



Annual Report

September 30, 2020

**AI Powered Equity ETF
Ticker: AIEQ**

Beginning on January 1, 2021, as permitted by regulations adopted by the SEC, paper copies of the Fund's shareholder reports will no longer be sent by mail, unless you specifically request paper copies of the Fund's reports from your financial intermediary, such as a broker-dealer or bank. Instead, the reports will be made available on a website, and you will be notified by mail each time a report is posted and provided with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. Please contact your financial intermediary to elect to receive shareholder reports and other Fund communications electronically.

You may elect to receive all future Fund reports in paper free of charge. Please contact your financial intermediary to inform them that you wish to continue receiving paper copies of Fund shareholder reports and for details about whether your election to receive reports in paper will apply to all funds held with your financial intermediary.



The fund is a series of ETF Managers Trust.

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AI Powered Equity ETF

Dear Shareholder,

On behalf of the entire team, we want to express our appreciation for the confidence you have placed in the AI Powered Equity Exchange-Traded Fund (“AIEQ” or the “Fund”). The following information pertains to the fiscal period from October 1, 2019 to September 30, 2020. During this period, market disruptions associated with the COVID-19 pandemic have had a global impact, and uncertainty regarding the long-term implications continues to exist. Such disruptions, along with various government orders and precautionary measures such as social distancing, business shutdowns and similar policies, led to a reduction in global economic activity. These policies have also resulted in periods of high market volatility which can adversely affect assets of the Fund and thus Fund performance. During the reporting period the COVID-19 pandemic contributed to approximately a five-fold increase in volatility for both the broad market (represented by the Chicago Board Options Exchange Volatility Index) as well as the technology sector (represented by the Chicago Board Options Exchange NDX Volatility Index).

The AI Powered Equity ETF is actively managed and seeks capital appreciation. Over the fiscal period, the total return for the Fund was 17.94%, while the total return for its benchmark, the S&P 500 Index, was 15.15%. The best performers in the Fund on the basis of contribution to return were Moderna, Amazon, and Livongo Health, while the worst performers were Martin Marietta Materials, Cimarex Energy, and Devon Energy.

During the reporting period, the Fund saw an average approximate allocation of 12% of its total assets to Software, 5% to Interactive Media & Services, 5% to Biotechnology and 5% to Semiconductors & Semiconductor Equipment.

AIEQ invests primarily in equity securities listed on a U.S. exchange, based on the results of a proprietary, quantitative model developed by EquBot LLC that runs on the Watson™ platform. Each day, the EquBot Model ranks each company based on the probability of the company benefiting from current economic conditions, trends, and world events and identifies approximately 30 to 150 companies with the greatest potential over the next twelve months for appreciation and weights those companies to seek a level of volatility comparable to that of the broader U.S. equity market. EquBot, the Fund’s sub-adviser, is a technology-based company focused on applying artificial intelligence (“AI”) based solutions to investment analyses.

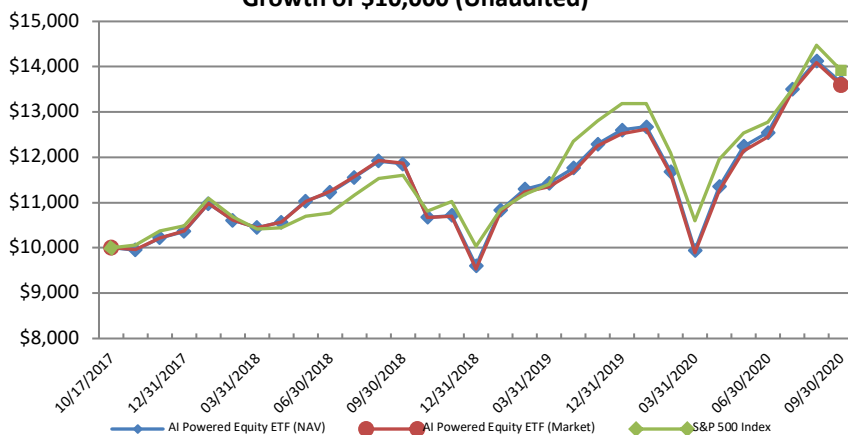
You can find further details about AIEQ by visiting www.etfmg.com, or by calling 1-844-ETF-MGRS (1-844-383-6477).

Sincerely,



Samuel Masucci III
Chairman of the Board

AI Powered Equity ETF Growth of \$10,000 (Unaudited)



Average Annual Returns Year Ended September 30, 2020	1 Year Return	Since Inception (10/17/17)	Value of \$10,000 (9/30/2020)
AI Powered Equity ETF (NAV)	17.94%	11.12%	\$ 13,654
AI Powered Equity ETF (Market)	18.26%	10.95%	\$ 13,593
S&P 500 Index	15.15%	11.86%	\$ 13,923

Performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of the Fund may be lower or higher than the performance quoted. All performance is historical and includes reinvestment of dividends and capital gains. Performance data current to the most recent month end may be obtained by calling 1-844-ETF-MGRS (1-844-383-6477).

The chart illustrates the performance of a hypothetical \$10,000 investment made on October 17, 2017, and is not intended to imply any future performance. The returns shown do not reflect the deduction of taxes that a shareholder would pay on fund distributions from the sales of Fund shares. The chart assumes reinvestment of capital gains and dividends. The chart assumes reinvestment of capital gains and dividends, if any. The index returns do not reflect fees or expenses and are not available for direct investment.

AI Powered Equity ETF

Top Ten Holdings as of September 30, 2020 (Unaudited)*

	<u>Security</u>	<u>% of Total Investments</u>
1	Amazon.com, Inc.	3.11%
2	Alphabet, Inc. - Class A	2.99%
3	Apple Inc.	2.79%
4	Advanced Micro Devices, Inc.	2.12%
5	Microsoft Corp.	1.89%
6	Tesla Inc.	1.76%
7	Teladoc Health, Inc.	1.76%
8	Livongo Health, Inc.	1.39%
9	Thermo Fisher Scientific, Inc.	1.31%
10	NVIDIA Corp.	1.28%

Top Ten Holdings = 20.40% of Total Investments

* Current Fund holdings may not be indicative of future Fund holdings.

AI Powered Equity ETF

Important Disclosures and Key Risk Factors

Past performance is not indicative of future return. A fund's performance for very short time periods may not be indicative of future performance.

AIEQ

The AI Powered Equity Technology ETF (the "Fund") seeks long-term capital appreciation within risk constraints commensurate with broad market US equity indices.

Investing involves risk, including the possible loss of principal. Shares of any ETF are bought and sold at market price (not NAV), may trade at a discount premium to NAV and are not individually redeemed from the Fund. Brokerage commissions will reduce returns. Narrowly focused investments typically exhibit higher volatility. The equity securities held in the Fund's portfolio may experience sudden, unpredictable drops in value or long periods of decline in value. This may occur because of factors that affect securities markets generally or factors affecting specific issuers, industries, or sectors in which the Fund invests such as political, market and economic developments, as well as events that impact specific issuers.

The Fund is actively-managed and may not meet its investment objective based on the success or failure of the Equibot Model to identify investment opportunities. Fund holdings are subject to change. For full holdings information, please visit www.etfmg.com.

The portfolio managers may actively and frequently trade securities or other instruments in the Fund's portfolio to carry out its investment strategies. A high portfolio turnover rate increases transaction costs, which may increase the Fund's expenses.

Some of the models used by the Adviser for the Fund are predictive in nature. The use of predictive models has inherent risks. When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose the Fund to potential risks. For example, by relying on Models and Data, the Adviser may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful.

Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics, have been and may be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the Fund's investments. Given the increasing interdependence among global economies and markets, conditions in one country, market, or region are increasingly likely to adversely affect markets, issuers, and/or foreign exchange rates in other countries, including the U.S. Any such events could have a significant adverse impact on the value of the Fund's investments.

ETF Managers Group LLC is the investment adviser to the fund. Equibot LLC serves as the sub-advisor to the Fund.

