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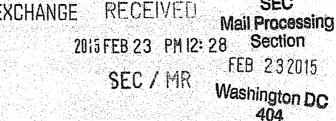


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 19b-4(e)

Intormation Required of a Self-Regulatory Organization Listing and Trading a New Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 193**SEC**

	READ ALL INSTRUCTIONS PRIOR TO	COMPLETING	FORM	Section			
Part I	Initial Listing Repo		FEB 232015				
1.	Name of Self-Regulatory Organization Listing New Derivative Securities Product: 404						
2.	Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):						
3.	Trust Class of New Derivative Securities Product:						
4.	Ownership of the Trust Name of Underlying Instrument:						
5.	ProShares Ultra Gold Miners If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based: Narrow-Based						
6.	Ticker Symbol(s) of New Derivative Securities Product:						
7.	Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:						
8.	Settlement Methodology of New Derivative Securities Product: See Prospectus						
9.	Position Limits of New Derivative Securities Product (if applicable): See Prospectus						
Part II	Execution						
· · · ·	The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.						
Name o	of Official Responsible for Form: Peter D. Santori						
Title:	Executive Vice President Chief Compliance Officer, Chief Regulatory Officer	FA -+					
Teleph	one Number: 312-663-2402	Act Ecclor	Securities Ex	change Act of 1934			
_ Manua	I Signature of Official Responsible for Form:	Rule Public		99999999999999999999999999999999999999			
Date:	February 20, 2015	Availability:	FEB 23	2010			
	10 (6-01)						



February 20, 2015

By UPS

Ms. Gayle S. Jackson Division of Trading and Markets Securities and Exchange Commission 100 F Street NE - Stop 7010 Washington, DC 20549

Re: Form 19b-4(e) for exchange traded product

Dear Ms. Jackson:

Pursuant to Rule 19b-4(e) of the Securities Exchange Act of 1934, I enclose for filing an original and four copies of the Form 19b-4(e) relating to the following exchange traded product:

CHICAGO

GDXX	ProShares Ultra Gold Miners
GDXS	ProShares UltraShort Gold Miners
GDJJ	ProShares Ultra Junior Miners
GDJS	ProShares UltraShort Junior Miners

If you have any questions about this filing, please contact me at (312) 663-2402 or Michael Cardin at 312-663-2204.

Sincerely

Peter D. Santori **Executive Vice President Chief Compliance Officer Chief Regulatory Officer**

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Enclosures