,265)
		ProShares UltraShort Gold	1,153,393	(3,129,369)
		ProShares UltraShort Silver	(1,161,987)	(299,188)
		ProShares Short Euro	2,212,313	838,162
		ProShares Ultra Euro	(46,195)	307,252
		ProShares Ultra Yen	(866,771)	(2,075,560)
		ProShares UltraShort Australian Dollar	(39,691,680)	(22,507,200)
ProShares UltraShort Euro	(8,729,472)	(15,217,674)		
ProShares UltraShort Yen	(438,481,644)	(5,294,115)		
Foreign Exchange Contracts	Net realized gain (loss) on futures and/or foreign currency forward contracts/changes in unrealized appreciation/ depreciation on futures and/or foreign currency forward contracts	Total Trust	\$ (438,481,644)	\$ (5,294,115)

The Effect of Derivative Instruments on the Statements of Operations
For the year ended December 31, 2016

Derivatives Not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Fund	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation/Depreciation on Derivatives Recognized in Income
VIX Futures Contracts	Net realized gain (loss) on futures contracts/changes in unrealized appreciation/depreciation on futures contracts	ProShares VIX Short-Term Futures ETF	\$ (195,475,791)	\$ 609,973
		ProShares VIX Mid-Term Futures ETF	(11,085,506)	(943,885)
		ProShares Short VIX Short-Term Futures ETF	440,391,389	(21,056,026)
		ProShares Ultra VIX Short-Term Futures ETF	(1,567,340,688)	(19,866,703)
		ProShares Ultra Bloomberg Crude Oil	(67,752,164)	(22,510,865)
		ProShares UltraShort Bloomberg Natural Gas	586,860	1,989,133
Commodity Contracts	Net realized gain (loss) on futures contracts, swap and/or forward agreements/changes in unrealized appreciation/depreciation on futures contracts, swap and/or forward agreements	ProShares UltraShort Gold	(12,240,751)	1,238,384
		ProShares UltraShort Silver	(17,554,714)	(3,372,693)
		ProShares Ultra Bloomberg Crude Oil	74,061,040	151,001,639
		ProShares Ultra Bloomberg Natural Gas	17,571,809	(3,776,159)
		ProShares Ultra Gold	5,816,562	(2,194,272)
		ProShares Ultra Silver	62,342,441	1,566,582
		ProShares Short Euro	663,774	(110,538)
		ProShares UltraShort Australian Dollar	(2,787,204)	1,602,610
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 UltraShort Euro	(25,711,518)	44,873,267
		ProShares UltraShort Yen	(22,220,271)	30,640,389
		ProShares Ultra Euro	138,959	(1,178,930)
		ProShares Ultra Yen	717,086	(603,387)
		Total Trust	<u>\$(1,319,878,687)</u>	<u>\$157,908,519</u>

Offsetting Assets and Liabilities

Each Fund is subject to master netting agreements or similar arrangements that allow for amounts owed between each Fund and the counterparty to be netted upon an early termination. The party that has the larger payable pays the excess of the larger amount over the smaller amount to the other party. The master netting agreements or similar arrangements do not apply to amounts owed to/from different counterparties. As described above, the Funds utilize derivative instruments to achieve their investment objective during the year. The amounts shown in the Statements of Financial Condition do not take into consideration the effects of legally enforceable master netting agreements or similar arrangements.

For financial reporting purposes, the Funds do not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Statements of Financial Condition. The following table presents each Fund's derivatives by investment type and by counterparty net of amounts available for offset under a master netting agreement and the related collateral received or pledged by the Funds as of December 31, 2018.

Fair Values of Derivative Instruments as of December 31, 2018						
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	\$ —	\$—	\$ —	\$72,767,125	\$—	\$72,767,125
ProShares Ultra Euro Foreign currency forward contracts . . .	61,971	—	61,971	4,033	—	4,033
ProShares Ultra Gold Forward agreements . . .	4,253,301	—	4,253,301	—	—	—
ProShares Ultra Silver Forward agreements . . .	26,301,717	—	26,301,717	—	—	—
ProShares Ultra VIX Short-Term Futures ETF Swap agreements	—	—	—	1,330,949	—	1,330,949
ProShares Ultra Yen Foreign currency forward contracts . . .	179,187	—	179,187	2,076	—	2,076
ProShares UltraShort Bloomberg Crude Oil Swap agreements	20,646,726	—	20,646,726	—	—	—
ProShares UltraShort Euro Foreign currency forward contracts . . .	104,074	—	104,074	1,599,878	—	1,599,878
ProShares UltraShort Gold Forward agreements . . .	—	—	—	990,786	—	990,786
ProShares UltraShort Silver Forward agreements . . .	—	—	—	1,793,011	—	1,793,011
ProShares UltraShort Yen Foreign currency forward contracts . . .	678,152	—	678,152	3,801,896	—	3,801,896

Asset (Liability) amounts shown in the table below represent amounts owed to (by) the Funds for the derivative-related investments at December 31, 2018. These amounts may be collateralized by cash or financial instruments, segregated for the benefit of the Funds or the counterparties, depending on whether the related contracts are in an appreciated or depreciated position at period end. Amounts shown in the column labeled “Net Amount” represent the uncollateralized portions of these amounts at period end. These amounts may be un-collateralized due to timing differences related to market movements or due to minimum thresholds for collateral movement, as further described above under the caption “Accounting for Derivative Instruments”.