The Fund is distributed by ETFMG Financial LLC. ETF Managers Group LLC and ETFMG Financial LLC are wholly owned subsidiaries of Exchange Traded Managers Group LLC (collectively, "ETFMG"). ETFMG is not affiliated with Equibot LLC.

AI Powered Equity ETF

PORTFOLIO ALLOCATIONS

As of September 30, 2020 (Unaudited)

	<u>AI Powered Equity ETF</u>
As a percent of Net Assets:	
Canada	0.2%
United States	98.9
Rights	0.0
Short-Term and other Net Assets (Liabilities)	<u>0.9</u>
	<u><u>100.0%</u></u>

AI Powered Equity ETF

Schedule of Investments

September 30, 2020

	<u>Shares</u>	<u>Value</u>
COMMON STOCKS - 99.1%		
Canada - 0.2%		
Commercial Services & Supplies - 0.2%		
Waste Connections, Inc.	1,521	\$ 157,880
United States - 98.9%		
Air Freight & Logistics - 1.0%		
FedEx Corp.	3,863	971,622
Auto Components - 0.1%		
BorgWarner, Inc. (a)	3,276	126,912
Automobiles - 3.2%		
Ford Motor Co.	56,193	374,245
General Motors Co.	15,765	466,486
Tesla, Inc. (b)	4,917	2,109,443
Total Automobiles		<u>2,950,174</u>
Beverages - 1.1%		
Constellation Brands, Inc. - Class A	1,005	190,458
Monster Beverage Corp. (b)	3,929	315,106
PepsiCo, Inc.	4,036	559,389
Total Beverages		<u>1,064,953</u>
Biotechnology - 7.6%		
AbbVie, Inc.	3,177	278,273
Aimmune Therapeutics, Inc. (b)	5,431	187,098
Fate Therapeutics, Inc. (a)(b)	14,726	588,598
Gilead Sciences, Inc.	17,355	1,096,662
Inovio Pharmaceuticals, Inc. (a)(b)	13,167	152,737
Invitae Corp. (a)(b)	15,110	655,019
Moderna, Inc. (a)(b)	16,848	1,191,996
Novavax, Inc. (a)(b)	11,233	1,217,096
Sorrento Therapeutics, Inc. (a)(b)	91,537	1,020,638
Syros Pharmaceuticals, Inc. (a)(b)	38,033	336,212
Vertex Pharmaceuticals, Inc. (b)	1,557	423,691
Total Biotechnology		<u>7,148,020</u>
Building Products - 0.8%		
Masco Corp.	13,249	730,417
Capital Markets - 1.7%		
BlackRock, Inc.	589	331,931
CME Group, Inc.	1,018	170,322
Intercontinental Exchange, Inc.	3,405	340,670
MSCI, Inc.	1,663	593,325
State Street Corp.	2,765	164,047
Total Capital Markets		<u>1,600,295</u>
Chemicals - 1.3%		
Air Products and Chemicals, Inc.	1,068	318,114
Mosaic Co.	19,883	363,262
Sherwin-Williams Co.	723	503,744
Total Chemicals		<u>1,185,120</u>

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

Schedule of Investments

September 30, 2020 (Continued)

	Shares	Value
Commercial Services & Supplies - 2.5%		
Cintas Corp.	2,081	\$ 692,619
IAA, Inc. (b)	14,507	755,379
Rollins, Inc. (a)	12,941	701,273
Waste Management, Inc.	1,108	125,392
Total Commercial Services & Supplies		<u>2,274,663</u>
Communications Equipment - 0.1%		
Ciena Corp. (b)	1,921	76,244
Consumer Finance - 0.4%		
Green Dot Corp. - Class A (a)(b)	6,547	331,344
Diversified Financial Services - 1.0%		
Berkshire Hathaway, Inc. - Class B (b)	4,522	962,915
Diversified Telecommunication Services - 0.3%		
Verizon Communications, Inc.	4,422	263,065
Electronic Equipment, Instruments & Components - 0.1%		
Amphenol Corp. - Class A	1,212	131,223
Entertainment - 4.0%		
Activision Blizzard, Inc.	7,408	599,678
Netflix, Inc. (a)(b)	2,438	1,219,073
Roku, Inc. (b)	6,777	1,279,498
Take-Two Interactive Software, Inc. (b)	1,754	289,796
Zynga, Inc. - Class A (b)	34,503	314,667
Total Entertainment		<u>3,702,712</u>
Food & Staples Retailing - 1.8%		
Costco Wholesale Corp.	2,073	735,915
Kroger Co.	7,240	245,508
Walmart, Inc.	4,668	653,100
Total Food & Staples Retailing		<u>1,634,523</u>
Food Products - 1.3%		
Campbell Soup Co. (a)	8,979	434,314
Conagra Brands, Inc.	10,027	358,064
General Mills, Inc.	4,799	296,002
Kellogg Co. (a)	2,428	156,825
Total Food Products		<u>1,245,205</u>
Gas Utilities - 0.1%		
Atmos Energy Corp.	813	77,715
Health Care Equipment & Supplies - 4.2%		
Abbott Laboratories	7,715	839,623
DexCom, Inc. (b)	1,431	589,901
IDEXX Laboratories, Inc. (b)	2,896	1,138,447
Intuitive Surgical, Inc. (b)	1,143	811,004
ResMed, Inc.	2,828	484,804
Total Health Care Equipment & Supplies		<u>3,863,779</u>
Health Care Providers & Services - 1.7%		
Anthem, Inc.	1,613	433,236
Centene Corp. (b)	7,527	439,050
Humana, Inc.	1,160	480,112
Molina Healthcare, Inc. (b)	1,059	193,839
Total Health Care Providers & Services		<u>1,546,237</u>

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

Schedule of Investments

September 30, 2020 (Continued)

	Shares	Value
Health Care Technology - 5.1%		
Cerner Corp. (a)	6,188	\$ 447,331
Livongo Health, Inc. (a)(b)	11,866	1,661,833
Teladoc Health, Inc. (a)(b)	9,613	2,107,555
Veeva Systems, Inc. - Class A (b)	1,813	509,797
Total Health Care Technology		<u>4,726,516</u>
Hotels, Restaurants & Leisure - 1.5%		
Domino's Pizza, Inc.	2,218	943,271
McDonald's Corp.	2,180	478,488
Total Hotels, Restaurants & Leisure		<u>1,421,759</u>
Household Products - 2.0%		
Church & Dwight Co., Inc.	6,620	620,360
Clorox Co. (a)	2,404	505,249
Kimberly-Clark Corp.	1,826	269,627
Procter & Gamble Co.	3,107	431,842
Total Household Products		<u>1,827,078</u>
Insurance - 0.4%		
eHealth, Inc. (a)(b)	4,370	345,230
Interactive Media & Services - 4.0%		
Alphabet, Inc. - Class A (b)	2,446	3,584,857
Facebook, Inc. - Class A (b)	833	218,163
Total Interactive Media & Services		<u>3,803,020</u>
Internet & Direct Marketing Retail - 7.1%		
Amazon.com, Inc. (b)	1,184	3,728,097
Etsy, Inc. (a)(b)	8,945	1,087,980
Grubhub, Inc. (b)	3,348	242,161
Overstock.com, Inc. (a)(b)	5,970	433,721
Stitch Fix, Inc. - Class A (a)(b)	19,381	525,807
Wayfair, Inc. - Class A (a)(b)	2,049	596,279
Total Internet & Direct Marketing Retail		<u>6,614,045</u>
IT Services - 3.5%		
Akamai Technologies, Inc. (a)(b)	4,831	534,019
Broadridge Financial Solutions, Inc.	3,233	426,756
MasterCard, Inc. - Class A	268	90,630
PayPal Holdings, Inc. (b)	1,984	390,908
Square, Inc. - Class A (b)	4,735	769,674
Twilio, Inc. - Class A (a)(b)	4,172	1,030,859
Total IT Services		<u>3,242,846</u>
Life Sciences Tools & Services - 3.9%		
Agilent Technologies, Inc.	4,515	455,744
Mettler-Toledo International, Inc. (b)	336	324,492
PerkinElmer, Inc.	3,268	410,167
Syneos Health, Inc. (a)(b)	8,753	465,309
Thermo Fisher Scientific, Inc.	3,545	1,565,189
Waters Corp. (b)	2,041	399,383
Total Life Sciences Tools & Services		<u>3,620,284</u>
Machinery - 0.7%		
Stanley Black & Decker, Inc.	3,828	620,902

