



**Semi-Annual  
Report**

**March 31, 2021  
(Unaudited)**

AI Powered Equity ETF  
Ticker: AIEQ



*The Fund is a series of ETF Managers Trust.*

AI Powered Equity ETF

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**March 31, 2021 (Unaudited)**

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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, 2020 to March 31, 2021.

The AI Powered Equity ETF is actively managed and seeks capital appreciation. Over the period, the total return for the Fund was 24.47%, while the total return for its benchmark, the S&P 500 Index, was 19.07%. The best performers in the Fund on the basis of contribution to return were Tesla Inc., Applied Materials Inc., Alphabet Inc. - Class A, The Michaels Companies Inc. and Roku Inc., while the worst performers were Plug Power Inc., Beyond Meat Inc., Ocugen Inc., Pfizer Inc. and Arcturus Therapeutics Holdings, Inc.

At the end of the reporting period, the Fund saw an approximate allocation of 12.2% to Semiconductors & Semiconductor Equipment, 3.4% to Software, 5.1% to Biotechnology, 3.2% to Internet & Direct Marketing Retail and 3.2% to Automobiles.

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 200 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.

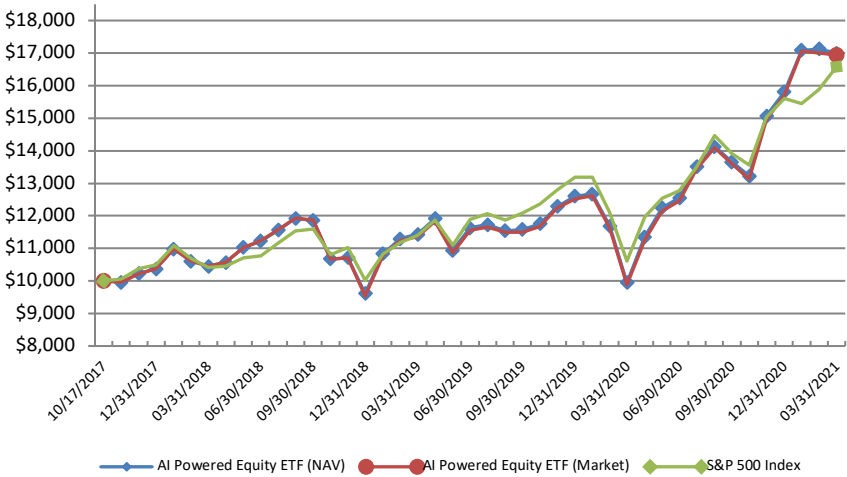
You can find further details about AIEQ by visiting [www.etfmg.com](http://www.etfmg.com), or by calling 1-844-ETF-MGRS (1-844-383-6477).

Sincerely,



Samuel Masucci III  
Chairman of the Board

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



<b>Average Annual Returns Period Ended March 31, 2021</b>	<b>1 Year Return</b>	<b>Since Inception (10/17/2017)</b>	<b>Value of \$10,000 (3/31/2021)</b>
AI Powered Equity ETF (NAV)	70.83%	16.61%	\$ 16,996
AI Powered Equity ETF (Market)	71.45%	16.52%	\$ 16,952
S&P 500 Index	56.35%	15.77%	\$ 16,578

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, if any. The index returns do not reflect fees or expenses and are not available for direct investment.

**Top Ten Holdings as of March 31, 2021\* (Unaudited)**

	<u>Security</u>	<u>% of Total Investments</u>
1	Applied Materials, Inc.	5.21%
2	Alphabet, Inc. - Class A	2.91%
3	Moderna, Inc.	2.56%
4	Mosaic Co.	2.52%
5	Apple, Inc.	2.49%
6	Intel Corp.	2.45%
7	Roku, Inc.	1.96%
8	Advanced Micro Devices, Inc.	1.82%
9	Etsy, Inc.	1.80%
10	Tesla, Inc.	1.64%

**Top Ten Holdings = 25.36% of Total Investments**

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

Important Disclosures and Key Risks 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 U.S. 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 EquBot Model to identify investment opportunities. Fund holdings are subject to change. For full holdings information, please visit [www.etfmg.com](http://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. EquBot 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 EquBot LLC.

AI Powered Equity ETF

**PORTFOLIO ALLOCATIONS**

As of March 31, 2021 (Unaudited)

	<b>AI Powered Equity ETF</b>
As a percent of Net Assets:	
Bermuda	1.4%
Canada	0.2
Ireland	0.6
United Kingdom	0.0*
United States	96.4
Rights	0.0*
Short-Term and other Net Assets (Liabilities)	1.4
	<u>100.0%</u>

\*Amount is less than 0.05%.

AI Powered Equity ETF

**Schedule of Investments**

March 31, 2021 (Unaudited)

	<b>Shares</b>	<b>Value</b>
<b>COMMON STOCKS - 98.6%</b>		
<b>Bermuda - 1.4%</b>		
<b>Insurance - 1.4%</b>		
Athene Holding, Ltd. - Class A (a)	42,118	\$ <u>2,122,747</u>
<b>Canada - 0.2%</b>		
<b>Entertainment - 0.2%</b>		
Lions Gate Entertainment Corp. - Class A (a)(b)	22,323	<u>333,729</u>
<b>Ireland - 0.6%</b>		
<b>Pharmaceuticals - 0.6%</b>		
Horizon Therapeutics PLC (a)	10,034	<u>923,529</u>
<b>United Kingdom - 0.0% (e)</b>		
<b>Chemicals - 0.0% (e)</b>		
Tronox Holdings PLC - Class A	100	<u>1,830</u>
<b>United States - 96.4%</b>		
<b>Aerospace &amp; Defense - 1.6%</b>		
Boeing Co. (a)	3,656	931,257
Raytheon Technologies Corp.	20,790	<u>1,606,444</u>
Total Aerospace & Defense		<u>2,537,701</u>
<b>Air Freight &amp; Logistics - 0.6%</b>		
FedEx Corp.	3,485	<u>989,879</u>
<b>Auto Components - 0.1%</b>		
BorgWarner, Inc. (b)	3,753	<u>173,989</u>
<b>Automobiles - 3.2%</b>		
Ford Motor Co. (a)	159,446	1,953,214
General Motors Co. (a)	8,249	473,988
Tesla, Inc. (a)(b)	3,829	<u>2,557,503</u>
Total Automobiles		<u>4,984,705</u>
<b>Banks - 5.6%</b>		
Bank of America Corp.	59,601	2,305,962
First Republic Bank	8,410	1,402,368
Huntington Bancshares, Inc.	32,374	508,919
Investors Bancorp, Inc. (b)	57,254	841,061
Silvergate Capital Corp. - Class A (a)	11,758	1,671,635
TCF Financial Corp.	16,900	785,174
Zions Bancorp NA	21,861	<u>1,201,481</u>
Total Banks		<u>8,716,600</u>
<b>Beverages - 0.9%</b>		
Constellation Brands, Inc. - Class A	925	210,900
Keurig Dr. Pepper, Inc. (b)	22,892	786,798
Monster Beverage Corp. (a)	3,548	<u>323,187</u>
Total Beverages		<u>1,320,885</u>