Gross Amounts Not Offset in the Statements of Financial Condition as of December 31, 2018

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				
Citibank, N.A.	\$(22,752,565)	\$20,667,565	\$ 2,085,000	\$ —
Goldman Sachs International	(15,691,687)	10,417,687	5,274,000	—
Royal Bank of Canada	(13,836,386)	13,836,386	—	—
Societe Generale	(5,206,589)	1,491,589	3,715,000	—
UBS AG	(15,279,898)	15,156,898	123,000	—
ProShares Ultra Euro				
Goldman Sachs International	26,209	—	—	26,209
UBS AG	31,729	—	—	31,729
ProShares Ultra Gold				
Citibank, N.A.	1,682,026	(1,682,026)	—	—
Goldman Sachs International	1,223,528	(1,223,528)	—	—
Societe Generale	61,260	—	—	61,260
UBS AG	1,286,487	(1,286,487)	—	—
ProShares Ultra Silver				
Citibank, N.A.	9,662,061	(8,053,860)	—	1,608,201
Goldman Sachs International	8,418,745	(1,655,971)	—	6,762,774
Societe Generale	118,797	—	—	118,797
UBS AG	8,102,114	(6,971,401)	—	1,130,713
ProShares Ultra VIX Short-Term Futures ETF				
Goldman Sachs International	(1,330,949)	—	1,330,949	—
ProShares Ultra Yen				
Goldman Sachs International	73,705	—	—	73,705
UBS AG	103,406	—	—	103,406
ProShares UltraShort Bloomberg Crude Oil				
Citibank, N.A.	8,336,367	(8,336,367)	—	—
Goldman Sachs International	2,752,372	(2,752,372)	—	—
Royal Bank of Canada	4,237,960	—	(4,237,960)	—
Societe Generale	1,891,050	(1,891,050)	—	—
UBS AG	3,428,977	(3,428,977)	—	—
ProShares UltraShort Euro				
Goldman Sachs International	(610,002)	610,002	—	—
UBS AG	(885,802)	—	885,802	—
ProShares UltraShort Gold				
Citibank, N.A.	(380,655)	119,655	261,000	—
Goldman Sachs International	(258,134)	—	258,134	—
Societe Generale	(63,076)	—	63,076	—
UBS AG	(288,921)	—	288,921	—
ProShares UltraShort Silver				
Citibank, N.A.	(566,050)	—	566,050	—
Goldman Sachs International	(605,756)	—	605,756	—
Societe Generale	(119,953)	—	119,953	—
UBS AG	(501,252)	—	501,252	—
ProShares UltraShort Yen				
Goldman Sachs International	(1,425,071)	—	1,425,071	—
UBS AG	(1,698,673)	1,571,673	127,000	—

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, 2017:

Fair Values of Derivative Instruments as of December 31, 2017						
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	\$62,238,361	\$—	\$62,238,361	\$ —	\$—	\$ —
ProShares Ultra Euro						
Foreign currency forward contracts . . .	321,609	—	321,609	57,457	—	57,457
ProShares Ultra Gold						
Forward agreements . . .	3,646,355	—	3,646,355	—	—	—
ProShares Ultra Silver						
Forward agreements . . .	21,735,334	—	21,735,334	—	—	—
ProShares Ultra Yen						
Foreign currency forward contracts . . .	—	—	—	34,824	—	34,824
ProShares UltraShort Bloomberg Crude Oil						
Swap agreements	—	—	—	30,607,142	—	30,607,142
ProShares UltraShort Euro						
Foreign currency forward contracts . . .	449,302	—	449,302	6,793,571	—	6,793,571
ProShares UltraShort Gold						
Forward agreements . . .	—	—	—	1,488,259	—	1,488,259
ProShares UltraShort Silver						
Forward agreements . . .	—	—	—	1,716,163	—	1,716,163
ProShares UltraShort Yen						
Foreign currency forward contracts . . .	1,568,997	—	1,568,997	41,734	—	41,734

Asset (Liability) amounts shown in the table below represent amounts owed to (by) the Funds for the derivative-related investments at December 31, 2017. 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, 2017

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				
Citibank, N.A.	\$ 19,815,892	—	—	\$19,815,892
Goldman Sachs International	16,654,031	(14,861,090)	—	1,792,941
Societe Generale S.A.	9,003,519	(8,525,505)	—	478,014
UBS AG	16,764,919	(15,477,566)	—	1,287,353
ProShares Ultra Euro				
Goldman Sachs International	102,424	—	—	102,424
UBS AG	161,728	—	—	161,728
ProShares Ultra Gold				
Citibank, N.A.	1,513,310	—	—	1,513,310
Goldman Sachs International	969,501	(967,678)	(1,823)	—
Societe General S.A.	218,319	—	—	218,319
UBS AG	945,225	(945,225)	—	—
ProShares Ultra Silver				
Citibank, N.A.	7,201,744	—	—	7,201,744
Goldman Sachs International	5,873,080	(4,903,696)	—	969,384
Societe General S.A.	2,761,817	(2,516,153)	—	245,664
UBS AG	5,898,693	(4,930,596)	—	968,097
ProShares UltraShort Bloomberg Crude Oil				
Citibank, N.A.	(10,173,164)	10,173,164	—	—
Goldman Sachs International	(9,242,398)	9,242,398	—	—
Societe General S.A.	(1,904,113)	1,904,113	—	—
UBS AG	(9,287,467)	9,287,467	—	—
ProShares UltraShort Euro				
Goldman Sachs International	(3,297,612)	259,612	3,038,000	—
UBS AG	(3,046,657)	3,046,657	—	—
ProShares UltraShort Gold				
Citibank, N.A.	(554,559)	554,559	—	—
Goldman Sachs International	(428,358)	428,358	—	—
Societe General S.A.	(126,928)	126,928	—	—
UBS AG	(378,414)	378,414	—	—
ProShares UltraShort Silver				
Citibank, N.A.	(632,593)	632,593	—	—
Goldman Sachs International	(486,240)	—	486,240	—
Societe General S.A.	(115,305)	115,305	—	—
UBS AG	(482,025)	482,025	—	—
ProShares UltraShort Yen				
Goldman Sachs International	821,317	(810,030)	—	11,287
UBS AG	705,946	—	(705,946)	—
ProShares Ultra Yen				
Goldman Sachs International	(17,410)	17,410	—	—
UBS AG	(17,414)	17,414	—	—

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 Sponsor has not and will not charge a Management Fee in each of the Fund's first year of operations in an amount equal to the offering costs. The Sponsor has reimbursed and will reimburse each Fund, to the extent that its offering costs exceed the Management Fee, for the first year of operations.