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

Schedule of Investments

September 30, 2020 (Continued)

	<u>Shares</u>	<u>Value</u>
Media - 0.4%		
News Corp. - Class A	23,360	\$ 327,507
Metals & Mining - 0.9%		
Coeur Mining, Inc. (b)	65,515	483,501
Royal Gold, Inc.	2,859	343,566
Total Metals & Mining		<u>827,067</u>
Multiline Retail - 0.7%		
Dollar General Corp.	1,185	248,400
Target Corp.	2,617	411,968
Total Multiline Retail		<u>660,368</u>
Multi-Utilities - 0.1%		
Sempra Energy (a)	865	102,381
Oil, Gas & Consumable Fuels - 1.7%		
Cabot Oil & Gas Corp. (a)	9,872	171,378
Cimarex Energy Co. (a)	28,857	702,090
EQT Corp.	43,061	556,779
Williams Cos., Inc.	8,261	162,329
Total Oil, Gas & Consumable Fuels		<u>1,592,576</u>
Pharmaceuticals - 1.9%		
Catalent, Inc. (b)	3,257	278,995
Eli Lilly and Co.	3,213	475,588
Johnson & Johnson	2,931	436,367
Pfizer, Inc.	15,529	569,914
Total Pharmaceuticals		<u>1,760,864</u>
Professional Services - 0.2%		
Verisk Analytics, Inc.	1,216	225,337
Real Estate Management & Development - 0.9%		
Redfin Corp. (a)(b)	16,395	818,602
Road & Rail - 0.2%		
Union Pacific Corp.	1,131	222,660
Semiconductors & Semiconductor Equipment - 6.9%		
Advanced Micro Devices, Inc. (a)(b)	30,973	2,539,476
Enphase Energy, Inc. (a)(b)	2,945	243,228
Intel Corp.	6,186	320,311
Microchip Technology, Inc.	1,065	109,439
NVIDIA Corp.	2,825	1,528,947
Qualcomm, Inc.	5,394	634,766
Skyworks Solutions, Inc.	4,462	649,221
Teradyne, Inc.	4,652	369,648
Total Semiconductors & Semiconductor Equipment		<u>6,395,036</u>

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

Schedule of Investments

September 30, 2020 (Continued)

	Shares	Value
Software - 14.9%		
2U, Inc. (a)(b)	12,861	\$ 435,473
Adobe Systems, Inc. (b)	281	137,811
Autodesk, Inc. (b)	594	137,220
Avaya Holdings Corp. (a)(b)	34,802	528,990
Box, Inc. - Class A (b)	35,455	615,499
Citrix Systems, Inc. (a)	3,810	524,675
Cloudera, Inc. (a)(b)	84,819	923,679
Coupa Software, Inc. (b)	2,888	792,005
CrowdStrike Holdings, Inc. - Class A (b)	9,080	1,246,866
DocuSign, Inc. (b)	1,918	412,830
Everbridge, Inc. (a)(b)	4,665	586,530
Fortinet, Inc. (b)	3,870	455,925
Intuit, Inc.	1,629	531,396
Microsoft Corp.	10,777	2,266,726
PagerDuty, Inc. (a)(b)	15,951	432,432
RingCentral, Inc. - Class A (b)	1,660	455,853
salesforce.com, Inc. (b)	2,259	567,732
ServiceNow, Inc. (b)	1,452	704,220
Slack Technologies, Inc. - Class A (a)(b)	16,340	438,892
SS&C Technologies Holdings, Inc.	5,286	319,909
Tenable Holdings, Inc. (b)	11,788	444,997
Zscaler, Inc. (a)(b)	6,406	901,260
Total Software		<u>13,860,920</u>
Specialty Retail - 1.5%		
AutoNation, Inc. (a)(b)	7,342	388,612
Michaels Cos., Inc. (a)(b)	20,277	195,774
RH (a)(b)	2,109	806,946
Total Specialty Retail		<u>1,391,332</u>
Technology Hardware, Storage & Peripherals - 3.8%		
Apple, Inc.	28,922	3,349,456
Pure Storage, Inc. - Class A (a)(b)	12,963	199,501
Total Technology Hardware, Storage & Peripherals		<u>3,548,957</u>
Textiles, Apparel & Luxury Goods - 0.3%		
Tapestry, Inc. (a)	15,869	248,032
Trading Companies & Distributors - 0.6%		
Fastenal Co.	1,520	68,537
United Rentals, Inc. (b)	2,898	505,701
Total Trading Companies & Distributors		<u>574,238</u>
Water Utilities - 1.0%		
Essential Utilities, Inc. (a)	22,127	890,612
Wireless Telecommunication Services - 0.4%		
T-Mobile US, Inc. (b)	3,314	378,989
Total United States		<u>91,934,296</u>
TOTAL COMMON STOCKS (Cost \$76,737,121)		<u>92,092,176</u>

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

Schedule of Investments

September 30, 2020 (Continued)

	Shares	Value
RIGHTS - 0%		
United States - 0.0%		
NewStar Financial, Inc. (c)	115,783	\$ <u>0</u>
TOTAL RIGHTS (Cost \$0)		<u>0</u>
INVESTMENTS PURCHASED WITH PROCEEDS FROM SECURITIES LENDING COLLATERAL - 29.1%		
Mount Vernon Liquid Assets Portfolio, LLC, 0.18% (d)	27,033,268	<u>27,033,268</u>
TOTAL INVESTMENTS PURCHASED WITH PROCEEDS FROM SECURITIES LENDING COLLATERAL (Cost \$27,033,268)		<u>27,033,268</u>
SHORT-TERM INVESTMENTS - 0.8%		
Money Market Funds - 0.8%		
Invesco Advisers, Inc. STIT-Treasury Portfolio - Institutional Class, 0.02% (d)	789,914	<u>789,914</u>
TOTAL SHORT-TERM INVESTMENTS (Cost \$789,914)		<u>789,914</u>
Total Investments (Cost \$104,560,303) - 129.0%		<u>119,915,358</u>
Liabilities in Excess of Other Assets - (29.0)%		<u>(26,982,183)</u>
TOTAL NET ASSETS - 100.0%		<u>\$ 92,933,175</u>

Percentages are stated as a percent of net assets.

- (a) All or a portion of this security was out on loan at September 30, 2020.
- (b) Non-income producing security.
- (c) Value determined using significant unobservable inputs. The value of this security totals \$0, which represents 0.00% of total net assets. Classified as Level 3 in the fair value hierarchy.
- (d) The rate quote is the annualized seven-day yield at September 30, 2020.

The Global Industry Classification Standard (GICS®) was developed by and/or is the exclusive property of MSCI, Inc. and Standard & Poor's Financial Services LLC ("S&P"). GICS is a service mark of MSCI and S&P and has been licensed for use by U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services ("Fund Services").