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



AI Powered Equity ETF

**Schedule of Investments**

March 31, 2021 (Unaudited) (Continued)

	<u>Shares</u>	<u>Value</u>
<b>Biotechnology - 5.1%</b>		
AbbVie, Inc.	4,082	\$ 441,754
Amicus Therapeutics, Inc. (a)	12,482	123,322
Arcturus Therapeutics Holdings, Inc. (a)(b)	9,768	403,418
Concert Pharmaceuticals, Inc. (a)	31,327	156,322
DermTech, Inc. (a)(b)	5,301	269,238
Esperion Therapeutics, Inc. (a)(b)	13,579	380,891
Fate Therapeutics, Inc. (a)	2,263	186,584
ImmunityBio, Inc. (a)(b)	4,248	100,848
Invitae Corp. (a)(b)	55	2,102
Moderna, Inc. (a)	30,473	3,990,439
Myriad Genetics, Inc. (a)	9,405	286,382
Novavax, Inc. (a)(b)	1,051	190,557
Ocugen, Inc. (a)(b)	172,751	1,172,979
Sorrento Therapeutics, Inc. (a)	1,092	9,031
Syros Pharmaceuticals, Inc. (a)(b)	22,267	166,557
Total Biotechnology		<u>7,880,424</u>
<b>Building Products - 0.2%</b>		
Fortune Brands Home & Security, Inc.	2,581	247,311
<b>Capital Markets - 0.8%</b>		
B Riley Financial, Inc.	4,466	251,793
BlackRock, Inc.	948	714,754
Houlihan Lokey, Inc.	96	6,385
Morgan Stanley	4,027	312,737
Total Capital Markets		<u>1,285,669</u>
<b>Chemicals - 2.8%</b>		
DuPont de Nemours, Inc.	6,572	507,884
Mosaic Co.	123,927	3,917,333
Total Chemicals		<u>4,425,217</u>
<b>Communications Equipment - 0.5%</b>		
CommScope Holding Co., Inc. (a)	47,165	724,454
<b>Construction &amp; Engineering - 0.1%</b>		
Great Lakes Dredge & Dock Corp. (a)	6,037	88,019
<b>Distributors - 0.8%</b>		
LKQ Corp. (a)	30,285	1,281,964
<b>Diversified Consumer Services - 0.2%</b>		
Chegg, Inc. (a)(b)	4,221	361,571
<b>Diversified Financial Services - 1.0%</b>		
Berkshire Hathaway, Inc. - Class B (a)	6,365	1,626,067
<b>Diversified Telecommunication Services - 0.3%</b>		
Verizon Communications, Inc.	8,084	470,085
<b>Electrical Equipment - 0.4%</b>		
Plug Power, Inc. (a)(b)	16,623	595,768
<b>Electronic Equipment, Instruments &amp; Components - 0.5%</b>		
Belden, Inc.	5,556	246,520
MicroVision, Inc. (a)(b)	29,136	540,473
Total Electronic Equipment, Instruments & Components		<u>786,993</u>

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

AI Powered Equity ETF

**Schedule of Investments**

March 31, 2021 (Unaudited) (Continued)

	<u>Shares</u>	<u>Value</u>
<b>Energy Equipment &amp; Services - 0.6%</b>		
ChampionX Corp. (a)	42,454	\$ 922,525
U.S. Well Services, Inc. (a)	1,874	1,949
Total Energy Equipment & Services		<u>924,474</u>
<b>Entertainment - 3.4%</b>		
Glu Mobile, Inc. (a)	77	961
Roku, Inc. (a)	9,373	3,053,441
Take-Two Interactive Software, Inc. (a)	940	166,098
Walt Disney Co. (a)	7,759	1,431,691
Zynga, Inc. - Class A (a)	59,951	612,100
Total Entertainment		<u>5,264,291</u>
<b>Food &amp; Staples Retailing - 1.3%</b>		
Andersons, Inc.	13,440	367,987
Costco Wholesale Corp.	1,257	443,068
Walmart, Inc.	8,998	1,222,199
Total Food & Staples Retailing		<u>2,033,254</u>
<b>Food Products - 1.0%</b>		
Beyond Meat, Inc. (a)(b)	6,617	861,004
Darling Ingredients, Inc. (a)	8,934	657,364
Total Food Products		<u>1,518,368</u>
<b>Health Care Equipment &amp; Supplies - 2.4%</b>		
Asensus Surgical, Inc. (a)(b)	268,841	873,733
Meridian Bioscience, Inc. (a)(b)	35,099	921,349
SmileDirectClub, Inc. (a)	116,526	1,201,383
Zimmer Biomet Holdings, Inc.	4,911	786,153
Total Health Care Equipment & Supplies		<u>3,782,618</u>
<b>Health Care Providers &amp; Services - 1.9%</b>		
Cigna Corp.	6,755	1,632,954
Molina Healthcare, Inc. (a)	5,987	1,399,521
Total Health Care Providers & Services		<u>3,032,475</u>
<b>Health Care Technology - 0.8%</b>		
Teladoc Health, Inc. (a)(b)	6,760	1,228,630
<b>Hotels, Restaurants &amp; Leisure - 1.5%</b>		
Denny's Corp. (a)	24,950	451,845
DraftKings, Inc. - Class A (a)	31,336	1,921,836
Total Hotels, Restaurants & Leisure		<u>2,373,681</u>
<b>Household Durables - 0.0% (e)</b>		
PulteGroup, Inc.	78	4,090
<b>Household Products - 0.7%</b>		
Clorox Co.	5,314	1,024,964
<b>Insurance - 0.4%</b>		
First American Financial Corp.	8,098	458,752
ProAssurance Corp.	5,765	154,271
Total Insurance		<u>613,023</u>
<b>Interactive Media &amp; Services - 4.5%</b>		
Alphabet, Inc. - Class A (a)	2,196	4,529,294
Pinterest, Inc. - Class A (a)	15,447	1,143,541
Twitter, Inc. (a)	21,482	1,366,900
Total Interactive Media & Services		<u>7,039,735</u>

