Russell U.S. Dividend Growers ETF

TMDV - Cboe BZX U.S. Equities Exchange

SProShares

Annual Shareholder Report – May 31, 2024

This annual shareholder report contains important information about Russell U.S. Dividend Growers ETF (the "Fund") for the period of June 1, 2023 to May 31, 2024. You can find additional information about the Fund at https://www.proshares.com/shareholder_reports. You can also request this information by contacting us at 866-776-5125.

What were the Fund's costs for the year?

(based on a hypothetical \$10,000 investment)

Ticker	Costs of a \$10,000 investment	Costs paid as a percentage of a \$10,000 investment
TMDV	\$37	0.35%

How Did the Fund Perform Last Year?

Russell U.S. Dividend Growers ETF (the "Fund") seeks investment results, before fees and expenses, that track the performance of the Russell 3000[®] Dividend Elite Index (the "Index"). The Fund invests in financial instruments that the Advisor believes, in combination, should track the performance of the Index. An underweight to the technology sector drove underperformance relative to the Russell 3000[°]. For the year ended May 31, 2024, the Fund had a total return of 8.02%. For the same period, the Index had a total return of 8.41% and a volatility of 12.48%. Primary factors affecting Fund performance include the total return of the securities held by the Fund, expenses, transaction costs, the volatility of the Fund's index, and other miscellaneous factors.

Value Based on a \$10,000 Investment^{*}



The line graph represents historical performance of a hypothetical investment of \$10,000 in the ProShares Russell U.S. Dividend Growers ETF from November 5, 2019 to May 31, 2024, assuming the reinvestment of distributions.

Average Annual Total Return

Fund/Index Name	One Year	Since Inception (11/5/19)
Russell U.S. Dividend Growers ETF - NAV	8.02%	5.85%
Russell U.S. Dividend Growers ETF - Market Price	8.05%	5.85%
Russell 3000 [®] Dividend Elite Index	8.41%	6.29%
Russell 3000 Index	27.58%	13.65%

Past performance does not guarantee future results. Return calculations assume the reinvestment of distributions and do not reflect taxes that a shareholder would pay on Fund distributions or on the redemption of Fund shares. To obtain performance current to the most recent month please visit www.ProShares.com/

The "Russell 3000[°] Dividend Elite Index" and "Russell[®] are trademarks of Russell Investment Group ("Russell") and have been licensed for use by ProShares. ProShares have not been passed on by Russell as to their legality or suitability. ProShares based on the Russell 3000 Dividend Elite Index are not sponsored, endorsed, sold, or promoted by Russell, and it makes no representation regarding the advisability of investing in ProShares.

Key Fund Statistics	
Net Assets	\$7,466,394
Number of Portfolio Holdings	67
Net Investment Advisory Fees	\$32,169
Portfolio Turnover Rate	22%

Market Exposure		
Investment Type	% of Net Assets	
Equity Securities	100%	
Total	100%	

Russell 3000[®] Dividend Elite Index

Composition	% of Index
Consumer Staples	24.3%
Industrials	17.4%
Utilities	16.3%
Financials	14.1%
Materials	12.2%
Health Care	6.0%
Consumer Discretionary	5.1%
Real Estate	3.0%
Energy	1.6%

"Market Exposure" includes the value of total investments (including the contract value of any derivatives) and excludes any short-term investments and cash equivalents.

Largest Holdings			
Company	% of Net Assets		
Carlisle Cos., Inc.	1.8%		
National Fuel Gas Co.	1.8%		
Archer-Daniels-Midland Co.	1.8%		
ABM Industries, Inc.	1.8%		
Air Products and Chemicals, Inc.	1.7%		
Walmart, Inc.	1.7%		
Aflac, Inc.	1.7%		
Dover Corp.	1.7%		
Black Hills Corp.	1.7%		
California Water Service Group	1.7%		

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If you wish to view additional information about the Fund; including but not limited to financial statements or holdings, please visit

ProShares Trust 866-776-5125 www.proshares.com