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 the Administrator, Custodian, Distributor, ProFunds Distributors, Inc. (“PDI”), an affiliated broker-dealer of the Sponsor, Transfer Agent, accounting and auditing fees and expenses, any Index licensors for the Funds, and the normal and expected expenses incurred in connection with the continuous offering of Shares of each Fund after the commencement of its trading operations, including, but not limited to, 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

The Bank of New York Mellon (“BNY Mellon”) serves as the Administrator of the Funds. The Trust, on its own behalf and on behalf of each Fund, and BNY Mellon have entered into an administration and accounting agreement (the “Administration and Accounting Agreement”) in connection therewith. Pursuant to the terms of the Administration and Accounting Agreement and under the supervision and direction of the Sponsor and the Trust, BNY Mellon prepares and files certain regulatory filings on behalf of the Funds. BNY Mellon may also perform other services for the Funds pursuant to the Administration and Accounting Agreement as mutually agreed upon by the Sponsor, the Trust and BNY Mellon from time to time. The Administrator’s fees are paid on behalf of the Funds by the Sponsor.

Brown Brothers Harriman & Co. (“BBH&Co.”) served as administrator of the Funds and the Trust until replaced by BNY Mellon on October 1, 2018.

The Custodian

BNY Mellon serves as the Custodian of the Funds, and the Trust, on its own behalf and on behalf of each Fund, and BNY Mellon have entered into a custody agreement (the “Custody Agreement”) in connection therewith. Pursuant to the terms of the Custody Agreement, BNY Mellon is responsible for the holding and safekeeping of assets delivered to it by the Funds, and performing various administrative duties in accordance with instructions delivered to BNY Mellon by the Funds. The Custodian’s fees are paid on behalf of the Funds by the Sponsor.

BBH&Co. served as custodian of the Funds and the Trust until replaced by BNY Mellon on October 1, 2018.

The Transfer Agent

BNY Mellon serves as the Transfer Agent of the Funds for Authorized Participants and has entered into a transfer agency and service agreement (the “Transfer Agency and Service Agreement”). Pursuant to the terms of the Transfer Agency and Service Agreement, BNY Mellon is responsible for processing purchase and redemption orders and maintaining records of ownership of the Funds. The Transfer Agent Fees are paid on behalf of the Funds by the Sponsor.

BBH&Co. served as transfer agent of the Funds and the Trust until replaced by BNY Mellon on October 1, 2018.

The Distributor

SEI Investments Distribution Co. (“SEI”), serves as Distributor of the Funds and assists the Sponsor and the Administrator with certain functions and duties relating to distribution and marketing, including taking creation and redemption orders, consulting with the marketing staff of the Sponsor and its affiliates with respect to compliance with the requirements of FINRA and/or the NFA in connection with marketing efforts, and reviewing and filing of marketing materials with FINRA and/or the NFA. SEI retains all marketing materials separately for each Fund, at c/o SEI, One Freedom Valley Drive, Oaks, PA 19456. The Sponsor, on behalf of each Fund, has entered into a Distribution Services Agreement with SEI. The Sponsor pays SEI for performing its duties on behalf of the Funds.

NOTE 5 – OFFERING COSTS

Offering costs will be amortized by the Funds over a twelve month period on a straight-line basis beginning once the fund commences operations. The Sponsor will not charge its Management Fee in the first year of operations of a Fund in an amount equal to the offering costs. Normal and expected expenses incurred in connection with the continuous offering of Shares of a Fund after the commencement of its trading operations will be paid by the Sponsor. The Sponsor has reimbursed ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF to the extent that their respective offering costs exceeded 0.95% of their average daily NAV during their first year of operations.

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

Transaction fees for the for the years ended December 31, 2018, 2017 and 2016 which are included in the Addition and/or Redemption of Shares on the Statements of Changes in Shareholders' Equity, were as follows:

<u>Fund</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016*</u>
ProShares Short Euro	\$ —	\$ —	\$ —
ProShares Short VIX Short-Term Futures ETF	699,323	1,008,452	801,564
ProShares Ultra Bloomberg Crude Oil	235,966	610,969	504,533
ProShares Ultra Bloomberg Natural Gas	16,562	15,937	9,175
ProShares Ultra Euro	—	—	—
ProShares Ultra Gold	10,139	14,460	14,138
ProShares Ultra Silver	26,173	28,622	47,414
ProShares Ultra VIX Short-Term Futures ETF	2,194,669	1,036,162	1,822,247
ProShares Ultra Yen	—	—	—
ProShares UltraPro 3x Crude Oil ETF	81,882	25,455	—
ProShares UltraPro 3x Short Crude Oil ETF	46,345	14,096	—
ProShares UltraShort Australian Dollar	—	—	—
ProShares UltraShort Bloomberg Crude Oil	135,524	207,707	398,027
ProShares UltraShort Bloomberg Natural Gas	9,616	4,713	8,989
ProShares UltraShort Euro	—	—	—
ProShares UltraShort Gold	10,644	15,945	29,854
ProShares UltraShort Silver	—	—	16,729
ProShares UltraShort Yen	—	—	—
ProShares VIX Mid-Term Futures ETF	27,723	13,605	24,056
ProShares VIX Short-Term Futures ETF	160,987	142,380	229,699
<u>Total Trust</u>	<u>\$3,655,553</u>	<u>\$3,138,503</u>	<u>\$3,906,425</u>

* Amounts exclude the activity of ProShares Managed Futures Strategy which liquidated on March 30, 2016, ProShares UltraShort Bloomberg Commodity and ProShares Ultra Bloomberg Commodity which liquidated on September 1, 2016.