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

## AI Powered Equity ETF

### Schedule of Investments

March 31, 2021 (Unaudited) (Continued)

	<u>Shares</u>	<u>Value</u>
<b>Internet &amp; Direct Marketing Retail - 3.2%</b>		
Amazon.com, Inc. (a)	349	\$ 1,079,834
Etsy, Inc. (a)	13,874	2,797,970
Magnite, Inc. (a)	17,917	745,526
Stitch Fix, Inc. - Class A (a)	8,102	401,373
Total Internet & Direct Marketing Retail		<u>5,024,703</u>
<b>IT Services - 4.8%</b>		
Alliance Data Systems Corp.	17,623	1,975,362
Conduent, Inc. (a)	57,097	380,266
Exela Technologies, Inc. (a)	1,674	3,649
International Money Express, Inc. (a)	11,190	167,962
Marathon Digital Holdings, Inc. (a)(b)	24,867	1,194,113
MongoDB, Inc. (a)	1,020	272,779
Sabre Corp. (a)	87,381	1,294,113
Square, Inc. - Class A (a)	9,347	2,122,236
Total IT Services		<u>7,410,480</u>
<b>Life Sciences Tools &amp; Services - 3.0%</b>		
Bio-Techne Corp.	3,821	1,459,355
Charles River Laboratories International, Inc. (a)	3,547	1,028,027
Pacific Biosciences of California, Inc. (a)	38,656	1,287,631
Personalis, Inc. (a)	12,995	319,807
Syneos Health, Inc. (a)	6,586	499,548
Total Life Sciences Tools & Services		<u>4,594,368</u>
<b>Machinery - 0.6%</b>		
Caterpillar, Inc.	4,252	985,911
<b>Media - 1.2%</b>		
iHeartMedia, Inc. - Class A (a)(b)	20,702	375,741
Nexstar Media Group, Inc. - Class A	10,368	1,455,979
Total Media		<u>1,831,720</u>
<b>Metals &amp; Mining - 0.3%</b>		
Century Aluminum Co. (a)	9,504	167,841
Coeur Mining, Inc. (a)	37,494	338,570
Total Metals & Mining		<u>506,411</u>
<b>Multiline Retail - 0.3%</b>		
Dollar General Corp.	2,205	446,777
<b>Oil and Gas Extraction - 0.7%</b>		
OVINITIV, Inc.	46,924	1,117,730
<b>Oil, Gas &amp; Consumable Fuels - 3.4%</b>		
Antero Midstream Corp.	53,185	480,261
Cimarex Energy Co. (b)	35,110	2,085,183
Diamondback Energy, Inc.	18,986	1,395,281
Exxon Mobil Corp.	24,198	1,350,974
Total Oil, Gas & Consumable Fuels		<u>5,311,699</u>
<b>Paper &amp; Forest Products - 0.5%</b>		
Louisiana-Pacific Corp.	13,889	770,284
<b>Personal Products - 0.0% (e)</b>		
Coty, Inc. - Class A (a)	216	1,946

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

## AI Powered Equity ETF

### Schedule of Investments

March 31, 2021 (Unaudited) (Continued)

	<u>Shares</u>	<u>Value</u>
<b>Pharmaceuticals - 5.6%</b>		
Adamis Pharmaceuticals Corp. (a)	6,216	\$ 5,843
Bristol-Myers Squibb Co.	27,713	1,749,522
Cassava Sciences, Inc. (a)(b)	20,360	915,182
Catalent, Inc. (a)	6,527	687,358
cbdMD, Inc. (a)(b)	34,200	141,588
Johnson & Johnson	6,962	1,144,205
Ocular Therapeutix, Inc. (a)	74,388	1,220,707
Pfizer, Inc.	51,682	1,872,438
Revence Therapeutics, Inc. (a)	33,930	948,344
Xeris Pharmaceuticals, Inc. (a)	5,428	24,480
Total Pharmaceuticals		<u>8,709,667</u>
<b>Professional Services - 0.1%</b>		
CoStar Group, Inc. (a)	240	197,254
<b>Real Estate Investment Trusts (REITs) - 3.1%</b>		
Healthpeak Properties, Inc.	54,990	1,745,383
Host Hotels & Resorts, Inc.	100,641	1,695,801
STAG Industrial, Inc.	6,023	202,433
Vornado Realty Trust (b)	24,872	1,128,940
Total Real Estate Investment Trusts (REITs)		<u>4,772,557</u>
<b>Real Estate Management &amp; Development - 0.9%</b>		
Redfin Corp. (a)(b)	19,789	1,317,750
<b>Road &amp; Rail - 1.3%</b>		
Marten Transport, Ltd.	13,735	233,083
Uber Technologies, Inc. (a)	33,017	1,799,757
Total Road & Rail		<u>2,032,840</u>
<b>Semiconductors &amp; Semiconductor Equipment - 12.2%</b>		
Advanced Micro Devices, Inc. (a)(b)	35,997	2,825,765
Applied Materials, Inc.	60,720	8,112,191
Enphase Energy, Inc. (a)	2,361	382,860
Intel Corp.	59,504	3,808,256
MACOM Technology Solutions Holdings, Inc. (a)(b)	5,946	344,987
Microchip Technology, Inc.	8	1,242
NVIDIA Corp.	2,154	1,150,085
Rambus, Inc. (a)	13,228	257,152
Skyworks Solutions, Inc.	3,934	721,810
SolarEdge Technologies, Inc. (a)(b)	1,093	314,172
SunPower Corp. (a)(b)	31,796	1,063,576
Total Semiconductors & Semiconductor Equipment		<u>18,982,096</u>
<b>Software - 3.4%</b>		
Cloudera, Inc. (a)(b)	44,040	535,967
Crowdstrike Holdings, Inc. - Class A (a)	4,055	740,078
DocuSign, Inc. (a)	4,575	926,209
Dropbox, Inc. - Class A (a)(b)	39,464	1,052,110
Microsoft Corp.	1,823	429,809
Zoom Video Communications, Inc. - Class A (a)	2,875	923,709
Zscaler, Inc. (a)	3,823	656,294
Total Software		<u>5,264,176</u>