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AI Powered Equity ETF

STATEMENT OF ASSETS AND LIABILITIES

As of September 30, 2020

	<u>AI Powered Equity ETF</u>
ASSETS	
Investments in securities, at value*	\$ 119,915,358
Receivables:	
Dividends and interest receivable	22,079
Securities lending income receivable	6,472
Receivable for investments sold	<u>749,460</u>
Total Assets	<u>120,693,369</u>
LIABILITIES	
Collateral received for securities loaned (Note 7)	27,033,268
Payables:	
Payable for investments purchased	670,332
Unitary fees payable	<u>56,594</u>
Total Liabilities	<u>27,760,194</u>
Net Assets	<u><u>\$ 92,933,175</u></u>
NET ASSETS CONSIST OF:	
Paid-in Capital	\$ 89,525,063
Total Distributable Earnings	<u>3,408,112</u>
Net Assets	<u><u>\$ 92,933,175</u></u>
*Identified Cost:	
Investments in securities	\$ 104,560,303
Shares Outstanding [^]	3,025,000
Net Asset Value, Offering and Redemption Price per Share	<u><u>\$ 30.72</u></u>

[^] No par value, unlimited number of shares authorized

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

STATEMENT OF OPERATIONS
For the Year Ended September 30, 2020

	AI Powered Equity ETF
INVESTMENT INCOME	
Income:	
Dividends from investments (net of foreign withholdings tax of \$972)	\$ 1,143,919
Interest	23,318
Securities lending income	67,058
Total Investment Income	<u>1,234,295</u>
Expenses:	
Unitary fees	745,045
Total Expenses	<u>745,045</u>
Net Investment Income	<u>489,250</u>
REALIZED & UNREALIZED GAIN (LOSS) ON INVESTMENTS	
Net Realized Gain (Loss) on:	
Investments	(1,909,340)
In-Kind redemptions	4,024,259
Closed-End Funds	(127,803)
Net Realized Gain on Investments and In-Kind Redemptions	<u>1,987,116</u>
Net Change in Unrealized Appreciation of:	
Investments	<u>12,344,307</u>
Net Change in Unrealized Appreciation of Investments	<u>12,344,307</u>
Net Realized and Unrealized Gain on Investments	<u>14,331,423</u>
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	<u><u>\$ 14,820,673</u></u>

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

STATEMENTS OF CHANGES IN NET ASSETS

	Year Ended September 30, 2020	Year Ended September 30, 2019
OPERATIONS		
Net investment income	\$ 489,250	\$ 905,874
Net realized gain (loss) on investments and in-kind redemptions	1,987,116	(10,405,925)
Net change in unrealized appreciation (depreciation) of investments	<u>12,344,307</u>	<u>(3,012,955)</u>
Net increase (decrease) in net assets resulting from operations	<u>14,820,673</u>	<u>(12,513,006)</u>
DISTRIBUTIONS TO SHAREHOLDERS		
Total distributions from distributable earnings	<u>(446,750)</u>	<u>(12,575,043)</u>
CAPITAL SHARE TRANSACTIONS		
Net decrease in net assets derived from net change in outstanding shares	<u>(36,014,002)</u>	<u>(66,811,078)</u>
Net decrease in net assets	<u>(21,640,079)</u>	<u>(91,899,127)</u>
NET ASSETS		
Beginning of Year	<u>114,573,254</u>	<u>206,472,381</u>
End of Year	<u>\$ 92,933,175</u>	<u>\$ 114,573,254</u>

Summary of share transactions is as follows:

	Year Ended September 30, 2020		Year Ended September 30, 2019	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>
Shares Sold	175,000	\$ 5,278,763	175,000	\$ 4,859,175
Shares Redeemed	<u>(1,525,000)</u>	<u>(41,292,765)</u>	<u>(2,800,000)</u>	<u>(71,670,253)</u>
	<u>(1,350,000)</u>	<u>\$(36,014,002)</u>	<u>(2,625,000)</u>	<u>\$(66,811,078)</u>
Beginning Shares	<u>4,375,000</u>		<u>7,000,000</u>	
Ending Shares	<u>3,025,000</u>		<u>4,375,000</u>	

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

FINANCIAL HIGHLIGHTS

For a capital share outstanding throughout the year/period

	<u>Year Ended September 30, 2020</u>	<u>Year Ended September 30, 2019</u>	<u>Period Ended September 30, 2018¹</u>
Net Asset Value, Beginning of Year/Period	\$ 26.19	\$ 29.50	\$ 25.00
Income from Investment Operations:			
Net investment income ²	0.14	0.16	0.14
Net realized and unrealized gain (loss) on investments	4.52	(1.41)	4.49
Total from investment operations	<u>4.66</u>	<u>(1.25)</u>	<u>4.63</u>
Less Distributions:			
Distributions from net investment income	(0.13)	(0.17)	(0.12)
Net realized gains	-	(1.89)	(0.01)
Total distributions	<u>(0.13)</u>	<u>(2.06)</u>	<u>(0.13)</u>
Net asset value, end of year/period	<u>\$ 30.72</u>	<u>\$ 26.19</u>	<u>\$ 29.50</u>
Total Return	17.94%	-2.32%	18.53% ³
 Ratios/Supplemental Data:			
Net assets at end of year/period (000's)	\$ 92,933	\$ 114,573	\$ 206,472
Expenses to Average Net Assets	0.75%	0.75%	0.75% ⁴
Net Investment Income to Average Net Assets	0.49%	0.64%	0.52% ⁴
Portfolio Turnover Rate	239%	129%	260% ³

¹ Commencement of operations on October 17, 2017.

² Calculated based on average shares outstanding during the year/period.

³ Not annualized.

⁴ Annualized.

The accompanying notes are an integral part of these financial statements.

AI Powered Equity ETF

NOTES TO FINANCIAL STATEMENTS

September 30, 2020

NOTE 1 – ORGANIZATION

The AI Powered Equity ETF (the “Fund”) is a series of ETF Managers Trust (the “Trust”), an open-end management investment company consisting of multiple investment series, organized as a Delaware statutory trust on July 1, 2009. The Trust is registered with the SEC under the Investment Company Act of 1940, as amended (the “1940 Act”), as an open-end management investment company and the offering of the Fund’s shares (“Shares”) is registered under the Securities Act of 1933, as amended (the “Securities Act”). The investment objective of the Fund is capital appreciation. The Fund commenced operations on October 17, 2017.

The Fund currently offers one class of shares, which has no front end sales load, no deferred sales charges, and no redemption fees. The Fund may issue an unlimited number of shares of beneficial interest, with no par value. All shares of the Fund have equal rights and privileges.

Shares of the Fund are listed and traded on the NYSE Arca, Inc. Market prices for the Shares may be different from their net asset value (“NAV”). The Fund issues and redeems Shares on a continuous basis at NAV only in blocks of 25,000 shares, called “Creation Units.” Creation Units are issued and redeemed principally in-kind for securities included in a specified Index. Once created, Shares generally trade in the secondary market at market prices that change throughout the day in quantities less than a Creation Unit. Except when aggregated in Creation Units, Shares are not redeemable securities of the Fund. Shares of the Fund may only be purchased or redeemed by certain financial institutions (“Authorized”). An Authorized Participant is either (i) a broker-dealer or other participant in the clearing process through the Continuous Net Settlement System of the National Securities Clearing Corporation or (ii) a DTC participant and, in each case, must have executed a Participant Agreement with the Distributor. Most retail investors do not qualify as Authorized Participants nor have the resources to buy and sell whole Creation Units. Therefore, they are unable to purchase or redeem the Shares directly from the Fund. Rather, most retail investors may purchase Shares in the secondary market with the assistance of a broker and are subject to customary brokerage commissions or fees.

Authorized Participants transacting in Creation Units for cash may pay an additional variable charge to compensate the relevant Fund for certain transaction costs (i.e., brokerage costs) and market impact expenses relating to investing in portfolio securities. Such variable charges, if any, are included in “Transaction Fees” in the Statements of Changes in Net Assets.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Fund. These policies are in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

The Fund follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board Accounting Standard Codification *Topic 946 Financial Services – Investment Companies*.

The Fund may invest in certain other investment companies (underlying funds). For specific investments in underlying funds, please refer to the complete schedule of portfolio holdings on Form N-CSR for this reporting period, which is filed with the U.S. Securities and Exchange Commission (SEC). For more information about the underlying Fund’s operations and policies, please refer to those Fund’s semiannual and annual reports, which are filed with the SEC.