NOTE 7 – FINANCIAL HIGHLIGHTS

Selected data for a Share outstanding throughout the year ended December 31, 2018:

For the Year Ended December 31, 2018

Per Share Operating Performance	Short Euro	Short VIX Short-Term Futures ETF*	Ultra Bloomberg Crude Oil	Ultra Bloomberg Natural Gas*	Ultra Euro	Ultra Gold
Net asset value, at December 31, 2017	\$39.96	\$ 509.20	\$ 23.66	\$32.64	\$17.44	\$39.88
Net investment income gain (loss)	0.22	(0.23)	0.20	0.09	0.06	0.28
Net realized and unrealized gain (loss)#	2.92	(466.61)	(10.80)	(7.45)	(2.41)	(3.04)
Change in net asset value from operations	3.14	(466.84)	(10.60)	(7.36)	(2.35)	(2.76)
Net asset value, at December 31, 2018	\$43.10	\$ 42.36	\$ 13.06	\$25.28	\$15.09	\$37.12
Market value per share, at December 31, 2017†	\$39.99	\$ 512.84	\$ 23.44	\$32.50	\$17.46	\$40.67
Market value per share, at December 31, 2018†	\$43.08	\$ 42.30	\$ 13.30	\$25.82	\$15.12	\$37.41
Total Return, at net asset value	7.9%	(91.7)%	(44.8)%	(22.5)%	(13.5)%	(6.9)%
Total Return, at market value	7.7%	(91.8)%	(43.3)%	(20.6)%	(13.4)%	(8.0)%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.34%	0.97%	1.22%	0.95%	0.95%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.54%	(0.37)%	0.73%	0.30%	0.36%	0.73%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2018

<u>Per Share Operating Performance</u>	Ultra Silver	Ultra VIX Short-Term Futures ETF*	Ultra Yen	UltraPro 3x Crude Oil ETF	UltraPro 3x Short Crude Oil ETF*	UltraShort Australian Dollar
Net asset value, at December 31, 2017	\$33.55	\$51.67	\$57.32	\$ 37.78	\$42.32	\$45.67
Net investment income gain (loss)	0.20	(0.40)	(0.02)	(0.04)	(0.12)	0.23
Net realized and unrealized gain (loss)#	(7.36)	30.19	0.23	(24.66)	7.59	9.40
Change in net asset value from operations	(7.16)	29.79	0.21	(24.70)	7.47	9.63
Net asset value, at December 31, 2018	\$26.39	\$81.46	\$57.53	\$ 13.08	\$49.79	\$55.30
Market value per share, at December 31, 2017†	\$33.85	\$51.05	\$57.45	\$ 37.23	\$42.88	\$45.72
Market value per share, at December 31, 2018†	\$26.37	\$81.73	\$57.55	\$ 13.47	\$48.43	\$54.92
Total Return, at net asset value	(21.3)%	57.7%	0.4%	(65.4)%	17.7%	21.1%
Total Return, at market value	(22.1)%	60.1%	0.2%	(63.8)%	12.9%	20.1%
Ratios to Average Net Assets						
Expense ratio	0.95%	1.68%	0.95%	1.22%	1.24%	1.03%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.69%	(0.75)%	(0.03)%	(0.12)%	(0.45)%	0.46%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2018

<u>Per Share Operating Performance</u>	UltraShort Bloomberg Crude Oil	UltraShort Bloomberg Natural Gas	UltraShort Euro	UltraShort Gold	UltraShort Silver	UltraShort Yen
Net asset value, at December 31, 2017 ..	\$24.31	\$ 39.48	\$21.21	\$70.47	\$31.71	\$74.93
Net investment income gain (loss)	0.11	(0.01)	0.16	0.47	0.20	0.53
Net realized and unrealized gain (loss)#	5.37	(17.86)	2.90	2.34	5.22	(1.57)
Change in net asset value from operations	5.48	(17.87)	3.06	2.81	5.42	(1.04)
Net asset value, at December 31, 2018	\$29.79	\$ 21.61	\$24.27	\$73.28	\$37.13	\$73.89
Market value per share, at December 31, 2017†	\$24.56	\$ 39.65	\$21.20	\$69.11	\$31.40	\$74.98
Market value per share, at December 31, 2018†	\$29.28	\$ 21.22	\$24.25	\$72.84	\$37.10	\$73.86
Total Return, at net asset value	22.5%	(45.3)%	14.4%	4.0%	17.1%	(1.4)%
Total Return, at market value	19.2%	(46.5)%	14.4%	5.4%	18.2%	(1.5)%
Ratios to Average Net Assets						
Expense ratio	0.98%	1.41%	0.95%	0.95%	0.95%	0.95%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income gain (loss)	0.59%	(0.05)%	0.73%	0.64%	0.55%	0.73%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2018