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

## AI Powered Equity ETF

### Schedule of Investments

March 31, 2021 (Unaudited) (Continued)

	Shares	Value
<b>Specialty Retail - 3.6%</b>		
American Eagle Outfitters, Inc. (b)	30,420	\$ 889,481
Dick's Sporting Goods, Inc. (b)	6,558	499,392
GrowGeneration Corp. (a)(b)	12,935	642,740
Michaels Cos., Inc. (a)	56,601	1,241,827
O'Reilly Automotive, Inc. (a)	1,708	866,383
RH (a)(b)	804	479,666
Tractor Supply Co.	5,775	<u>1,022,637</u>
Total Specialty Retail		<u>5,642,126</u>
<b>Technology Hardware, Storage &amp; Peripherals - 3.9%</b>		
3D Systems Corp. (a)(b)	25,942	711,848
Apple, Inc.	31,759	3,879,362
Dell Technologies, Inc. - Class C (a)	16,481	1,452,800
Immersion Corp. (a)	8,624	<u>82,618</u>
Total Technology Hardware, Storage & Peripherals		<u>6,126,628</u>
<b>Thriffs &amp; Mortgage Finance - 1.1%</b>		
PennyMac Financial Services, Inc.	25,778	<u>1,723,775</u>
Total United States		<u>150,107,802</u>
TOTAL COMMON STOCKS (Cost \$133,497,620)		<u>153,489,637</u>
<b>RIGHTS - 0.0% (e)</b>		
<b>United States - 0.0% (e)</b>		
NewStar Financial, Inc. (c)	115,783	<u>—</u>
TOTAL RIGHTS (Cost \$0)		
<b>INVESTMENTS PURCHASED WITH PROCEEDS FROM SECURITIES LENDING COLLATERAL - 15.9%</b>		
Mount Vernon Liquid Assets Portfolio, LLC, 0.11% (d)	24,665,927	<u>24,665,927</u>
TOTAL INVESTMENTS PURCHASED WITH PROCEEDS FROM SECURITIES LENDING COLATTERAL (Cost \$24,665,927)		<u>24,665,927</u>
<b>SHORT-TERM INVESTMENTS - 0.8%</b>		
<b>Money Market Funds - 0.8%</b>		
Invesco Advisers, Inc. STIT - Treasury Portfolio - Institutional Class, 0.01% (d)	1,251,311	<u>1,251,311</u>
TOTAL SHORT-TERM INVESTMENTS (Cost \$1,251,311)		<u>1,251,311</u>
<b>Total Investments (Cost \$159,414,858) - 115.3%</b>		179,406,875
<b>Liabilities in Excess of Other Assets - (15.3)%</b>		<u>(23,755,047)</u>
<b>TOTAL NET ASSETS - 100.0%</b>		<u>\$155,651,828</u>

Percentages are stated as a percent of net assets.

PLC Public Limited Company

- (a) Non-income producing security.
- (b) All or a portion of this security is out on loan as of March 31, 2021.
- (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.

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

## AI Powered Equity ETF

### **Schedule of Investments**

March 31, 2021 (Unaudited) (Continued)

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- (d) The rate quoted is the annualized seven-day yield at March 31, 2021.
- (e) Amount is less than 0.05%.

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").

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

AI Powered Equity ETF

**STATEMENT OF ASSETS AND LIABILITIES**

As of March 31, 2021 (Unaudited)

	<b><u>AI Powered Equity ETF</u></b>
<b>ASSETS</b>	
Investments in securities, at value*	\$ 179,406,875
Foreign Currency*	4,345
Receivables:	
Dividends and interest receivable	37,009
Securities lending income receivable	5,724
Receivable for investments sold	<u>3,695,103</u>
Total Assets	<u>183,149,056</u>
<b>LIABILITIES</b>	
Collateral received for securities loaned (Note 7)	24,665,927
Payables:	
Payable for investments purchased	2,732,095
Unitary fees payable	<u>99,206</u>
Total Liabilities	<u>27,497,228</u>
<b>Net Assets</b>	<u>\$ 155,651,828</u>
<b>NET ASSETS CONSIST OF:</b>	
Paid-in Capital	\$ 130,178,853
Total Distributable Earnings	<u>25,472,975</u>
<b>Net Assets</b>	<u>\$ 155,651,828</u>
<b>*Identified Cost:</b>	
Investments in Securities	\$ 159,414,858
Foreign currency	<u>4,345</u>
	<u>159,419,203</u>
Shares Outstanding <sup>^</sup>	4,075,000
Net Asset Value, Offering and Redemption Price per Share	<u>\$ 38.20</u>

