



DIVISION OF  
CORPORATION FINANCE

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

December 21, 2021

Todd B. Johnson  
Principal Executive Officer  
ProShares Trust II  
7272 Wisconsin Avenue, 21st Floor  
Bethesda, MD 20814

**Re: ProShares Trust II  
Registration Statement on Form S-1  
Filed December 16, 2021  
File No. 333-261689**

Dear Mr. Johnson:

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 Tonya K. Aldave at (202) 551-3601 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: Robert Borzone, Esq.