<u>Per Share Operating Performance</u>	<u>VIX Mid-Term Futures ETF</u>	<u>VIX Short-Term Futures ETF</u>
Net asset value, at December 31, 2017	\$21.29	\$23.34
Net investment income gain	0.10	0.08
Net realized and unrealized gain (loss)#	5.26	15.16
Change in net asset value from operations	5.36	15.24
Net asset value, at December 31, 2018	\$26.65	\$38.58
Market value per share, at December 31, 2017†	\$21.15	\$23.15
Market value per share, at December 31, 2018†	\$26.74	\$38.61
Total Return, at net asset value	25.2%	65.3%
Total Return, at market value	26.4%	66.8%
Ratios to Average Net Assets		
Expense ratio	0.97%	1.00%
Expense ratio, excluding brokerage commissions and fees	0.85%	0.85%
Net investment income gain	0.45%	0.30%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

Selected data for a Share outstanding throughout the year ended December 31, 2017:

For the Year Ended December 31, 2017

<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, 2016	\$45.06	\$182.46	\$23.34	\$ 94.24	\$14.02	\$32.90
Net investment income (loss)	(0.14)	(2.41)	(0.03)	(0.23)	(0.04)	(0.06)
Net realized and unrealized gain (loss)#	(4.96)	329.15	0.35	(61.37)	3.46	7.04
Change in net asset value from operations	(5.10)	326.74	0.32	(61.60)	3.42	6.98
Net asset value, at December 31, 2017	\$39.96	\$509.20	\$23.66	\$ 32.64	\$17.44	\$39.88
Market value per share, at December 31, 2016†	\$45.12	\$181.96	\$23.36	\$ 94.80	\$14.09	\$33.20
Market value per share, at December 31, 2017†	\$39.99	\$512.84	\$23.44	\$ 32.50	\$17.46	\$40.67
Total Return, at net asset value . . .	(11.3)%	179.0%	1.4%	(65.4)%	24.4%	21.2%
Total Return, at market value	(11.4)%	181.8%	0.3%	(65.7)%	23.9%	22.5%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.51%	0.98%	1.22%	0.95%	0.95%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income (loss)	(0.32)%	(0.71)%	(0.18)%	(0.50)%	(0.23)%	(0.14)%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2017

<u>Per Share Operating Performance</u>	Ultra Silver	Ultra VIX Short-Term Futures ETF*	Ultra Yen	UltraPro 3x Crude Oil ETF+	UltraPro 3x Short Crude Oil ETF*+	UltraShort Australian Dollar
Net asset value, at December 31, 2016	\$33.44	\$ 869.63	\$55.43	\$25.00	\$100.00	\$55.38
Net investment income (loss)	(0.05)	(1.66)	(0.24)	(0.21)	(0.66)	(0.17)
Net realized and unrealized gain (loss)#	0.16	(816.30)	2.13	12.99	(57.02)	(9.54)
Change in net asset value from operations	0.11	(817.96)	1.89	12.78	(57.68)	(9.71)
Net asset value, at December 31, 2017	\$33.55	\$ 51.67	\$57.32	\$37.78	\$ 42.32	\$45.67
Market value per share, at December 31, 2016†	\$32.09	\$ 875.00	\$55.52	\$25.00	\$100.00	\$55.24
Market value per share, at December 31, 2017†	\$33.85	\$ 51.05	\$57.45	\$37.23	\$ 42.88	\$45.72
Total Return, at net asset value	0.3%	(94.1)%	3.4%	51.1%^	(57.7)%^	(17.5)%
Total Return, at market value	5.5%	(94.2)%	3.5%	48.9%^	(57.1)%^	(17.2)%
Ratios to Average Net Assets						
Expense ratio	0.95%	1.90%	0.95%	1.30%**	1.32%**	1.02%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%**	0.95%**	0.95%
Net investment income (loss)	(0.15)%	(1.17)%	(0.41)%	(1.20)**	(1.25)**	(0.36)%

* See Note 1 of these Notes to Financial Statements.

+ From commencement of operations, March 24, 2017 through December 31, 2017.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated. For ProShares UltraPro 3x Crude Oil ETF and ProShares UltraPro 3x Short Crude Oil ETF, the returns of shares outstanding for the period of commencement of operations through December 31, 2017 are calculated based on the initial offering price upon commencement of operations of \$25.00 and \$100.00 respectively.

^ Percentages are not annualized for the period ended December 31, 2017.

** Percentages are annualized.

For the Year Ended December 31, 2017

<u>Per Share Operating Performance</u>	UltraShort Bloomberg Crude Oil	UltraShort Bloomberg Natural Gas	UltraShort Euro	UltraShort Gold	UltraShort Silver	UltraShort Yen
Net asset value, at December 31, 2016	\$31.70	\$23.10	\$27.08	\$ 91.33	\$37.31	\$80.24
Net investment income (loss)	(0.06)	(0.27)	(0.04)	(0.13)	(0.06)	(0.14)
Net realized and unrealized gain (loss)#	(7.33)	16.65	(5.83)	(20.73)	(5.54)	(5.17)
Change in net asset value from operations	(7.39)	16.38	(5.87)	(20.86)	(5.60)	(5.31)
Net asset value, at December 31, 2017	\$24.31	\$39.48	\$21.21	\$ 70.47	\$31.71	\$74.93
Market value per share, at December 31, 2016†	\$31.65	\$23.05	\$27.08	\$ 90.54	\$38.76	\$80.25
Market value per share, at December 31, 2017†	\$24.56	\$39.65	\$21.20	\$ 69.11	\$31.40	\$74.98
Total Return, at net asset value	(23.3)%	70.9%	(21.7)%	(22.8)%	(15.0)%	(6.6)%
Total Return, at market value	(22.4)%	72.0%	(21.7)%	(23.7)%	(19.0)%	(6.6)%
Ratios to Average Net Assets						
Expense ratio	0.99%	1.39%	0.95%	0.95%	0.95%	0.95%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income (loss)	(0.17)%	(0.81)%	(0.15)%	(0.17)%	(0.18)%	(0.19)%

