

This annual shareholder report contains important information about UltraPro S&P500[®] (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/geared_shareholder_reports. You can also request this information by contacting us at 866-776-5125.

What were the Fund's costs for the year?

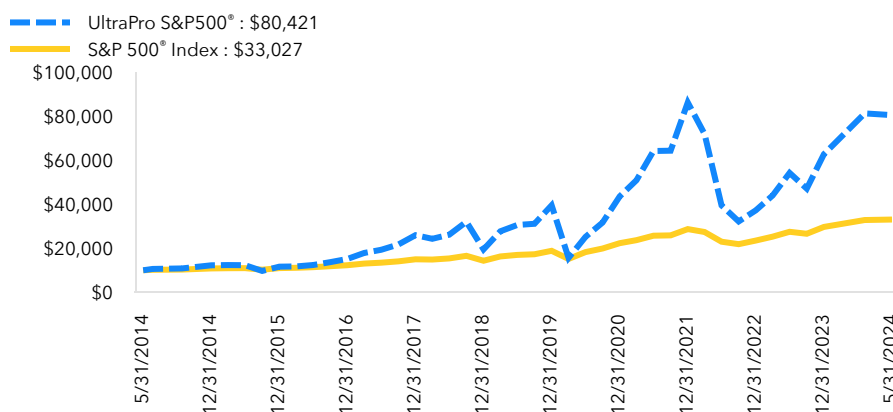
(based on a hypothetical \$10,000 investment)

Ticker	Costs of a \$10,000 investment	Costs paid as a percentage of a \$10,000 investment
UPRO	\$126	0.91%

How Did the Fund Perform Last Year?

UltraPro S&P500[®] (the "Fund") seeks daily investment results, before fees and expenses, that correspond to three times (3x) the daily performance of the S&P 500[®] Index (the "Index"). The Fund invests in financial instruments that the Advisor believes, in combination, should produce daily returns consistent with the Fund's investment objective. For the year ended May 31, 2024, the Fund had a total return of 77.20% and an average daily statistical correlation of over 0.99 to three times that of the return of the Index. For the same period, the Index had a total return of 28.19% and a volatility of 11.43%. The index performance was driven by factors such as post-pandemic economic expansion and exuberance for AI and the "Magnificent Seven" companies. Primary factors affecting Fund performance include the total return of the securities and derivatives held by the Fund, the performance of the reference assets to which any derivatives are linked, financing rates paid or earned, the types of derivative contracts used and their correlation to the Fund's Index, expenses, transaction costs, the volatility of the Fund's Index (and its impact on compounding), 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 UltraPro S&P500[®] from May 31, 2014 to May 31, 2024, assuming the reinvestment of distributions.

Average Annual Total Return

Fund/Index Name	One Year	Five Years	Ten Years
UltraPro S&P500 [®] - NAV	77.20%	26.20%	23.18%
UltraPro S&P500 [®] - Market Price	77.37%	26.28%	23.22%
S&P 500 [®] Index	28.19%	15.79%	12.68%

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/

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Key Fund Statistics

Net Assets	\$3,441,238,858
Number of Portfolio Holdings	520
Net Investment Advisory Fees	\$21,334,881
Portfolio Turnover Rate	18%

Market Exposure

Investment Type	% of Net Assets
Equity Securities	61%
Swap Agreements	229%
Futures Contracts	10%
Total	300%

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

S&P 500® Index

Composition	% of Index
Information Technology	30.6%
Financials	12.9%
Health Care	12.0%
Consumer Discretionary	9.9%
Communication Services	9.2%
Industrials	8.5%
Consumer Staples	6.0%
Energy	3.9%
Utilities	2.5%
Materials	2.3%
Real Estate	2.2%

Largest Holdings

Company	% of Net Assets
Microsoft Corp.	4.2%
Apple, Inc.	3.8%
NVIDIA Corp.	3.7%
Alphabet, Inc.	2.6%
Amazon.com, Inc.	2.2%
Meta Platforms, Inc., Class A	1.4%
Berkshire Hathaway, Inc., Class B	1.0%
Eli Lilly & Co.	0.9%
JPMorgan Chase & Co.	0.8%
Broadcom, Inc.	0.8%



UltraPro S&P500® - UPRO

Annual Shareholder Report – May 31, 2024

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

ProShares Trust

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www.proshares.com