<sup>^</sup> 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 Period Ended March 31, 2021 (Unaudited)

	<u><b>AI Powered Equity ETF</b></u>
<b>INVESTMENT INCOME</b>	
Income:	
Dividends from unaffiliated securities (net of foreign withholdings tax of \$159)	\$ 492,592
Interest	222
Securities Lending Income	<u>57,369</u>
Total Investment Income	<u><b>550,183</b></u>
Expenses:	
Management fees	<u>463,412</u>
Total Expenses	<u>463,412</u>
<b>Net Investment Income</b>	<u><b>86,771</b></u>
 <b>REALIZED &amp; UNREALIZED GAIN ON INVESTMENTS</b>	
Net Realized Gain on:	
Investments	15,628,640
In-Kind Redemptions	<u>1,857,527</u>
Net Realized Gain on Investments and In-Kind Redemptions	<u>17,486,167</u>
Net Change in Unrealized Appreciation of:	
Investments	<u>4,636,925</u>
Net Change in Unrealized Appreciation of Investments	<u>4,636,925</u>
Net Realized and Unrealized Gain on Investments	<u><b>22,123,092</b></u>
<b>NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS</b>	<u><b>22,209,863</b></u>

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



AI Powered Equity ETF

**STATEMENTS OF CHANGES IN NET ASSETS**

	<b>Period Ended</b>	<b>Year Ended</b>
	<b>March 31,</b>	<b>September 30,</b>
	<b>2021</b>	<b>2020</b>
	<b>(Unaudited)</b>	<b></b>
<b>OPERATIONS</b>		
Net investment income	\$ 86,771	\$ 489,250
Net realized gain on investments and in-kind redemptions	17,486,167	1,987,116
Net change in unrealized appreciation of investments	4,636,925	12,344,307
<b>Net increase in net assets resulting from operations</b>	<b><u>22,209,863</u></b>	<b><u>14,820,673</u></b>
<b>DISTRIBUTIONS TO SHAREHOLDERS</b>		
Total distributions from distributable earnings	<u>(145,000)</u>	<u>(446,750)</u>
<b>CAPITAL SHARE TRANSACTIONS</b>		
Net increase (decrease) in net assets derived from net change in outstanding shares	<u>40,653,790</u>	<u>(36,014,002)</u>
<b>Net increase (decrease) in net assets</b>	<b><u>62,718,653</u></b>	<b><u>(21,640,079)</u></b>
<b>NET ASSETS</b>		
Beginning of Year/Period	<u>92,933,175</u>	<u>114,573,254</u>
End of Year/Period	<b><u>\$155,651,828</u></b>	<b><u>\$ 92,933,175</u></b>

Summary of share transactions is as follows:

	<b>Period Ended</b>		<b>Year Ended</b>	
	<b>March 31, 2021</b>		<b>September 30, 2020</b>	
	<b>(Unaudited)</b>			
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>
Shares Sold	1,200,000	\$ 46,302,838	175,000	\$ 5,278,763
Shares Redeemed	<u>(150,000)</u>	<u>(5,649,048)</u>	<u>(1,525,000)</u>	<u>(41,292,765)</u>
Net Transactions in Fund Shares	1,050,000	<u>\$ 40,653,790</u>	(1,350,000)	<u>\$ (36,014,002)</u>
<b>Beginning Shares</b>	<u>3,025,000</u>		<u>4,375,000</u>	
<b>Ending Shares</b>	<b><u>4,075,000</u></b>		<b><u>3,025,000</u></b>	

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

	<b>Period Ended</b>	<b>Year Ended</b>	<b>Year Ended</b>	<b>Period Ended</b>
	<b>March 31,</b>	<b>September 30,</b>	<b>September 30,</b>	<b>September 30,</b>
	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
	<b>(Unaudited)</b>	<b></b>	<b></b>	<b><sup>1</sup></b>
<b>Net Asset Value,</b>				
<b>Beginning of</b>				
<b>Year/Period</b>	\$ 30.72	\$ 26.19	\$ 29.50	\$ 25.00
<b>Income from</b>				
<b>Investment</b>				
<b>Operations:</b>				
Net investment income <sup>2</sup>	0.03	0.14	0.16	0.14
Net realized and unrealized gain (loss) on Investments	7.49	4.52	(1.41)	4.49
Total from investment operations	7.52	4.66	(1.25)	4.63
<b>Less Distributions:</b>				
Distributions from net investment income	(0.04)	(0.13)	(0.17)	(0.12)
Net realized gains	—	—	(1.89)	(0.01)
Total distributions	(0.04)	(0.13)	(2.06)	(0.13)
Net asset value, end of year/period	<u>\$ 38.20</u>	<u>\$ 30.72</u>	<u>\$ 26.19</u>	<u>\$ 29.50</u>
Total Return	24.47% <sup>3</sup>	17.94%	-2.32%	18.53% <sup>3</sup>
<b>Ratios/Supplemental</b>				
<b>Data:</b>				
Net Assets at end of year/period (000's)	\$ 155,652	\$ 92,933	\$ 114,573	\$ 206,472
Expenses to Average Net Assets	0.75% <sup>4</sup>	0.75%	0.75%	0.75% <sup>4</sup>
Net Investment Income to Average Net Assets	0.14% <sup>4</sup>	0.49%	0.64%	0.52% <sup>4</sup>
Portfolio Turnover Rate	173% <sup>3</sup>	239%	129%	260% <sup>3</sup>

<sup>1</sup> Commencement of operations on October 17, 2017.

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

<sup>3</sup> Not annualized.

<sup>4</sup> Annualized.

