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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 19, 2023

Grayscale Bitcoin Trust (BTC)

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-56121
(Commission File Number)

46-7019388
(IRS Employer
Identification No.)

c/o Grayscale Investments, LLC
290 Harbor Drive, 4th Floor
Stamford, Connecticut
(Address of Principal Executive Offices)

06902
(Zip Code)

Registrant's Telephone Number, Including Area Code: 212 668-1427

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Grayscale Bitcoin Trust (BTC) Shares	GBTC	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On October 19, 2023, Grayscale Investments, LLC (the “Sponsor”) filed with the U.S. Securities and Exchange Commission (the “SEC”) a registration statement on Form S-3 to register shares of Grayscale Bitcoin Trust (BTC) (the “Trust”) under the Securities Act of 1933, as amended (the “Securities Act”). A copy of the press release from the Sponsor announcing the filing is attached to this Current Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release Announcing Grayscale Investments LLC’s S-3 Registration Statement Filing for Grayscale Bitcoin Trust (BTC)
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Grayscale Investments, LLC as Sponsor of Grayscale Bitcoin Trust (BTC)

Date: October 19, 2023

By: /s/ Michael Sonnenshein

Michael Sonnenshein
Chief Executive Officer

Grayscale Investments Files S-3 Registration Statement for Grayscale Bitcoin Trust

STAMFORD, CT, October 19, 2023—Grayscale Investments®, the world’s largest crypto asset manager, today announced it filed with the U.S. Securities and Exchange Commission (“SEC”) a registration statement on Form S-3 to register shares of Grayscale Bitcoin Trust (BTC) (OTCQX: GBTC) under the Securities Act of 1933, as amended (the “Securities Act”).

GBTC intends to list the shares on NYSE Arca under the symbol GBTC, and issue the shares on an ongoing basis upon approval of NYSE Arca’s application on Form 19b-4 to list the shares and effectiveness of the Form S-3 to register the shares.

The offering will be made only by means of a prospectus. A copy of the prospectus, when available, may be obtained by email from Grayscale Investments by emailing info@grayscale.com.

A registration statement relating to the shares has been filed with the SEC, but has not yet been declared effective. The shares may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the shares, nor shall there be any sale of the shares in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Grayscale Investments®

Grayscale enables investors to access the digital economy through a family of regulated and future-forward investment products. Founded in 2013, Grayscale has a proven track record and deep expertise as the world’s largest crypto asset manager. Investors, advisors, and allocators turn to Grayscale for single asset, diversified, and thematic exposure. Grayscale products are distributed by Grayscale Securities, LLC (Member FINRA/SIPC).

Media Contact

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