



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3233

February 13, 2017

Via E-mail

Michael L. Sapir
c/o ProShares Capital Management LLC
7501 Wisconsin Avenue
Suite 1000
Bethesda, Maryland 20814

**Re: ProShares Trust II
Registration Statement on Form S-3
Filed February 7, 2017
File No. 333-215930**

Dear Mr. Sapir:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Rahul K. Patel, Staff Attorney, at (202) 551-3799 with any questions.

Sincerely,

/s/ Tom Kluck

Tom Kluck
Legal Branch Chief
Office of Real Estate and
Commodities

cc: Kenny S. Terrero
Sidley Austin LLP