

Edgar Filing: PROSHARES TRUST - Form SC 13G/A

PROSHARES TRUST  
Form SC 13G/A  
August 11, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G

Amendment #1

Under the Securities and Exchange Act of 1934

ProShares Trust

(Name of Issuer)

ProShares Ultra Consumer Services

(Title of Class of Securities)

74347R750

(CUSIP Number)

July 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

This Schedule is filed pursuant to Rule 13d-1(b)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 74347R750

|    |   |                            |
|----|---|----------------------------|
| 1) | Name of Reporting Person                          | Ameriprise Financial, Inc. |
|    | S.S. or I.R.S. Identification No. of Above Person | IRS No. 13-3180631         |

|    |  |                     |
|----|--|---------------------|
| 2) | Check the Appropriate Box if a Member of a Group | (a) [ ]<br>(b) [X]* |
|----|--|---------------------|

\*This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

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3) SEC Use Only

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4) Citizenship or Place of Organization Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5) Sole Voting Power -0-  
6) Shared Voting Power -0-  
7) Sole Dispositive Power -0-  
8) Shared Dispositive Power 136,103

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9) Aggregate Amount Beneficially Owned by Each Reporting Person 136,103

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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares Not Applicable

---

11) Percent of Class Represented by Amount In Row (9) 25.92%

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12) Type of Reporting Person CO

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CUSIP NO. 74347R750

1) Name of Reporting Person Securities America Financial Corporation.

S.S. or I.R.S. Identification No. of Above Person IRS No. 47-0691275

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2) Check the Appropriate Box if a Member of a Group (a) [ ] (b) [X]\*

\*This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

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3) SEC Use Only

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4) Citizenship or Place of Organization Nebraska

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |                          |         |
|----|--------------------------|---------|
| 5) | Sole Voting Power        | -0-     |
| 6) | Shared Voting Power      | -0-     |
| 7) | Sole Dispositive Power   | -0-     |
| 8) | Shared Dispositive Power | 136,103 |

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|    |  |         |
|----|--|---------|
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person | 136,103 |
|----|--|---------|

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|     |  |                |
|-----|--|----------------|
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | Not Applicable |
|-----|--|----------------|

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|     |   |        |
|-----|---|--------|
| 11) | Percent of Class Represented by Amount In Row (9) | 25.92% |
|-----|---|--------|

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|     |                          |    |
|-----|--------------------------|----|
| 12) | Type of Reporting Person | CO |
|-----|--------------------------|----|

CUSIP NO. 74347R750

|    |   |                                   |
|----|---|-----------------------------------|
| 1) | Name of Reporting Person                          | Securities America Advisers, Inc. |
|    | S.S. or I.R.S. Identification No. of Above Person | IRS No. 47-0648506                |

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|    |  |   |
|----|--|---|
| 2) | Check the Appropriate Box if a Member of a Group | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> * |
|----|--|---|

\*This filing describes the reporting person's relationship with other persons, but the reporting person does not affirm the existence of a group.

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|    |              |  |
|----|--------------|--|
| 3) | SEC Use Only |  |
|----|--------------|--|

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|    |                                      |          |
|----|--------------------------------------|----------|
| 4) | Citizenship or Place of Organization | Nebraska |
|----|--------------------------------------|----------|

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|    |                          |         |
|----|--------------------------|---------|
| 5) | Sole Voting Power        | -0-     |
| 6) | Shared Voting Power      | -0-     |
| 7) | Sole Dispositive Power   | -0-     |
| 8) | Shared Dispositive Power | 136,103 |

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|    |                               |  |
|----|-------------------------------|--|
| 9) | Aggregate Amount Beneficially |  |
|----|-------------------------------|--|

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Owned by Each Reporting Person 136,103

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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares Not Applicable

-----  
11) Percent of Class Represented by Amount In Row (9) 25.92%

-----  
12) Type of Reporting Person IA

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1(a) Name of Issuer: ProShares Trust

1(b) Address of Issuer's Principal Executive Offices: 7501 Wisconsin Ave., Suite 1000 Bethesda, Maryland 20814

2(a) Name of Person Filing: (a) Ameriprise Financial, Inc. ("AFI")  
(b) Securities America Financial Corporation ("SAF")  
(c) Securities America Advisers, Inc. ("SAA")

2(b) Address of Principal Business Office: c/o Ameriprise Financial, Inc.  
145 Ameriprise Financial Center  
Minneapolis, MN 55474

2(c) Citizenship: (a) Delaware  
(b) Nebraska  
(c) Nebraska

2(d) Title of Class of Securities: ProShares Ultra Consumer Services

2(e) Cusip Number: 74347R750

3 Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):

(a) Ameriprise Financial, Inc.