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

## AI Powered Equity ETF

### NOTES TO FINANCIAL STATEMENTS

March 31, 2021 (Unaudited)

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#### 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 Participant”). 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**

March 31, 2021 (Unaudited) (Continued)

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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 March 31, 2021, 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

March 31, 2021 (Unaudited) (Continued)

The following table presents a summary of the Fund’s investments in securities, at fair value, as of March 31, 2021:

#### AI Powered Equity ETF

Assets <sup>^</sup>	Level 1	Level 2	Level 3	Total
Common Stocks	\$153,489,637	\$ —	\$ —	\$153,489,637
Rights	—	—	— <sup>(1)</sup>	—
Short Term Investments	1,251,311	—	—	1,251,311
Investments Purchased with Securities Lending Collateral*	—	—	—	24,665,927
Total Investments in Securities	<u>\$154,740,948</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$179,406,875</u>

<sup>(1)</sup> Includes a security valued at \$0.

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

<sup>^</sup> 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 March 31, 2021, 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 Fund, and has determined that no provision for income tax is required in the Fund’s financial statements.

**NOTES TO FINANCIAL STATEMENTS**

March 31, 2021 (Unaudited) (Continued)

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

## NOTES TO FINANCIAL STATEMENTS

March 31, 2021 (Unaudited) (Continued)

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**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.

**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.

**Real Estate Investment Trust ("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 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 Fund and its 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

**NOTES TO FINANCIAL STATEMENTS**

March 31, 2021 (Unaudited) (Continued)

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financial projections. Under these circumstances, the Fund may have difficulty achieving its investment objective 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 Fund's 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 Fund's investments. These factors can cause substantial market volatility, exchange trading suspensions and closures and can impact the ability of the Fund 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 the Fund's performance, resulting in losses to the Fund.

**NOTE 4 – MANAGEMENT AND OTHER CONTRACTS**

ETF Managers Group, LLC (the "Adviser"), serves as the investment Adviser to the Fund. Pursuant to an Investment Advisory Agreement ("Advisory Agreement") between the Trust, on behalf of the Fund, and the Adviser, the Adviser 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 Adviser 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 Adviser 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 Adviser at an annual rate of 0.75% of the Fund's average daily net assets. Under the Investment Advisory Agreement, the Adviser has agreed to pay all expenses of the Fund, except for: the fee paid to the Adviser 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 Adviser has entered into an Agreement with its affiliate, ETFMG Financial LLC, to serve as distributor the Fund (the "Distributor"). The Distributor provides marketing support for the Fund, including distributing marketing materials related to the Fund.

EquiBot, LLC serves as the sub-adviser to the Fund (the "Sub-Adviser") and provides investment advice using the EquiBot Model to the Adviser and the Fund. The Adviser 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 Fund. The Adviser compensates the Administrator for these services under an administration agreement between the two entities.

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



## AI Powered Equity ETF

### NOTES TO FINANCIAL STATEMENTS

March 31, 2021 (Unaudited) (Continued)

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#### 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 the Fund's daily average net assets. For the period ended March 31, 2021, 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 period ended March 31, 2021:

	<u>Purchases</u>	<u>Sales</u>
AI Powered Equity ETF	\$203,964,843	\$202,907,140

The costs of purchases and sales of in-kind transactions associated with creations and redemptions for the period ended March 31, 2021:

	<u>Purchases In- Kind</u>	<u>Sales In- Kind</u>
AI Powered Equity ETF	\$ 43,632,299	\$ 5,340,347

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 period ended March 31, 2021.

#### 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 the Fund or through one or more joint accounts, money market funds, or short-term bond funds, including those advised by or affiliated with the Adviser; however, 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 the 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 adviser. Pursuant to guidance issued by the SEC staff, fees

## AI Powered Equity ETF

### NOTES TO FINANCIAL STATEMENTS

March 31, 2021 (Unaudited) (Continued)

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 March 31, 2021, the value of the securities on loan and payable for collateral due to broker were as follows:

#### Value of Securities on Loan Collateral Received

<b>Fund</b>	<b>Values of Securities on Loan</b>	<b>Fund Collateral Received*</b>
AI Powered Equity ETF	\$24,893,077	\$24,665,927

\* The cash collateral received was invested in the Mount Vernon Liquid Assets Portfolio, LLC, 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, the Fund's most recent fiscal year end, were as follows:

	<b>Cost</b>	<b>Gross Unrealized Appreciation</b>	<b>Gross Unrealized Depreciation</b>	<b>Net Unrealized Appreciation (Depreciation)</b>
AI Powered Equity ETF	\$105,545,338	\$17,056,648	\$(2,686,628)	\$ 14,370,020

	<b>Undistributed Ordinary Income</b>	<b>Undistributed Long-Term Gain</b>	<b>Total Distributable Earnings</b>	<b>Other Accumulated (Loss)</b>	<b>Total Accumulated Gain</b>
AI Powered Equity ETF	\$ 62,712	\$ —	\$ 62,712	\$(11,024,620)	\$ 3,408,112

As of September 30, 2020, the Fund's most recent fiscal year end, the Fund had accumulated capital loss carryovers of:

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

## AI Powered Equity ETF

### NOTES TO FINANCIAL STATEMENTS

March 31, 2021 (Unaudited) (Continued)

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 purposes. The Fund 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, the Fund's most recent fiscal year end, as follows:

	<b>Late Year Ordinary Loss</b>	<b>Post-October Capital Loss</b>
AI Powered Equity ETF	None	None

The tax character of distributions paid by the Fund during the fiscal periods ended March 31, 2021 and September 30, 2020 are as follows:

	<b>Period Ended March 31, 2021</b>		<b>Year Ended September 30, 2020</b>	
	<b>From Ordinary Income</b>	<b>From Capital Gains</b>	<b>From Ordinary Income</b>	<b>From Capital Gains</b>
AI Powered Equity ETF	\$ 145,000	\$ —	\$ 446,750	\$ —

#### NOTE 9 – LEGAL MATTERS

The Trust, a former and current trustee of 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 ("ETFMG"), 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, and relates to the same series 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 ETFMG announced a global settlement that resolves all claims in both the PureShares action and the Nasdaq action. The settlement is subject to future negotiations and approvals among independent third parties. As part of the settlement, Nasdaq and ETFMG have agreed to certain cash payments from ETFMG to Nasdaq and PureShares, and have executed an asset purchase agreement to transfer certain ETFMG intellectual property and related assets, to a Nasdaq affiliate. The transaction is expected to close prior to July 31, 2021. The Adviser does not believe that the resolution of these matters will have a material adverse effect on the Fund's financial statements. 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.