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2017

<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, 2016	\$ 42.14	\$ 84.86
Net investment income (loss)	(0.06)	(0.07)
Net realized and unrealized gain (loss)#	(20.79)	(61.45)
Change in net asset value from operations	(20.85)	(61.52)
Net asset value, at December 31, 2017	\$ 21.29	\$ 23.34
Market value per share, at December 31, 2016†	\$ 42.34	\$ 85.04
Market value per share, at December 31, 2017†	\$ 21.15	\$ 23.15
Total Return, at net asset value	(49.5)%	(72.5)%
Total Return, at market value	(50.0)%	(72.8)%
Ratios to Average Net Assets		
Expense ratio	0.91%	0.96%
Expense ratio, excluding brokerage commissions and fees	0.85%	0.85%
Net investment income (loss)	(0.22)%	(0.18)%

* See Note 1 of these Notes to Financial Statements

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

Selected data for a Share outstanding throughout the year ended December 31, 2016

For the Year Ended December 31, 2016

<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, 2015	\$43.78	\$101.63	\$25.15	\$92.85	\$15.51	\$29.73
Net investment income (loss)	(0.33)	(1.22)	(0.15)	(0.79)	(0.11)	(0.28)
Net realized and unrealized gain (loss)#	1.61	82.05	(1.66)	2.18	(1.38)	3.45
Change in net asset value from operations	1.28	80.83	(1.81)	1.39	(1.49)	3.17
Net asset value, at December 31, 2016	\$45.06	\$182.46	\$23.34	\$94.24	\$14.02	\$32.90
Market value per share, at December 31, 2015†	\$43.74	\$100.92	\$25.08	\$92.40	\$15.51	\$29.73
Market value per share, at December 31, 2016†	\$45.12	\$181.96	\$23.36	\$94.80	\$14.09	\$33.20
Total Return, at net asset value . . .	2.9%	79.5%	(7.2)%	1.5%	(9.6)%	10.7%
Total Return, at market value	3.2%	80.3%	(6.9)%	2.6%	(9.2)%	11.7%
Ratios to Average Net Assets						
Expense ratio	0.97%	1.39%	1.01%	1.34%	0.95%	0.95%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.95%	0.95%
Net investment income (loss)	(0.76)%	(1.15)%	(0.76)%	(1.12)%	(0.71)%	(0.69)%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2016

<u>Per Share Operating Performance</u>	Ultra Silver	Ultra VIX Short-Term Futures ETF*	Ultra Yen	UltraShort Australian Dollar	UltraShort Bloomberg Crude Oil*	UltraShort Bloomberg Natural Gas*
Net asset value, at December 31, 2015	\$27.06	\$ 14,042.01	\$54.75	\$58.46	\$ 66.60	\$ 46.53
Net investment income (loss)	(0.27)	(38.39)	(0.45)	(0.43)	(0.36)	(0.68)
Net realized and unrealized gain (loss)# . . .	6.65	(13,133.99)	1.13	(2.65)	(34.54)	(22.75)
Change in net asset value from operations	6.38	(13,172.38)	0.68	(3.08)	(34.90)	(23.43)
Net asset value, at December 31, 2016	\$33.44	\$ 869.63	\$55.43	\$55.38	\$ 31.70	\$ 23.10
Market value per share, at December 31, 2015†	\$27.08	\$ 14,175.00	\$54.70	\$58.15	\$ 66.82	\$ 46.55
Market value per share, at December 31, 2016†	\$32.09	\$ 875.00	\$55.52	\$55.24	\$ 31.65	\$ 23.05
Total Return, at net asset value	23.6%	(93.8)%	1.2%	(5.3)%	(52.4)%	(50.4)%
Total Return, at market value	18.5%	(93.8)%	1.5%	(5.0)%	(52.6)%	(50.5)%
Ratios to Average Net Assets						
Expense ratio	0.95%	1.57%	0.95%	1.03%	1.03%	1.65%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.85%	0.95%	0.95%	0.95%	0.95%
Net investment income (loss)	(0.69)%	(1.32)%	(0.69)%	(0.79)%	(0.76)%	(1.43)%

* See Note 1 of these Notes to Financial Statements.

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

For the Year Ended December 31, 2016

Per Share Operating Performance	UltraShort Euro	UltraShort Gold	UltraShort Silver	UltraShort Yen	VIX Mid-Term Futures ETF	VIX Short-Term Futures ETF*
Net asset value, at December 31, 2015	\$25.54	\$115.88	\$ 64.58	\$87.94	\$ 53.96	\$ 264.84
Net investment income (loss)	(0.17)	(0.55)	(0.26)	(0.50)	(0.33)	(1.10)
Net realized and unrealized gain (loss)#	1.71	(24.00)	(27.01)	(7.20)	(11.49)	(178.88)
Change in net asset value from operations	1.54	(24.55)	(27.27)	(7.70)	(11.82)	(179.98)
Net asset value, at December 31, 2016	\$27.08	\$ 91.33	\$ 37.31	\$80.24	\$ 42.14	\$ 84.86
Market value per share, at December 31, 2015†	\$25.53	\$115.83	\$ 64.55	\$87.89	\$ 53.99	\$ 266.60
Market value per share, at December 31, 2016†	\$27.08	\$ 90.54	\$ 38.76	\$80.25	\$ 42.34	\$ 85.04
Total Return, at net asset value	6.0%	(21.2)%	(42.2)%	(8.8)%	(21.9)%	(68.0)%
Total Return, at market value	6.1%	(21.8)%	(40.0)%	(8.7)%	(21.6)%	(68.1)%
Ratios to Average Net Assets						
Expense ratio	0.95%	0.95%	0.95%	0.95%	0.93%	0.99%
Expense ratio, excluding brokerage commissions and fees	0.95%	0.95%	0.95%	0.95%	0.85%	0.85%
Net investment income (loss)	(0.70)%	(0.70)%	(0.70)%	(0.71)%	(0.68)%	(0.75)%

* See Note 1 of these Notes to Financial Statements

The amount shown for a share outstanding throughout the period may not accord with the change in aggregate gains and losses during the period because of timing of creation and redemption units in relation to fluctuating net asset value during the period.

