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**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): March 22, 2024**

**Grayscale Digital Large Cap Fund LLC**

(Exact name of Registrant as Specified in Its Charter)

**Cayman Islands**  
(State or Other Jurisdiction  
of Incorporation)

**000-56284**  
(Commission File Number)

**98-1406784**  
(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 Digital Large Cap Fund LLC Shares	GDLC	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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 22, 2024, Grayscale Investments, LLC, the manager (the “Manager”) of Grayscale Digital Large Cap Fund LLC (the “Fund”) entered into Amendment No. 3 (“Amendment No. 3”) to the Fund’s Second Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”) in order to modify the definition of “Business Day” (as defined therein). While the LLC Agreement currently provides that a Business Day means any day other than a Saturday, Sunday, or other day on which banks are closed for business in New York, New York, Amendment No. 3 provides that a Business Day will mean any day other than a Saturday, Sunday, or other day on which national securities exchanges are closed for business in New York, New York.

The foregoing description of Amendment No. 3 does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 3, a copy of which is attached hereto as Exhibit 4.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

Exhibit No.	Description
4.1	<a href="#">Amendment No. 3 to the Second Amended and Restated Limited Liability Company Agreement</a>
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 Manager of Grayscale Digital  
Large Cap Fund LLC

Date: March 25, 2024

By: /s/ Michael Sonnenshein

Michael Sonnenshein  
Chief Executive Officer

**Grayscale Digital Large Cap Fund LLC**  
PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**Amendment No. 3 to the  
Second Amended and Restated Limited Liability Company Agreement of  
Grayscale Digital Large Cap Fund LLC**

This Amendment No. 3 (the “**Amendment**”) to the Second Amended and Restated Limited Liability Company Agreement dated March 7, 2018, as amended by Amendment No. 1 and No. 2 thereto, as may be further amended from time to time (the “**LLC Agreement**”) of Grayscale Digital Large Cap Fund LLC (the “**Fund**”) is made on March 22, 2024 by Grayscale Investments, LLC as the sole manager of the Fund (the “**Manager**”). All capitalized terms used but not defined in this Amendment shall have the meanings ascribed to such terms in the LLC Agreement.

**Recitals**

- A. The LLC Agreement, pursuant to Section 9.1(a), may be amended by the Manager in its sole discretion without the consent of Shareholders in order to effect a change that does not materially adversely affect the interests of Shareholders; and
- B. The Manager wishes to amend the LLC Agreement to amend the definition of “Business Day”, with such Amendment to be effective immediately as of the date hereof.

**Operative Provisions**

1. Amendment: The Manager hereby amends Section 1.2 (Definitions) of the LLC Agreement as follows (with ~~strike through~~ representing deletions and **underlining and bold** representing additions):

“**Business Day**” means any day other than a Saturday, Sunday or other day on which ~~banks~~  
**national securities exchanges** are permitted or required to close for business in New York, New York.
2. Binding Effect: This Amendment, memorializing an amendment duly adopted pursuant to the terms of the LLC Agreement and executed by the Manager in accordance with the provisions of Section 9.1 shall be binding on the Company, the Manager and all members with immediate effect.
3. Confirmation of LLC Agreement: Except as otherwise expressly provided in this Amendment, all of the terms of the LLC Agreement shall remain unchanged and continue in full force and effect.
4. Governing Law: This Amendment shall be governed by, and construed in accordance with, the laws of the Cayman Islands.

IN WITNESS WHEREOF, the undersigned has executed this Amendment as a deed on the date first set forth above.

**Grayscale Investments, LLC,**  
as Manager

By: /s/ Michael Sonnenshein  
Name: Michael Sonnenshein  
Title: CEO