- A. Security Valuation. Securities listed on a securities exchange, market or automated quotation system for which quotations are readily available (except for securities traded on NASDAQ),

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

including securities traded over the counter, are valued at the last quoted sale price on the primary exchange or market (foreign or domestic) on which they are traded on the valuation date (or at approximately 4:00 pm Eastern Time if a security's primary exchange is normally open at that time), or, if there is no such reported sale on the valuation date, at the most recent quoted bid price. For securities traded on NASDAQ, the NASDAQ Official Closing Price will be used.

Securities for which quotations are not readily available are valued at their respective fair values as determined in good faith by the Board of Trustees (the "Board"). When a security is "fair valued," consideration is given to the facts and circumstances relevant to the particular situation, including a review of various factors set forth in the pricing procedures adopted by the Fund's Board. The use of fair value pricing by a fund may cause the net asset value of its shares to differ significantly from the net asset value that would be calculated without regard to such considerations. As of September 30, 2020, the Fund held one fair valued security. More detail about this security can be found in the Schedule of Investments.

As described above, the Fund utilizes various methods to measure the fair value of its investments on a recurring basis. U.S. GAAP establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.
- Level 2 Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.
- Level 3 Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available; representing the Fund's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

AI Powered Equity ETF

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

The following table presents a summary of the Funds' investments in securities, at fair value, as of September 30, 2020:

AI Powered Equity ETF

<u>Assets[^]</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stocks	\$92,092,176	\$ —	\$ —	\$ 92,092,176
Rights	—	—	— ⁽¹⁾	—
Short Term Investments	789,914	—	—	789,914
Investments Purchased with Securities Lending Collateral*	—	—	—	27,033,268
Total Investments in Securities	<u>\$92,882,090</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$119,915,358</u>

⁽¹⁾ Includes a security valued at \$0.

The AI Powered Equity ETF held a Level 3 security at the end of the year. The security classified as Level 3 is deemed immaterial.

[^] For further information regarding security characteristics, see the Schedule of Investments.

* Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Schedule of Investments.

B. *Federal Income Taxes.* The Fund has elected to be taxed as a “regulated investment company” and intends to distribute substantially all taxable income to its shareholders and otherwise comply with the provisions of the Internal Revenue Code applicable to regulated investment companies. Therefore, no provisions for federal income taxes or excise taxes have been made.

To avoid imposition of the excise tax applicable to regulated investment companies, the Fund intends to declare each year as dividends, in each calendar year, at least 98.0% of its net investment income (earned during the calendar year) and 98.2% of its net realized capital gains (earned during the twelve months ended October 31) plus undistributed amounts, if any, from prior years.

Net capital losses incurred after October 31, within the taxable year are deemed to arise on the first business day of the Fund's next taxable year.

The Fund recognizes the tax benefits of uncertain tax positions only where the position is “more likely than not” to be sustained assuming examination by tax authorities. The Fund has analyzed its tax position and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions expected to be taken in the Fund's 2020 tax returns. The Fund identifies its major tax jurisdictions as U.S. Federal, the State of New Jersey, and the State of Delaware; however, the Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months.

As of September 30, 2020, management has reviewed the tax positions for open periods (for Federal purposes, three years from the date of filing and for state purposes, four years from the date of filing), as applicable to the Funds, and has determined that no provision for income tax is required in the Funds' financial statements.

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

- C. *Security Transactions and Investment Income.* Investment securities transactions are accounted for on the trade date. Gains and losses realized on sales of securities are determined on a specific identification basis. Discounts/premiums on debt securities purchased are accreted/amortized over the life of the respective securities using the effective interest method. Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis. Income, including gains, from investments in foreign securities received by the Fund may be subject to income, withholding or other taxes imposed by foreign countries.
- D. *Foreign Currency Translations and Transactions.* The Fund may engage in foreign currency transactions. Foreign currency transactions are translated into U.S. dollars on the following basis: (i) market value of investment securities, assets and liabilities at the daily rates of exchange, and (ii) purchases and sales of investment securities, dividend and interest income and certain expenses at the rates of exchange prevailing on the respective dates of such transactions. For financial reporting purposes, the Fund does not isolate changes in the exchange rate of investment securities from the fluctuations arising from changes in the market prices of securities for unrealized gains and losses. However, for federal income tax purposes, the Fund does isolate and treat as ordinary income the effect of changes in foreign exchange rates on realized gains or losses from the sale of investment securities and payables and receivables arising from trade-date and settlement-date differences.
- E. *Distributions to Shareholders.* Distributions to shareholders from net investment income are declared and paid for the Fund on a quarterly basis. Net realized gains on securities for the Fund normally are declared and paid on an annual basis. Distributions are recorded on the ex-dividend date.
- F. *Use of Estimates.* The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.
- G. *Share Valuation.* The net asset value (“NAV”) per share of the Fund is calculated by dividing the sum of the value of the securities held by the Fund, plus cash and other assets, minus all liabilities (including estimated accrued expenses) by the total number of shares outstanding for the Fund, rounded to the nearest cent. The Fund’s shares will not be priced on the days on which the NYSE is closed for trading. The offering and redemption price per share for the Fund is equal to the Fund’s net asset value per share.
- H. *Guarantees and Indemnifications.* In the normal course of business, the Fund enters into contracts with service providers that contain general indemnification clauses. The Fund’s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Fund expects the risk of loss to be remote.

NOTE 3 – RISK FACTORS

Investing in the AI Powered Equity ETF may involve certain risks, as discussed in the Fund’s prospectus, including, but not limited to, those described below. Any of these risks could cause an investor to lose money.

Equity Market Risk. The equity securities held in the Fund’s portfolio may experience sudden, unpredictable drops in value or long periods of decline in value. This may occur because of factors that affect securities markets generally or factors affecting specific issuers, industries, or sectors in

AI Powered Equity ETF

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

which the Fund invests such as political, market and economic developments, as well as events that impact specific issuers.

Management Risk. The Fund is subject to management risk as an actively-managed investment portfolio. The Adviser's investment approach may fail to produce the intended results. If the Adviser's implementation of the EquBot Model is inaccurate or incomplete, the Fund may not perform as expected and your investment could lose value over short or long-term periods. Additionally, the Adviser has not previously managed a Fund whose strategy relies on the use of AI, which may create additional risks for the Fund.

Market Trading Risk. An investment in the Fund faces numerous market trading risks, including the potential lack of an active market for Fund shares, losses from trading in secondary markets, periods of high volatility and disruption in the creation/redemption process of the Fund. Any of these factors, among others, may lead to the Fund's shares trading at a premium or discount to NAV.

Models and Data Risk. The Fund relies heavily on proprietary quantitative models as well as information and data supplied by third parties ("Models and Data"). When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose the Fund to potential risks.

Non-Diversification Risk. Because the Fund is "non-diversified," it may invest a greater percentage of its assets in the securities of a single issuer or a small number of issuers than if it was a diversified fund. As a result, a decline in the value of an investment in a single issuer or a small number of issuers could cause the Fund's overall value to decline to a greater degree than if the Fund held a more diversified portfolio. This may increase the Fund's volatility and have a greater impact on the Fund's performance.

Portfolio Turnover Risk. The portfolio managers may actively and frequently trade securities or other instruments in the Fund's portfolio to carry out its investment strategies. A high portfolio turnover rate increases transaction costs, which may increase the Fund's expenses.

REIT Investment Risk. Investments in REITs involve unique risks. REITs may have limited financial resources, may trade less frequently and in limited volume, and may be more volatile than other securities. REITs may be affected by changes in the value of their underlying properties or mortgages or by defaults by their borrowers or tenants. Furthermore, these entities depend upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in financing a limited number of projects. In addition, the performance of a REIT may be affected by changes in the tax laws or by its failure to qualify for tax-free pass-through of income.

Sector Risk. To the extent the Fund invests more heavily in particular sectors of the economy, its performance will be especially sensitive to developments that significantly affect those sectors.

