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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): October 2, 2023**

**Grayscale Ethereum Trust (ETH)**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-56193**  
(Commission File Number)

**82-6677805**  
(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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Grayscale Ethereum Trust (ETH) Shares	ETHE	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 7.01 Regulation FD Disclosure.**

On October 2, 2023, pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934, and Rule 19b-4 thereunder, NYSE Arca, Inc. (the “Exchange”), filed a Form 19b-4 proposing to list and trade shares of Grayscale Ethereum Trust (ETH) (the “Trust”) under NYSE Arca Rule 8.201-E (Commodity Based Trust Shares). A notice of the proposed rule change for publication in the Federal Register was attached thereto as Exhibit 1. A copy of the press release from Grayscale Investments, LLC, the sponsor of the Trust, announcing the Exchange’s filing is attached to this Report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release of Grayscale Investments, LLC dated October 2, 2023</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 Sponsor of Grayscale  
Ethereum Trust (ETH)

Date: October 2, 2023

By: /s/ Michael Sonnenshein

Michael Sonnenshein  
Chief Executive Officer

**NYSE Arca Files Form 19b-4 to Convert Grayscale® Ethereum Trust to an ETF**

**STAMFORD, Conn., Oct. 02, 2023 (GLOBE NEWSWIRE)** -- Grayscale Investments®, the world's largest crypto asset manager, today announced that NYSE Arca has filed Form 19b-4 with the Securities and Exchange Commission (SEC) to convert Grayscale Ethereum Trust (OTCQX: ETHE) to a spot Ethereum ETF\*. The filing comes on the heels of the SEC's clearance of the first Ethereum futures ETFs.

“At Grayscale, our unwavering commitment is to offer investors transparent and regulated access to crypto through product structures that are familiar,” said Grayscale CEO Michael Sonnenshein. “As we file to convert ETHE to an ETF, the natural next step in the product's evolution, we recognize this as an important moment to bring Ethereum even further into the U.S. regulatory perimeter.”

Grayscale remains committed to shepherding each of its digital asset products through its intended four phase lifecycle, with the fourth and final stage being conversion to an ETF. ETHE launched in March 2019, received a public quotation in May 2019, and voluntarily became an SEC reporting company in October 2020. Today, the Trust is the largest Ether investment vehicle in the world, with assets under management of nearly \$5b, representing 2.5% of all Ether in circulation. Its shares trade millions of dollars in daily volume, and the product is held by more than a quarter of a million American investor accounts.

“This filing is another important milestone as Grayscale continues to build its best-in-class ETF team, product suite, and capabilities – serving investors as a globally respected asset manager with unmatched crypto expertise,” said Grayscale Global Head of ETFs David LaValle. “We are proud to partner with NYSE Arca on this filing and look forward to engaging with the SEC on next steps.”

*\*We use the generic term “ETF” to refer to exchange-traded investment vehicles, including those that are required to register under the Investment Company Act of 1940, as amended (the “‘40 Act”), as well as other exchange-traded products which are not subject to the registration requirements of the ‘40 Act.*

**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). For more information, please follow @Grayscale or visit [grayscale.com](https://grayscale.com).

**Media Contact**

Jennifer Rosenthal

[press@grayscale.com](mailto:press@grayscale.com)