
**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): January 2, 2026

Grayscale Ethereum Staking ETF

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-42185
(Commission File Number)

82-6677805
(IRS Employer
Identification No.)

c/o Grayscale Investments Sponsors, 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

Grayscale Ethereum Trust ETF
(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(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Grayscale Ethereum Staking ETF Shares	ETHE	NYSE Arca, Inc.

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 1.01. Entry into a Material Definitive Agreement.

On January 2, 2026, Grayscale Investments Sponsors, LLC (the “Sponsor” and, together with its affiliates as the context may require, “Grayscale”), filed a Certificate of Amendment to Certificate of Trust on behalf of Grayscale Ethereum Staking ETF (the “Trust”) with the Secretary of State of the State of Delaware for the purpose of changing its name from “Grayscale Ethereum Trust ETF” to “Grayscale Ethereum Staking ETF” (the “Certificate of Amendment”), with an effective time of 12:01 a.m., New York City time, on January 5, 2026, as previously disclosed.

Additionally, on January 2, 2026, the Sponsor entered into Amendment No. 1 (the “Amendment No. 1”) to the Third Amended and Restated Declaration of Trust and Trust Agreement (the “Trust Agreement”), dated as of September 25, 2025, as may be amended from time to time, which changes the name of the Trust, effective as of 12:01 a.m., New York City time, on January 5, 2026.

The Certificate of Amendment is attached as Exhibit A to the Amendment No. 1.

The foregoing description of the Amendment No. 1 and the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment No. 1 and the Certificate of Amendment, copies of which are attached hereto as Exhibits 4.1 and 4.2 and incorporated herein by reference.

Shares of the Trust are expected to continue trading on NYSE Arca under the new name, and the trading symbol “ETHE”. Outstanding stock certificates for shares of the Trust are not affected by the name change; they continue to be valid and need not be exchanged.

Item 8.01. Other Events.

On January 5, 2026, the Sponsor issued a press release announcing it will make a distribution of \$9,397,326 (the “Distribution”), to be paid on January 6, 2026 (the “Payable Date”), to the Trust’s shareholders of record as of 4:00 p.m., New York City time, on January 5, 2026 (the “Record Date”). Shares are expected to begin trading ex-distribution on the Record Date.

The amount of the Distribution will consist of the net U.S. dollar cash proceeds of the gross Staking Consideration generated under the Staking Arrangements since the commencement of the Trust’s Staking program on October 6, 2025, through December 31, 2025, after reduction for the Sponsor’s Staking Portion, the Custodian’s fee and the Staking Provider’s share of such Staking Consideration, and the Sponsor’s Fee (the “Distribution Rewards Amount”). At 4:00 p.m., New York City time, on January 2, 2026, the Sponsor engaged a Liquidity Provider of the Trust to convert the Distribution Rewards Amount to U.S. dollars by reference to the Index Price at such time, with the net cash proceeds of such conversion, less fees and expenses, representing the Distribution to be payable on the Payable Date to the shareholders of record as of the Record Date.

The Distribution is being made pursuant to Grayscale’s previously disclosed Staking Policy, which describes the frequency of, and conditions under which the Trust will make such distributions, if any, to the Trust’s beneficiaries.

Future declarations of distributions are subject to approval by the Sponsor, to the Sponsor’s continuing determination that the declarations of distributions are in the best interests of the Trust and its shareholders and to other applicable requirements. Future distributions may be adjusted in the Sponsor’s sole discretion from time to time.

Capitalized terms used but not defined herein have the meanings ascribed to them in the Trust’s Annual Report on Form 10-K, as amended and supplemented from time to time by the Trust’s filings with the Securities and Exchange Commission.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Shareholders are advised to consult with their advisors as to the tax consequences of the foregoing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Amendment No. 1 to the Third Amended and Restated Declaration of Trust and Trust Agreement
4.2	Certificate of Amendment to Certificate of Trust (attached as Exhibit A to Amendment No. 1 to the Third Amended and Restated Declaration of Trust and Trust Agreement)
99.1	Press Release dated January 5, 2026
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 Sponsors, LLC,
as Sponsor of Grayscale Ethereum Staking ETF

Date: January 5, 2026

By: /s/ Edward McGee

Name: Edward McGee

Title: Chief Financial Officer (Principal Financial and
Accounting Officer)*

* The Registrant is a trust and the identified person signing this report is signing in their capacity as an authorized officer of Grayscale Investments Sponsors, LLC, the Sponsor of the Registrant.

**AMENDMENT NO. 1 TO THE
THIRD AMENDED AND
RESTATED DECLARATION OF
TRUST AND TRUST
AGREEMENT**

This **AMENDMENT NO. 1 (THE “AMENDMENT”) TO THE THIRD AMENDED AND RESTATED DECLARATION OF TRUST AND TRUST AGREEMENT of GRAYSCALE ETHEREUM TRUST ETF** is made and entered into as of the 2nd day of January, 2026, by and among **GRAYSCALE INVESTMENTS SPONSORS, LLC**, a Delaware limited liability company, **CSC DELAWARE TRUST COMPANY**, a Delaware corporation, as trustee, and the **SHAREHOLDERS** from time to time hereunder.