Smaller Companies Risk. Smaller companies in which the Fund may invest may be more vulnerable to adverse business or economic events than larger, more established companies, and may underperform other segments of the market or the equity market as a whole. The securities of smaller companies also tend to be bought and sold less frequently and at significantly lower trading volumes than the securities of larger companies. As a result, it may be more difficult for the Fund to buy or sell a significant amount of the securities of a smaller company without an adverse impact on the price of the company's securities, or the Fund may have to sell such securities in smaller quantities over a longer period of time, which may increase the Fund's tracking error.

Natural Disaster/Epidemic Risk. Natural or environmental disasters, such as earthquakes, fires, floods, hurricanes, tsunamis and other severe weather-related phenomena generally, and widespread disease, including pandemics and epidemics (for example, the novel coronavirus COVID-19), have

NOTES TO FINANCIAL STATEMENTSSeptember 30, 2020 (Continued)

been and can be highly disruptive to economies and markets and have recently led, and may continue to lead, to increased market volatility and significant market losses. Such natural disaster and health crises could exacerbate political, social, and economic risks previously mentioned, and result in significant breakdowns, delays, shutdowns, social isolation, and other disruptions to important global, local and regional supply chains affected, with potential corresponding results on the operating performance of the Funds and their investments. A climate of uncertainty and panic, including the contagion of infectious viruses or diseases, may adversely affect global, regional, and local economies and reduce the availability of potential investment opportunities, and increases the difficulty of performing due diligence and modeling market conditions, potentially reducing the accuracy of financial projections. Under these circumstances, the Funds may have difficulty achieving their investment objectives which may adversely impact performance. Further, such events can be highly disruptive to economies and markets, significantly disrupt the operations of individual companies (including, but not limited to, the Funds' Sponsor and third party service providers), sectors, industries, markets, securities and commodity exchanges, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the Funds' investments. These factors can cause substantial market volatility, exchange trading suspensions and closures and can impact the ability of the Funds to complete redemptions and otherwise affect Fund performance and Fund trading in the secondary market. A widespread crisis may also affect the global economy in ways that cannot necessarily be foreseen at the current time. How long such events will last and whether they will continue or recur cannot be predicted. Impacts from these events could have significant impact on a Fund's performance, resulting in losses to the Funds.

NOTE 4 – MANAGEMENT AND OTHER CONTRACTS

ETF Managers Group, LLC (the "Advisor"), serves as the investment advisor to the Fund. Pursuant to an Investment Advisory Agreement ("Advisory Agreement") between the Trust, on behalf of the Fund, and the Advisor, the Advisor provides investment advice to the Fund and oversees the day-to-day operations of the Fund, subject to the direction and control of the Board and the officers of the Trust.

Under the Investment Advisory Agreement with the Fund, the Advisor has overall responsibility for the general management and administration of the Fund and arranges for sub-advisory, transfer agency, custody, fund administration, securities lending, and all other non-distribution related services necessary for the Fund to operate. The Advisor bears the costs of all advisory and non-advisory services required to operate the Fund, in exchange for a single unitary fee. For services provided the Fund pays the Advisor at an annual rate of 0.75% of the Fund's average daily net assets. Under the Investment Advisory Agreement, the Advisor has agreed to pay all expenses of the Fund, except for: the fee paid to the Advisor pursuant to the Investment Advisory Agreement, interest charges on any borrowings, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, and distribution (12b-1) fees and expenses (collectively, "Excluded Expenses"). The Advisor has entered into an Agreement with its affiliate, ETFMG Financial, LLC, to serve as distributor to the Funds (the "Distributor"). The Distributor provides marketing support for the Funds, including distributing marketing materials related to the Funds.

EquBot, LLC serves as the sub-adviser to the Fund (the "Sub-Adviser") and provides investment advice using the EquBot Model to the Advisor and the Fund. The Advisor is responsible for paying the entire amount of the Sub-Adviser's fee for the Fund. The Sub-Adviser also provides marketing support for the Fund.

U.S. Bancorp Fund Services, LLC doing business as U.S. Bank Global Fund Services (the "Administrator") provides fund accounting, fund administration, and transfer agency services to the

AI Powered Equity ETF

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

Fund. The Advisor compensates the Administrator for these services under an administration agreement between the two entities.

The Advisor pays each independent Trustee a quarterly fee for service to the Fund. Each Trustee is also reimbursed by the Advisor for all reasonable out-of-pocket expenses incurred in connection with his duties as Trustee, including travel and related expenses incurred in attending Board meetings.

NOTE 5 – DISTRIBUTION PLAN

The Fund has adopted a Plan of Distribution pursuant to Rule 12b-1 under the 1940 Act. Under the Plan, the Fund may pay compensation to the Distributor or any other distributor or financial institution with which the Trust has an agreement with respect to the Fund, with the amount of such compensation not to exceed an annual rate of 0.25% of each Fund's daily average net assets. For the year ended September 30, 2020, the Fund did not incur any 12b-1 expenses.

NOTE 6 - PURCHASES AND SALES OF SECURITIES

The costs of purchases and sales of securities, excluding short-term securities and in-kind transactions, for the year ended September 30, 2020:

	<u>Purchases</u>	<u>Sales</u>
AI Powered Equity ETF	\$229,985,588	\$229,645,773

The costs of purchases and sales of in-kind transactions associated with creations and redemptions for the year ended September 30, 2020:

	<u>Purchases In-Kind</u>	<u>Sales In- Kind</u>
AI Powered Equity ETF	\$5,043,115	\$39,034,460

Purchases in-kind are the aggregate of all in-kind purchases and sales in-kind are the aggregate of all in-kind sales. Net capital gains or losses resulting from in-kind redemptions are excluded from the Fund's taxable gains and are not distributed to shareholders.

There were no purchases or sales of U.S. Government obligations for the year ended September 30, 2020.

NOTE 7 — SECURITIES LENDING

The Fund may lend up to 33 1/3% of the value of the securities in its portfolio to brokers, dealers and financial institutions (but not individuals) under terms of participation in a securities lending program administered by U.S. Bank N.A. ("the Custodian"). The securities lending agreement requires that loans are collateralized at all times in an amount equal to at least 102% of the value of any loaned securities at the time of the loan, plus accrued interest. The Fund receives compensation in the form of fees and earn interest on the cash collateral. The amount of fees depends on a number of factors including the type of security and length of the loan. The Fund continues to receive interest payments or dividends on the securities loaned during the borrowing period. Gain or loss in the fair value of securities loaned that may occur during the term of the loan will be for the account of the Fund. The Fund has the right under the terms of the securities lending agreement to recall the securities from the borrower on demand. The cash collateral is invested by the Custodian in accordance with approved investment guidelines. Those guidelines require the cash collateral to be invested in readily marketable, high quality, short-term obligations either directly on behalf of each Fund or through one or more joint accounts, money market funds, or short-term bond funds, including those advised by or

AI Powered Equity ETF

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

affiliated with the Advisor; however, all such investments are subject to risk of payment delays or default on the part of the issuer or counterparty or otherwise may not generate sufficient interest to support the costs associated with securities lending. Other investment companies in which a Fund may invest cash collateral can be expected to incur fees and expenses for operations, such as investment advisory and administration fees, which would be in addition to those incurred by the Fund, and which may be received in full or in part by the Advisor. Pursuant to guidance issued by the SEC staff, fees and expenses of money market funds used for cash collateral received in connection with loans of securities are not treated as Acquired Fund Fees and Expenses, which reflect a Fund's pro rata share of the fees and expenses incurred by other investment companies in which the Fund invests (as disclosed in the Prospectus, as applicable). The Fund could also experience delays in recovering its securities and possible loss of income or value if the borrower fails to return the borrowed securities, although the Fund is indemnified from this risk by contract with the securities lending agent.

As of September 30, 2020, the value of the securities on loan and payable for collateral due to broker were as follows:

Value of Securities on Loan Collateral Received

Fund	Values of Securities on Loan	Fund Collateral Received*
AI Powered Equity ETF	\$26,421,520	\$27,033,268

* The cash collateral received was invested in the Mount Vernon Liquid Assets Portfolio and ETFMG Sit Ultra Short ETF as shown on the Schedule of Investments, an investment with an overnight and continuous maturity, as shown on the Schedule of Investments.