† Market values are determined at the close of the NYSE Arca, which may be later than when the Funds' net asset is calculated.

NOTE 8 – RISK

Correlation and Compounding Risk

The Geared Funds do not seek to achieve their stated investment objective over a period of time greater than a single day (as measured from NAV calculation time to NAV calculation time). The return of a Geared Fund for a period longer than a single day is the result of its return for each day compounded over the period and usually will differ in amount, and possibly even direction from one-half the inverse (-0.5x), the inverse (-1x), two times the inverse (-2x), three times the inverse (-3x), one and one-half times (1.5x) the return, two times (2x) of the return or three times of the return (3x) of the Geared Fund's benchmark for the period. A Geared Fund will lose money if its benchmark performance is flat over time, and it is possible for a Geared Fund to lose money over time even if the performance of its benchmark increases (or decreases in the case of Short, UltraShort and UltraPro Short Funds), as a result of daily rebalancing, the benchmark's volatility, compounding, and other factors. Longer holding periods, higher benchmark volatility, inverse exposure and greater leverage each affect the impact of compounding on a Geared Fund's returns. Daily compounding of a Geared Fund's investment returns can dramatically and adversely affect its longer-term performance during periods of high volatility. Volatility may be at least as important to a Geared Fund's return for a period as the return of the Geared Fund's underlying benchmark. The Matching VIX Funds seek to achieve their stated investment objective over time.

Each Ultra, UltraShort, UltraPro and UltraPro Short Fund uses leverage and should produce daily returns that are more volatile than that of its benchmark. For example, the daily return of an Ultra or UltraPro Fund with a 1.5x or 2x or 3x multiple should be approximately one and one-half or two or three times as volatile on a daily basis as is the return of a fund with an objective of matching the same benchmark. The daily return of an UltraShort or UltraPro Short Fund is designed to return two times the inverse (-2x) or three times the inverse (-3x) of the return that would be expected of a fund with an objective of matching the same benchmark. The Geared Funds are not appropriate for all investors and present significant risks not applicable to other types of funds. The Leveraged Funds use leverage and are riskier than similarly benchmarked exchange-traded funds that do not use leverage. An investor should only consider an investment in a Geared Fund if he or she understands the consequences of seeking daily leveraged, daily inverse or daily inverse leveraged investment results. Shareholders who invest in the Funds should actively manage and monitor their investments, as frequently as daily.

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

A number of factors may affect a Geared Fund's ability to achieve a high degree of correlation with its benchmark, and there can be no guarantee that a Fund will achieve a high degree of correlation. Failure to achieve a high degree of correlation may prevent a Geared Fund from achieving its investment objective. In order to achieve a high degree of correlation with their underlying benchmarks, the Geared Funds seek to rebalance their portfolios daily to keep exposure consistent with their investment objectives. Being materially under- or over-exposed to the benchmark may prevent such Geared Funds from achieving a high degree of correlation with such benchmark. Market disruptions or closure, large amounts of assets into or out of the Geared Funds, regulatory restrictions,

extreme market volatility, and other factors will adversely affect such Funds' ability to adjust exposure to requisite levels. The target amount of portfolio exposure is impacted dynamically by the benchmarks' movements during each day. Because of this, it is unlikely that the Geared Funds will be perfectly exposed (i.e., -0.5x, -1x, -2x, -3x, 1.5x, 2x, or 3x as applicable) to its benchmark at the end of each day, and the likelihood of being materially under- or over-exposed is higher on days when the benchmark levels are volatile near the close of the trading day.

Each Geared Fund seeks to rebalance its portfolio on a daily basis. The time and manner in which a Geared Fund rebalances its portfolio may vary from day to day depending upon market conditions and other circumstances at the discretion of the Sponsor.

Unlike other funds that do not rebalance their portfolios as frequently, each Geared Fund may be subject to increased trading costs associated with daily portfolio rebalancing in order to maintain appropriate exposure to the underlying benchmarks.

Counterparty Risk

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

Regulatory Treatment

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

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

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

Counterparty Credit Risk

The Funds will be subject to the credit risk of the counterparties to the derivatives. In the case of cleared derivatives, the Funds will have credit risk to the clearing corporation in a similar manner as the Funds would for futures contracts. In the case of OTC derivatives, the Funds will be subject to the credit risk of the counterparty to the transaction – typically a single bank or financial institution. As a result, a Fund is subject to increased credit risk with respect to the amount it expects to receive from counterparties to OTC derivatives entered into as

part of that Fund's principal investment strategy. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, a Fund could suffer significant losses on these contracts and the value of an investor's investment in a Fund may decline.

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

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

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

The Sponsor regularly reviews the performance of its counterparties for, among other things, creditworthiness and execution quality. In addition, the Sponsor periodically considers the addition of new counterparties and the counterparties used by a Fund may change at any time. Each day, the Funds disclose their portfolio holdings as of the prior Business Day. Each Fund's portfolio holdings identifies its counterparties, as applicable. This portfolio holdings information may be accessed through the web on the Sponsor's website at www.ProShares.com.

