

Mid-Cap ProFund A series of ProFunds

Notification of Sources of Distributions
Pursuant to Rule 19a-1 under the Investment Company Act of 1940

We are providing shareholders of Mid-Cap ProFund (the “Fund”), a series of ProFunds, with information concerning the source of the distribution payable on December 12, 2013 to shareholders of record on December 11, 2013. **No action is required on your part.**

The Fund distributes its net investment income (including any net short-term capital gains) at least annually. Long-term capital gains, if any, are distributed annually. The amounts and sources of distributions reported in this notice are estimates, are not being reported for tax reporting purposes and may later be determined to be from taxable net investment income, short-term gains, long-term gains (to the extent permitted by law), and return of capital. (Return of capital may occur for example when some or all of the money that you invested in the Fund is paid back to you). The actual amounts and sources for tax reporting purposes will depend upon the Fund’s investment experience during the remainder of the year and may be subject to changes based on tax regulations. You will receive a Form 1099-DIV for the calendar year that will tell you how to report these distributions for federal income tax purposes. **As a result, shareholders should not use this distribution information for tax reporting purposes.**

Pay Date:	Ticker:	Fund Name:	CUSIP:
Dec. 12, 2013	MDPIX	Mid-Cap ProFund Investor Class	74318Q856
	MDPSX	Mid-Cap ProFund Service Class	74318Q781

	Current Distribution	% of Current Distribution
Estimated Short-Term Capital Gains	\$0.852815	77.81%
Estimated Long-Term Capital Gains	\$0.243226	22.19%
Total (per share)	\$1.096041	100%

This information is not intended to be substituted for specific tax documents or specific individualized tax, legal or investment planning advice. Where specific advice is necessary or appropriate, we recommend consultation with a qualified tax advisor, CPA or Financial Planner.

Notice to Broker-Dealers: This notice should be provided to the underlying shareholders.