* * *

RECITALS

WHEREAS, the Sponsor and the Trustee entered into the Third Amended and Restated Declaration of Trust and Trust Agreement dated as of September 25, 2025, as may be amended from time to time (the “**Trust Agreement**”);

WHEREAS, Section 10.1 of the Trust Agreement provides that the Sponsor and the Trustee may amend the Trust Agreement without the consent of the Shareholders, subject to certain exceptions; and

WHEREAS, pursuant to Section 10.1(a)(i), the Sponsor wishes to amend the Trust Agreement to amend the name of the Trust, with such amendment to be effective upon filing.

NOW, THEREFORE, pursuant to Section 10.1(a)(i) of the Trust Agreement, the Trustee and the Sponsor hereby amend the Trust Agreement as set forth below.

ARTICLE I

AMENDMENTS

SECTION 1.1 *Amendments.*

(a) Section 1.2 of the Trust Agreement is hereby amended and restated in its entirety to read as follows and shall be effective as of 12:01am, New York City time, on January 5, 2026:

SECTION 1.2 *Name.*

The name of the Trust is “Grayscale Ethereum Staking ETF” in which name the Trustee and the Sponsor shall cause the Trust to carry out its purposes as set forth in Section 1.5, make and execute contracts and other instruments in the name and on behalf of the Trust and sue and be sued in the name and on behalf of the Trust.

(b) As used in the Trust Agreement, all references to “Grayscale Ethereum Trust ETF” are hereby amended to refer to “Grayscale Ethereum Staking ETF”.

(c) Section 13.11 of the Trust Agreement is hereby amended and restated in its entirety to read as follows:

SECTION 13.11 *Integration.* This Trust Agreement and Amendment No. 1 thereto constitute the entire agreement among the parties hereto pertaining to the subject matter hereof and supersede all prior agreements and understandings pertaining thereto.

ARTICLE II

MISCELLANEOUS

SECTION 2.1 *Governing Law.* The validity and construction of this Amendment shall be governed by the laws of the State of Delaware, and the rights of all parties hereto and the effect of every provision hereof shall be subject to and construed according to the laws of the State of Delaware without regard to the conflict of laws provisions thereof.

SECTION 2.2 *Provisions In Conflict With Law or Regulations.*

(a) The provisions of this Amendment are severable, and if the Sponsor shall determine, with the advice of counsel, that any one or more of such provisions (the “**Conflicting Provisions**”) are in conflict with the Code, the Delaware Trust Statute, the Securities Act, if applicable, or other applicable U.S. federal or state laws or the rules and regulations of any Secondary Market, the Conflicting Provisions shall be deemed never to have constituted a part of this Amendment, even without any amendment of this Amendment pursuant to this Amendment; *provided, however*, that such determination by the Sponsor shall not affect or impair any of the remaining provisions of this Amendment or the Trust Agreement, or render invalid or improper any action taken or omitted prior to such determination. No Sponsor or Trustee shall be liable for making or failing to make such a determination.

(b) If any provision of this Amendment shall be held invalid or unenforceable in any jurisdiction, such holding shall not in any manner affect or render invalid or unenforceable such provision in any other jurisdiction or any other provision of this Amendment in any jurisdiction.

SECTION 2.3 *Construction.* In this Amendment, unless the context otherwise requires, words used in the singular or in the plural include both the plural and singular and words denoting any gender include all genders. The title and headings of different parts are inserted for convenience and shall not affect the meaning, construction or effect of this Amendment.

SECTION 2.4 *Counterparts; Electronic Signatures.* This Amendment may be executed in one or more counterparts (including those by facsimile or other electronic means), all of which shall constitute one and the same instrument binding on all of the parties hereto, notwithstanding that all parties are not signatory to the original or the same counterpart. This

Amendment, to the extent signed and delivered by means of a facsimile machine or other electronic transmission, shall be treated in all manner and respects as an original agreement and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.

SECTION 2.5 *Defined Terms.* For purposes of this Amendment, any capitalized terms used and not defined herein shall have the same respective meanings as assigned to them in the Trust Agreement.

SECTION 2.6 *Authorization.* The Sponsor hereby authorizes and directs the Trustee to execute this Amendment and to execute and file the Certificate of Amendment, substantially in the form attached hereto as Exhibit A, with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment No. 1 to the Third Amended and Restated Declaration of Trust and Trust Agreement as of the day and year first above written.

CSC DELAWARE TRUST COMPANY, as Trustee

By: /s/ James Grier

Name: James Grier

Title: Vice President

GRAYSCALE INVESTMENTS SPONSORS, LLC,
as Sponsor

By: /s/ Craig Salm

Name: Craig Salm

Title: Chief Legal Officer

EXHIBIT A

**FORM OF CERTIFICATE OF AMENDMENT TO CERTIFICATE OF TRUST FOR THE
TRUST**

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF TRUST
OF
GRAYSCALE ETHEREUM TRUST ETF**

This Certificate of Amendment to the Certificate of Trust of Grayscale Ethereum Trust ETF (the “Trust”) is being duly executed and filed, to amend the Certificate of Trust (the “Certificate of Trust”) of a statutory trust formed under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the “Act”).