NOTE 8 – FEDERAL INCOME TAXES

The components of distributable earnings (losses) and cost basis of investments for federal income tax purposes at September 30, 2020 were as follows:

	Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Net Unrealized Appreciation (Depreciation)
AI Powered Equity ETF	\$ 105,545,338	\$ 17,056,648	\$ (2,686,628)	\$ 14,370,020
	Undistributed Ordinary Income	Undistributed Long-term Gain	Total Distributable Earnings	Other Accumulated (Loss)
AI Powered Equity ETF	\$ 62,712	\$ —	\$ 62,712	\$ (11,024,620)
				Total Accumulated Gain
				\$ 3,408,112

As of September 30, 2020, the Fund had accumulated capital loss carryovers of:

	Capital Loss Carryover ST	Capital Loss Carryover LT	Expires
AI Powered Equity ETF	\$ (9,794,433)	\$ (1,230,206)	Indefinite

Under current tax law, capital and currency losses realized after October 31 of a Fund's fiscal year may be deferred and treated as occurring on the first business day of the following fiscal year for tax

AI Powered Equity ETF

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

purposes. The following Funds had deferred post-October capital and currency losses, which will be treated as arising on the first business day of the year ended September 30, 2020.

	Late Year Ordinary Loss	Post-October Capital Loss
AI Powered Equity ETF	None	None

U.S. GAAP requires that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share. For the fiscal year ended September 30, 2020, the following table shows the reclassifications made:

	Total Distributable Earnings/(Loss)	Paid-In Capital
AI Powered Equity ETF	\$ (3,538,631)	\$ 3,538,631

The tax character of distributions paid by the Fund during the fiscal years ended September 30, 2020 and September 30, 2019 are as follows:

	Year Ended September 30, 2020		Year Ended September 30, 2019	
	From Ordinary Income	From Capital Gains	From Ordinary Income	From Capital Gains
	AI Powered Equity ETF	\$ 446,750	\$ —	\$ 12,571,140

NOTE 9 – LEGAL MATTERS

The Trust, the Adviser and certain officers of the Adviser were defendants in an action filed May 2, 2017 in the Superior Court of New Jersey captioned PureShares, LLC d/b/a PureFunds et al. v. ETF Managers Group, LLC et al., Docket No. C-63-17. The PureShares action alleged claims based on disputes arising out of contractual relationships with the Adviser relating to certain series of the Trust. The action sought damages in unspecified amounts and injunctive relief based on breach of contract, wrongful termination, and several other claims.

The Adviser and its parent, Exchange Traded Managers Group, LLC (the “Company”), were defendants in a case filed on October 26, 2017 in the United States District Court for the Southern District of New York by NASDAQ, Inc. (“Nasdaq”) captioned Nasdaq, Inc. v. Exchange Traded Managers Group, LLC et al., Case 1:17-cv-08252. This action arose out of the same facts and circumstances of the Trust, as the New Jersey litigation and asserted claims for breach of contract, conversion and certain other claims. The matter was the subject of a bench trial in May 2019, and on December 20, 2019, the Court issued an Opinion and Order awarding compensatory damages to Plaintiff in the amount of \$78,403,172.36, plus prejudgment interest. The Court also denied Plaintiff’s requests for punitive damages and equitable relief.

On May 1, 2020, Nasdaq, PureShares LLC (“PureShares”), and the Company announced a global settlement that resolves all claims in both the PureShares action and the Nasdaq action. The settlement is subject to ongoing negotiations and approvals among independent third parties. As part of the settlement, Nasdaq and the Company have agreed to certain cash payments from the Company to Nasdaq and PureShares, and have executed an asset purchase agreement to transfer certain Company

NOTES TO FINANCIAL STATEMENTS

September 30, 2020 (Continued)

intellectual property and related assets, to a Nasdaq affiliate. If the events set forth in the settlement agreement do not occur, and a subsequent settlement is not reached, the resulting conditions may adversely affect the Adviser's future operations. However, Management of the Trust and the Fund, after consultation with legal counsel, believes that the resolution of these matters will not have a material adverse effect on the Fund's financial statements.

NOTE 10 – SUBSEQUENT EVENTS

In preparing these financial statements, the Fund has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued. The evaluation did not result in any subsequent events that necessitated disclosures and/or adjustments to the financial statements.

AI Powered Equity ETF

Report of Independent Registered Public Accounting Firm

To the Board of Trustees of ETF Managers Trust
and the Shareholders of AI Powered Equity ETF:

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of AI Powered Equity ETF (the “Fund”) (a series of ETF Managers Trust) as of September 30, 2020, the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the three years in the period then ended and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of September 30, 2020, and the results of its operations for the year then ended, the changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the three years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements and financial highlights are the responsibility of the Fund’s management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Fund’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements and financial highlights, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements and financial highlights. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and financial highlights. Our procedures included confirmation of securities owned as of September 30, 2020 by correspondence with the custodian. We believe that our audits provide a reasonable basis for our opinion.

/s/WithumSmith+Brown, PC

We have served as the auditor of one or more series of the Trust since 2013.

New York, New York
November 30, 2020

AI Powered Equity ETF

Expense Example Six Months Ended September 30, 2020 (Unaudited)

As a shareholder of AI Powered Equity ETF (the "Fund") you incur two types of costs: (1) transaction costs, including brokerage commissions on purchases and sales of Fund shares, and (2) ongoing costs, including management fees and other Fund expenses. These examples are intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other funds. The example is based on an investment of \$1,000 invested at the beginning of the six-month period and held for the entire period (April 1, 2020 to September 30, 2020).

Actual Expenses

The first line of the table provides information about actual account values based on actual returns and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then, multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The second line of the table provides information about hypothetical account values based on a hypothetical return and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds. Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as brokerage commissions paid on purchases and sales of Fund shares. Therefore, the second line of the table is useful in comparing ongoing costs only and will not help you determine the relative total costs of owning different funds. If these transactional costs were included, your costs would have been higher.

AI Powered Equity ETF

	Beginning Account Value <u>April 1, 2020</u>	Ending Account Value <u>September 30, 2020</u>	Expenses Paid During the Period [^]	Annualized Expense Ratio During Period <u>April 1, 2020 to September 30, 2020</u>
Actual	\$ 1,000.00	\$ 1,372.40	\$ 4.45	0.75%
Hypothetical (5% annual)	\$ 1,000.00	\$ 1,021.25	\$ 3.79	0.75%

[^] The dollar amounts shown as expenses paid during the period are equal to the annualized six-month expense ratio multiplied by the average account value during the period, multiplied by 183/366 (to reflect the period from April 1, 2020 to September 30, 2020).

AI Powered Equity ETF

SUPPLEMENTARY INFORMATION

September 30, 2020 (Unaudited)

NOTE 1 – FREQUENCY DISTRIBUTION OF PREMIUMS AND DISCOUNTS

Information regarding how often shares of each Fund traded on the Exchange at a price above (i.e., at a premium) or below (i.e., at a discount) the NAV is available on the Fund's website at www.etmfunds.com.

NOTE 2 – FEDERAL TAX INFORMATION

Qualified Dividend Income/Dividends Received Deduction

For the fiscal year ended September 30, 2020, certain dividends paid by the Fund may be subject to a maximum tax rate of 15%, as provided for by the Jobs and Growth Tax Reconciliation Act of 2003. The percentage of dividends declared from ordinary income designated as qualified dividend income was as follows:

Fund Name	QDI
AI Powered Equity ETF	100.00%

For corporate shareholders, the percent of ordinary income distributions qualifying for the corporate dividends received deduction for the fiscal year ended September 30, 2020 was as follows:

Fund Name	DRD
AI Powered Equity ETF	100.00%

Short Term Capital Gain

The percentage of taxable ordinary income distributions that are designated as short-term capital gain distributions under Internal Revenue Section 871 (k)(2)(C) for the Fund was as follows:

Fund Name	Short-Term Capital Gain
AI Powered Equity ETF	0.00%

NOTE 3 – INFORMATION ABOUT PORTFOLIO HOLDINGS

The Fund files a complete schedule of portfolio holdings with the SEC for its first and third fiscal quarters on Part F of Form N-PORT. Once filed, the Fund's Part F of Form N-PORT is available without charge, upon request on the SEC's website (www.sec.gov) and is available by calling (877) 756-7873.