AI Powered Equity ETF

**NOTES TO FINANCIAL STATEMENTS**

March 31, 2021 (Unaudited) (Continued)

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**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. This evaluation did not result in any subsequent events that necessitated disclosures and/or adjustments to the financial statements.

## AI Powered Equity ETF

### APPROVAL OF ADVISORY AGREEMENT AND BOARD CONSIDERATIONS

For the Period Ended March 31, 2021 (Unaudited)

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Pursuant to Section 15(c) of the Investment Company Act of 1940 (the “1940 Act”), at a meeting held on March 30, 2021, the Board of Trustees (the “Board”) of ETF Managers Trust (the “Trust”) considered the renewal of the following agreements:

- an Amended and Restated Investment Advisory Agreement between ETF Managers Group, LLC (the “Adviser”) and the Trust, on behalf of AI Powered Equity ETF (the “Fund”) (the “Advisory Agreement”); and
- a Sub-Advisory Agreement between the Adviser and Equbot LLC (the “Sub-Adviser”) with respect to the Fund (the “Sub-Advisory Agreement” and, together with the Advisory Agreement, the “Agreements”).

Pursuant to Section 15(c) of the 1940 Act, the Board must annually review and approve the Agreements after their initial two-year term: (i) by the vote of the Trustees or by a vote of the shareholders of the Fund; and (ii) by the vote of a majority of the Trustees who are not parties to the Agreements or “interested persons” of any party thereto, as defined in the 1940 Act (the “Independent Trustees”), cast in person at a meeting called for the purpose of voting on such approval. Each year, the Board calls and holds a meeting to decide whether to renew the Agreements for an additional one-year term. In preparation for such meeting, the Board requests and reviews a wide variety of information from the Adviser and Sub-Adviser.

In reaching its decision, the Board, including the Independent Trustees, considered all factors it believed relevant, including: (i) the nature, extent and quality of the services provided to the Fund’s shareholders by the Adviser and Sub-Adviser; (ii) the investment performance of the Fund; (iii) the Adviser’s costs and profits realized in providing services to the Fund, including any fall-out benefits enjoyed by the Adviser; (iv) comparative fee and expense data for the Fund in relation to other similar investment companies; (v) the extent to which economies of scale would be realized as the Fund grows and whether the advisory fees for the Fund reflects these economies of scale for the benefit of the Fund; and (vi) other financial benefits to the Adviser or Sub-Adviser and their affiliates resulting from services rendered to the Fund. The Board’s review included written and oral information furnished to the Board prior to and at the meeting held on March 30, 2021, and throughout the year. Among other things, each of the Adviser and Sub-Adviser provided responses to a detailed series of questions, which included information about the Adviser’s and Sub-Adviser’s operations, service offerings, personnel, compliance program and financial condition. The Board then discussed the written and oral information that it received before the meeting and throughout the year, and the Adviser’s oral presentations and any other information that the Board received at the meeting, and deliberated on the renewal of the Agreements in light of this information.

The Independent Trustees were assisted throughout the contract review process by independent legal counsel. The Independent Trustees relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating the renewal of the Agreements, and the weight to be given to each such factor. The conclusions reached with respect to the Agreements were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each Trustee may have placed varying emphasis on particular factors in reaching conclusions with respect to the Fund. The Independent Trustees conferred amongst themselves and independent legal counsel during a telephonic contract renewal meeting held prior to the March 30, 2021 meeting and also conferred in executive sessions both with and without representatives of management before and during the March 30th meeting. The Independent Trustees requested, received and considered additional information arising out of these executive sessions.

## AI Powered Equity ETF

### APPROVAL OF ADVISORY AGREEMENT AND BOARD CONSIDERATIONS

For the Period Ended March 31, 2021 (Unaudited) (Continued)

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#### *Nature, Extent and Quality of Services Provided by the Adviser*

The Trustees considered the scope of services provided under the Advisory Agreement, noting that the Adviser provides investment management services to the Fund. The Board discussed the responsibilities of the Adviser, including: responsibility for the general management of the day-to-day investment and reinvestment of the assets of the Fund, based on recommendations provided by the Sub-Adviser; determining the daily baskets of deposit securities and cash components; executing portfolio security trades for purchases and redemptions of Fund shares conducted on a cash-in-lieu basis; responsibility for daily monitoring of tracking error and quarterly reporting to the Board; and implementation of Board directives as they relate to the Fund. In considering the nature, extent and quality of the services provided by the Adviser, the Board considered the qualifications, experience and responsibilities of the Adviser's investment personnel and the quality of the Adviser's compliance and risk assessment infrastructure. The Board also considered the Adviser's experience managing exchange-traded funds ("ETFs"), as well as the Adviser's response to the market volatility and uncertainty during the recent pandemic.

The Board also considered other services provided to the Fund, such as overseeing the activities of the Sub-Adviser, as well as the Fund's other service providers, monitoring adherence to the Fund's investment restrictions, and monitoring compliance with various policies and procedures and with applicable securities laws.

The Board then considered the scope of services provided under the Sub-Advisory Agreement, noting that the Sub-Adviser provides investment sub-advisory services to the Adviser in the form of recommendations based on the Sub-Adviser's algorithm-based model. The Board noted that the responsibility for trading the Fund's portfolio securities would continue to rest with the Adviser. In considering the nature, extent and quality of the services provided by the Sub-Adviser, the Board noted that it had received a copy of the Sub-Adviser's Form ADV, as well as the response of the Sub-Adviser to a detailed series of questions which included, among other things, information about the background and experience of the Sub-Adviser's personnel. The Board considered the experience of the Sub-Adviser's personnel in the financial services and artificial intelligence businesses. The Board also considered the quality of the Sub-Adviser's compliance program and Code of Ethics.