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

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

Leverage Risk

The Leveraged Funds may utilize leverage in seeking to achieve their respective investment objectives and will lose more money in market environments adverse to their respective daily investment objectives than funds that do not employ leverage. The use of leveraged and/or inverse leveraged positions could result in the total loss of an investor's investment, even over periods as short as a single day.

For example, because the UltraShort Funds and Ultra Funds (except for the Ultra VIX Short-Term Futures ETF which includes a one and one-half times multiplier) include a two times the inverse (-2x), or a two times (2x) multiplier, a single-day movement in the relevant benchmark approaching 50% at any point in the day could result in the total loss or almost total loss of an investor's investment if that movement is contrary to the investment objective of the Fund in which an investor has invested, even if such Fund's benchmark subsequently moves in an opposite direction, eliminating all or a portion of the movement. For the UltraPro Fund and UltraPro Short Fund, because the Funds include a three times (3x) or three times the inverse (-3x) multiplier, a single day movement in the benchmark approaching 33% at any point in the day could result in the total loss or almost total loss of an investor's investment if that movement is contrary to the investment objective of the Fund in which an investor has invested, even if the benchmark subsequently moves in an opposite direction, eliminating all or a portion of the movement. This would be the case with downward single-day or intraday movements in the underlying benchmark of an Ultra Fund and UltraPro Fund or upward single-day or intraday movements in the benchmark of an UltraShort Fund and UltraPro Short Fund, even if the underlying benchmark maintains a level greater than zero at all times.

Liquidity Risk

Financial Instruments cannot always be liquidated at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption can also make it difficult to liquidate a position or find a swap or forward contract counterparty at a reasonable cost. Market illiquidity may cause losses for the Funds. The large size of the positions which the Funds may acquire increases the risk of illiquidity by both making their positions more difficult to liquidate and increasing the losses incurred while trying to do so. Any type of disruption or illiquidity will potentially be exacerbated due to the fact that the Funds will typically invest in Financial Instruments related to one benchmark, which in many cases is highly concentrated.

“Contango” and “Backwardation” Risk

In Funds that hold futures contracts, as the futures contracts near expiration, they are generally replaced by contracts that have a later expiration. Thus, for example, a contract purchased and held in November 2017 may specify a January 2018 expiration. As that contract nears expiration, it may be replaced by selling the January 2018 contract and purchasing the contract expiring in March 2018. 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 2018 contract would take place at a price that is higher than the price at which the March 2018 contract is purchased, thereby creating a gain in connection with rolling. While certain types of futures contracts have historically exhibited consistent periods of backwardation, backwardation will likely not exist in these markets at all times. The presence of contango (where prices of contracts are higher in the distant delivery months than in the nearer delivery months due to the costs of long-term storage of a physical

commodity prior to delivery or other factors) in certain futures contracts at the time of rolling would be expected to adversely affect an Ultra Fund, an UltraPro Fund or a Matching VIX Fund that invests in such futures, and positively affect a Short Fund, an UltraShort Fund or an UltraPro Short Fund that invests in such futures. Similarly, the presence of backwardation in certain futures contracts at the time of rolling such contracts would be expected to adversely affect the Short Funds, UltraShort Funds, and UltraPro Short Funds, and positively affect the Ultra Funds, UltraPro Funds and Matching VIX Funds.

Since the introduction of VIX futures contracts, there have frequently been periods where VIX futures prices reflect higher expected volatility levels further out in time. This can result in a loss from “rolling” the VIX futures to maintain the constant weighted average maturity of the applicable VIX Futures Index. Losses from exchanging a lower priced VIX future for a higher priced longer-term future in the rolling process would adversely affect the value of each VIX Futures Index and, accordingly, decrease the return of the Ultra VIX Short-Term Futures ETF and the Matching VIX Funds.

Gold and silver have historically exhibited persistent “contango” markets rather than backwardation. Natural gas, like crude oil, moves in and out of backwardation and contango but historically has been in contango most commonly.

NOTE 9 – SUBSEQUENT EVENTS

On December 20, 2018, the Trust announced that each of the ProShares Ultra Silver and the ProShares UltraShort Silver ETFs (the “Silver Funds” tickers AGQ and ZSL, respectively) and the ProShares Ultra Gold and the ProShares UltraShort Gold ETFs (the “Gold Funds” tickers UGL and GLL, respectively) will change their respective benchmarks. The Silver Funds and the Gold Funds struck their NAVs using their respective new benchmarks for the first time on January 7, 2019. The new benchmark for the Silver Funds is the Bloomberg Silver Subindex (ticker: BCOMSI) and the new benchmark for the Gold Funds is the Bloomberg Gold Subindex (ticker: BCOMGC).

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. Accordingly, no loss contingency has been recorded in the Statement of Financial Condition and the amount of loss, if any, cannot be reasonably estimated at this time.

AFFIRMATION OF THE COMMODITY POOL OPERATOR

To the Shareholders of ProShares Trust II:

Pursuant to Rule 4.22(h) under the Commodity Exchange Act, the undersigned represents that, to the best of his knowledge and belief, the information contained in the Annual Report for the year ended December 31, 2018 for ProShares Trust II (the "Trust") and the following commodity pools of the Trust is accurate and complete:

ProShares Short Euro
ProShares Short VIX Short-Term Futures ETF
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
ProShares Ultra Yen
ProShares UltraPro 3x Crude Oil ETF
ProShares UltraPro 3x Short Crude Oil ETF
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
ProShares VIX Short-Term Futures ETF

By: 

Todd Johnson

Principal

ProShare Capital Management LLC, Commodity Pool Operator for ProShares Trust II

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ProShares Trust II

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