NOTE 4 – INFORMATION ABOUT PROXY VOTING

A description of the policies and procedures the Fund uses to determine how to vote proxies relating to portfolio securities is provided in the Statement of Additional Information ("SAI"). The SAI is available without charge upon request by calling toll-free at 1-844-ETF-MGRS (1-844-383-6477), by accessing the SEC's website at www.sec.gov, or by accessing the Fund's website at www.AIEQetf.com.

Information regarding how the Fund voted proxies relating to portfolio securities during the period ending June 30 is available by calling toll-free at 1-844-ETF-MGRS (1-844-383-6477) or by accessing the SEC's website at www.sec.gov.

Carefully consider the Fund's investment objectives, risk factors, charges, and expenses before investing. This and additional information can be found in the Fund's prospectus, which may be obtained by calling 1-844-ETF-MGRS (1-844-383-6477) or by visiting www.AIEQetf.com. Read the prospectus carefully before investing.

AI Powered Equity ETF

Board of Trustees

Set forth below are the names, birth years, positions with the Trust, length of term of office, and the principal occupations and other directorships held during at least the last five years of each of the persons currently serving as a Trustee of the Trust, as well as information about each officer. The business address of each Trustee and officer is 30 Maple Street, 2nd Floor, Summit, New Jersey 07901. The SAI includes additional information about Fund directors and is available, without charge, upon

Name and Year of Birth	Position(s) Held with the Trust, Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen By Trustee	Other Directorships Held by Trustee During Past 5 Years
Interested Trustee and Officers				
Samuel Masucci, III* (1962)	Trustee, Chairman of the Board and President (since 2012); Secretary (since 2014)	Chief Executive Officer of Exchange Traded Managers Group LLC (since 2013); ETF Managers Group LLC (since 2016); ETFMG Financial LLC (since 2017); ETF Managers Capital LLC (commodity pool operator) (since 2014); and Chief Executive Officer (2012-2016) and Chief Compliance Officer (2012-2014), Factor Advisors, LLC (investment adviser); President and Chief Executive Officer, Factor Capital Management LLC (2012-2014) (commodity pool operator);	12	None
John A. Flanagan (1946)	Treasurer (since 2015)	President, John A. Flanagan CPA, LLC (accounting services) (since 2010); Chief Financial Officer and Treasurer of Exchange Traded Managers Group LLC (since 2015); ETF Managers Group LLC (since 2016); and ETF Managers Capital LLC (commodity pool operator) (since 2015)	N/A	N/A
Reshma A. Tanczos (1978)	Chief Compliance Officer (since 2016)	Chief Compliance Officer of ETFMG Financial LLC (since 2017); ETF Managers Group LLC (since 2016); ETF Managers Capital LLC (since 2016); and Partner, Crow & Cushing (law firm) (2007-2016).	N/A	N/A
Matthew J. Bromberg (1973)	Assistant Secretary (since 2020)	General Counsel and Secretary of Exchange Traded Managers Group LLC (since 2020); ETF Managers Group LLC (since 2020); ETFMG Financial LLC (since 2020); ETF Managers Capital LLC (since 2020); Partner of Dorsey & Whitney LLP (law firm) (2019-2020); General Counsel of WBI Investments, Inc. (2016-2019); Millington Securities, Inc. (2016-2019); and Partner of Reed Smith (law firm) (2015-2016)	N/A	N/A
* Mr. Masucci is an interested Trustee by virtue of his role as the Chief Executive Officer of the Adviser.				

AI Powered Equity ETF

Board of Trustees (Continued)

Name and Year of Birth	Position(s) Held with the Trust, Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen By Trustee	Other Directorships Held by Trustee During Past 5 Years
Terry Loebis (1963)	Trustee (since 2014)	Founder and Managing Member, Pulsenomics LLC (index product development and consulting firm) (since 2011); Managing Director, MacroMarkets, LLC (exchange-traded products firm) (2006-2011).	12	None
Eric Weigel (1960)	Trustee (since 2020)	Senior Portfolio Manager, Little House Capital (2019-present); Managing Partner, Global Focus Capital LLC (2013-present); Chief Investment Officer, Insight Financial Strategist LLC (2017-2018)	12	None

AI Powered Equity ETF

ETF MANAGERS TRUST

Privacy Policy and Procedures

ETF Managers Trust, (the “Trust”) has adopted the following privacy policies in order to safeguard the personal information of the Trust’s customers and consumers in accordance with Regulation S-P as promulgated by the U.S. Securities and Exchange Commission.

Trust officers are responsible for ensuring that the following policies and procedures are implemented:

- 1) The Trust is committed to protecting the confidentiality and security of the information they collect and will handle personal customer and consumer information only in accordance with Regulation S-P and any other applicable laws, rules and regulations¹. The Trust will ensure: (a) the security and confidentiality of customer records and information; (b) that customer records and information are protected from any anticipated threats and hazards; and (c) that customer records and information are protected from unauthorized access or use.
- 2) The Trust conducts its business affairs through its trustees, officers and third parties that provide services pursuant to agreements with the Trust. The Trust has no employees. It is anticipated that the trustees and officers of the Trust who are not employees of service providers of the Trust will not have access to customer records and information in the performance of their normal responsibilities for the Trust.
- 3) The Trust may share customer information with its affiliates, subject to the customers’ right to prohibit such sharing.
- 4) The Trust may share customer information with unaffiliated third parties only in accordance with the requirements of Regulation S-P. Pursuant to this policy, the Trust will not share customer information with unaffiliated third parties other than as permitted by law, unless authorized to do so by the customer.

Consistent with these policies, the Trust has adopted the following procedures:

- 1) The Trust will determine that the policies and procedures of its affiliates and Service Providers are reasonably designed to safeguard customer information and only permit appropriate and authorized access to and use of customer information through the application of appropriate administrative, technical and physical protections.
- 2) The Trust will direct each of its Service Providers to adhere to the privacy policy of the Trust and to its privacy policies with respect to all customer information of the Trust and to take all actions reasonably necessary so that the Trust is in compliance with the provisions of Regulation S-P, including, as applicable, the development and delivery of privacy notices and the maintenance of appropriate and adequate records.
- 3) The Trust requires its Service Providers to provide periodic reports to the Trust’s Board of Trustees outlining their privacy policies and the implementation of such policies. Each Service Provider is required to promptly report to the Trust’s Board any material changes to its privacy policy before, or promptly after, the adoption of such changes.

⁽¹⁾ Generally, the Funds have institutional clients which are not considered “customers” for purposes of regulation S-P.

Advisor

ETF Managers Group, LLC
30 Maple Street, Suite 2, Summit, NJ 07901

Distributor

ETFMG Financial, Inc.
30 Maple Street, Suite 2, Summit, NJ 07901

Custodian

U.S. Bank National Association
Custody Operations
1555 North River Center Drive, Suite 302, Milwaukee, Wisconsin 53212

Transfer Agent

U.S. Bancorp Fund Services, LLC doing business as U.S. Bank Global Fund Services
615 East Michigan Street, Milwaukee, Wisconsin 53202

Securities Lending Agent

U.S Bank, National Association
Securities Lending
800 Nicolet Mall
Minneapolis, MN 55402-7020

Independent Registered Public Accounting Firm

WithumSmith + Brown, PC
1411 Broadway, 9th Floor, New York, NY 10018

Legal Counsel

Sullivan & Worcester LLP
1666 K Street NW, Washington, DC 20006