A parent holding company in accordance with Rule 13d-1(b)(1)(ii)(G).  
(Note: See Item 7)

(b) Securities America Financial Corporation.

A parent holding company in accordance with Rule 13d-1(b)(1)(ii)(G).  
(Note: See Item 7)

(c) Securities America Advisers, Inc.

An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)

4 Incorporated by reference to Items (5)-(9) and (11) of the cover page pertaining to each reporting person.

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AFI, as the parent company of SAFC, and indirect parent of SAA, may be deemed to beneficially own the shares reported herein by SAFC and SAA. Accordingly, the shares reported herein by AFI include those shares separately reported herein by SAFC and SAA.

SAFC, as the parent company of SAA, may be deemed to beneficially own the shares reported herein by SAA. Accordingly, the shares reported herein by SAFC include those shares separately reported herein by SAA.

Each of the reporting persons herein disclaims beneficial ownership of any shares reported on this Schedule.

5 Ownership of 5% or Less of a Class:

If this statement is being filed to report the fact as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ( ).

6 Ownership of more than 5% on Behalf of Another Person: Not Applicable

7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

See Exhibit I

8 Identification and Classification of Members of the Group:

Not Applicable

9 Notice of Dissolution of Group:

Not Applicable

10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 10, 2010

Ameriprise Financial, Inc.

By /s/ Wade M. Voigt

-----  
Name: Wade M. Voigt

Title: Director - Fund Administration

Securities America Financial Corporation

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By: /s/ Wade M. Voigt

-----  
Name: Wade M. Voigt  
Title: Attorney-in-fact

Securities America Advisers, Inc.

By: /s/ Wade M. Voigt

-----  
Name: Wade M. Voigt  
Title: Attorney-in-fact

Contact Information

Wade M. Voigt  
Director - Fund Administration

-----  
Telephone: (612) 671-5682

Exhibit Index

Exhibit I Identification and Classification of the Subsidiary which Acquired  
the Security Being Reported on by the Parent Holding Company.

Exhibit II Joint Filing Agreement and Power of Attorney

Exhibit I

to

Schedule 13G

Ameriprise Financial, Inc., a Delaware Corporation, is a parent holding company.  
The classification and identity of the relevant subsidiaries are as follows:

Parent Holding Company - Securities America Financial Corporation, a Nebraska  
corporation

Investment Adviser - Securities America Advisors, Inc., a Nebraska corporation,  
is investment adviser registered under section 203 of the Investment Advisers  
Act of 1940.

Exhibit II

to

Schedule 13G

Joint Filing Agreement  
And  
Power of Attorney

The undersigned persons agree and consent to the joint filing on their behalf of  
this Schedule 13G dated August 10, 2010 in connection with their beneficial  
ownership of ProShares Ultra Consumer Services. Each of the undersigned  
authorizes and appoints each of Wade M. Voigt, Paul B. Goucher, Scott R.

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Plummer, Eric T. Brandt, Amy Johnson, attorney-in-fact and agent, with full power of substitution and resubstitution, for in name and stead, to sign and file with the US Securities and Exchange Commission (the "SEC") the Schedule 13G to which this Exhibit is attached or further amendments thereto, and any and all applications or other documents to be filed with the SEC pertaining thereto, including, but not limited to, such applications as may be necessary to file electronically with the SEC, with full power and authority to do and perform all acts and things requisite and necessary to be done in connection therewith.

Ameriprise Financial, Inc.

By: /s/ Wade M. Voigt

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Wade M. Voigt  
Director - Fund Administration

Securities America Financial Corporation

By: /s/ Terrance DeWald

-----  
Name: Terrance DeWald  
Title: Senior Vice President and General Counsel

Securities America Advisers, Inc.

By: /s/ Terrance DeWald

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Name: Terrance DeWald  
Title: Senior Vice President and General Counsel