1. Name. The name of the statutory trust amended hereby is Grayscale Ethereum Trust ETF.

2. Amendment of Certificate. The Certificate of Trust of the Trust is hereby amended by changing the name of the Trust to Grayscale Ethereum Staking ETF.

3. Effective Date. This Certificate of Amendment shall be effective as of 12:01am, New York City time, on January 5, 2026.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment in accordance with Section 3811(a)(2) of the Act.

CSC DELAWARE TRUST COMPANY, not in its individual capacity but solely as Trustee of the Trust

By:_____

Name: James Grier

Title: Vice President

Grayscale Ethereum Staking ETF (Ticker: ETHE) Becomes First U.S. Ethereum ETP to Distribute Staking Rewards

Shares of Grayscale Ethereum Staking ETF set to trade ex-Dividend at Today's Market Open

STAMFORD, Conn., January 5, 2026 – Grayscale, the world's largest digital asset-focused investment platform*, today announced that Grayscale Ethereum Staking ETF (Ticker: ETHE) has made a distribution to existing shareholders of proceeds from the sale of staking rewards earned by the Fund between October 6, 2025 and December 31, 2025. The milestone marks the first time a spot crypto ETP in the U.S. has distributed staking rewards to shareholders.

As a result of this distribution, shareholders of ETHE will receive \$0.083178 per share held, reflecting the proceeds from the Fund's sale of staking rewards earned during the applicable period. The payout will be made to investors on the payable date, January 6, 2026, based on their ETHE share ownership as of the applicable Record Date, January 5, 2026.

ETHE and ETH (the "Funds") are exchange traded products that are not registered under the Investment Company Act of 1940 (the "40 Act") and therefore are not subject to the same regulations and protections as 40 Act-registered ETFs and mutual funds. An investment in the Funds involves significant risk, including possible loss of principal. The Funds hold Ether; however, an investment in the Funds is not a direct investment in Ether.

"Distributing staking rewards to ETHE shareholders is a landmark moment, not just for Grayscale, but for the entire Ethereum community and ETPs at large," said Peter Mintzberg, Chief Executive Officer of Grayscale. "As the first Ethereum ETP in the U.S. to pass staking rewards through to investors, we're reinforcing Grayscale's role as an early leader in bringing new digital-asset capabilities into the ETP wrapper. Another sign that as the top digital asset-focused ETP issuer by AUM, we're expanding innovations like staking into real investor outcomes."

In October 2025, Grayscale became the first issuer to activate staking for its Ethereum products, making ETHE the first Ethereum ETP to enable staking in the U.S. alongside Grayscale Ethereum Staking Mini ETF (Ticker: ETH). These two Ethereum ETPs were formerly known as Grayscale Ethereum Trust ETF and Grayscale Ethereum Mini Trust ETF, respectively, and were renamed in January 2026 to better reflect their new staking capability.

With this distribution, Grayscale is scaling its platform to bring the economic upside of innovations like staking directly to shareholders. As the digital asset ecosystem evolves, Grayscale aims to extend staking capabilities to additional products while focusing on education, transparent reporting, and investor-first practices, so investors can pursue these opportunities with confidence.

About Grayscale

Grayscale enables investors to access the digital economy through a family of future-forward investment products. Founded in 2013, Grayscale has a decade-long track record and deep expertise as a digital asset-focused investment platform, with approximately \$31 billion in assets under management (AUM). Investors, advisors, and allocators turn to Grayscale for single asset, diversified, and thematic exposure. For more information, please follow @Grayscale or visit grayscale.com.

**Largest digital asset-focused investment platform based on asset under management ("AUM") as of September 30, 2025. For other companies in this category, AUM is considered as of most recent public disclosure.*

The Funds have each filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Funds each have filed with the SEC for more complete information about each of their offerings. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the Funds or any authorized participant will arrange to send you the prospectus after filing if you request it by calling (833)903-2211 or by contacting Foreside Fund Services, LLC, Three Canal Plaza, Suite 100, Portland, Maine 04101.

Staking Risk. When the Funds stake Ether, Ether is subject to the risks attendant to staking generally. Staking requires that the Funds lock up Ether for the period of time required by the staking protocol, meaning that the Funds cannot sell or transfer the staked Ether, thereby making it illiquid for the period it is being staked. In addition, during the lock-up period, the Funds are subject to the market price volatility of Ether, and it may miss opportunities to sell the staked Ether during opportune times. During the unstaking period, the Funds may miss out on earning opportunities because, in some cases, the staked Ether may not earn rewards during the unstaking period or may only earn rewards during part of the unstaking period. Staked Ether is also subject to security breaches, network downtime or attacks, smart contract vulnerabilities, and validator or custodian failure or compromise, which can result in a complete loss of the staked Ether or a loss of any rewards.

Foreside Fund Services, LLC is the Marketing Agent for the Funds.