Based on the factors above, as well as those discussed below, the Board concluded that it was satisfied with the nature, extent and quality of the services provided to the Fund by the Adviser and Sub-Adviser.

#### *Historical Performance*

The Board then considered the Fund's performance history over various time periods ending January 31, 2021, including the most recent one-year period and the period since the Fund's inception. The Board noted that the Fund underperformed the median of its peer group for the period since the Fund's inception and outperformed for the one-year period. The Board considered management's discussion of AIEQ's performance, noting that, over time, the model powered by artificial intelligence employed in the management of the Fund becomes more refined, which was reflected in the Fund's more recent performance. The Board further noted that it had received and would continue to receive regular reports regarding the Fund's performance at its quarterly meetings.

#### *Cost of Services Provided, Profits and Economies of Scale*

The Board reviewed the advisory fee for the Fund and compared it to the total operating expenses of comparable ETFs, as determined by an independent third party. The Board noted that the expense ratio for the Fund was higher than the average and median expense ratios of its peer ETFs. The Board considered the unique technology and processes required to manage this active fund.

The Board noted the importance of the fact that the advisory fee for the Fund is a "unified fee," meaning that the shareholders of the Fund pay no expenses other than the advisory fee and certain

## AI Powered Equity ETF

### APPROVAL OF ADVISORY AGREEMENT AND BOARD CONSIDERATIONS

For the Period Ended March 31, 2021 (Unaudited) (Continued)

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other costs such as 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 (such as, among other things and subject to Board approval, non-standard Board-related expenses and litigation against the Board, Trustees, Fund, Adviser, and officers of the Adviser), and distribution (12b-1) fees and expenses. The Board also noted that the Adviser was responsible for compensating the Trust's other service providers (including the Sub-Adviser) and paying the Fund's other expenses (except as noted above) out of its own fees and resources. The Board concluded that the advisory fee for the Fund is reasonable in light of the factors considered.

The Board also evaluated the compensation and other benefits received by the Adviser from its relationship with the Fund, taking into account profitability information provided by the Adviser. The Board received and reviewed profitability information with respect to the Fund and considered how profit margins could affect the Adviser's long-term viability and ability to attract and retain high-quality personnel. The Board also considered the impact on the Adviser's profitability of payments made to partners involved with the Fund. Based on the information provided to the Trustees, the Trustees concluded that the net revenue retained by the Adviser from providing services to the Fund was not excessive in view of the nature, extent and quality of services provided to the Fund. The Board further considered other benefits derived by the Adviser and its affiliates from the Adviser's relationship with the Fund.

In addition, the Board considered whether economies of scale may be realized for the Fund. The Board noted that the Adviser regularly considers whether fee reductions are appropriate as the Fund grows in size. The Board noted that a unitary fee provides a level of certainty in expenses for the Fund and effectively acts as a cap on the fees and expenses (except as noted above) that are borne by the Fund. The Board also took into account the significant investments that the Adviser has made in its business to help ensure the continued provision of high-quality services to the Funds, such as the hiring of new trading, legal and compliance personnel, and enhancements to technology and related systems. The Board concluded that no changes to the advisory fee structure of the Fund were necessary.

The Board also reviewed the sub-advisory fee paid to the Sub-Adviser for its services to the Fund under the Sub-Advisory Agreement. The Board considered this fee in light of the services the Sub-Adviser provides as investment sub-adviser to the Fund. The Board determined that the fee reflected an appropriate allocation of the advisory fee paid to the Adviser and Sub-Adviser given the work performed by each firm.

The Board also considered that the sub-advisory fee paid to the Sub-Adviser is paid out of the Adviser's unified fee and represents an arm's-length negotiation between the Adviser and the Sub-Adviser. For these reasons, the Trustees determined that the profitability to the Sub-Adviser from its relationship with the Fund was not a material factor in their deliberations with respect to consideration of approval of the Sub-Advisory Agreement. The Board concluded that the proposed sub-advisory fee was reasonable in light of the services rendered. The Board considered that, because the proposed sub-advisory fee would be paid by the Adviser out of its unified fee, any economies of scale would not benefit shareholders and, thus, were not relevant for the consideration of the approval of the sub-advisory fee.

In its deliberations, the Board did not identify any single piece of information discussed above that was all-important, controlling or determinative of its decision.

Based on the Board's deliberations and its evaluation of the information described above, the Board, including the Independent Trustees, unanimously: (a) concluded that the terms of the Agreements are fair and reasonable; (b) concluded that the Adviser's and Sub-Adviser's fee is reasonable in light of the services that the Adviser and Sub-Adviser each provide to the Fund; and (c) approved the renewal of the Agreements for another year.

## AI Powered Equity ETF

### Expense Example Period Ended March 31, 2021 (Unaudited)

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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 period and held for the entire period (October 1, 2020 to March 31, 2021).

#### 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

	<b>Beginning Account Value October 1, 2020</b>	<b>Ending Account Value March 31, 2021</b>	<b>Expenses Paid During the Period<sup>^</sup></b>	<b>Annualized Expense Ratio During Period October 1, 2020 to March 31, 2021</b>
Actual	\$ 1,000.00	\$ 1,244.70	\$ 4.20	0.75%
Hypothetical (5% annual)	\$ 1,000.00	\$ 1,021.19	\$ 3.78	0.75%

<sup>^</sup> 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 182/365 (to reflect the period from October 1, 2020 to March 31, 2021).



## AI Powered Equity ETF

### Statement Regarding Liquidity Risk Management Program (Unaudited)

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ETF Managers Trust (the “Trust”) has adopted a liquidity risk management program (the “Program”). The Trust’s Board of Trustees (the “Board”) has designated ETF Managers Group LLC (the “Program Administrator”) as the administrator of the Program. The Program Administrator has designated a committee (the “Committee”), composed of personnel from multiple departments, including investment operations and compliance, that is responsible for the implementation and ongoing administration of the Program, which includes assessing the liquidity risk of the AI Powered Equity ETF (the “Fund”) under both normal and reasonably foreseeable stressed conditions.

Under the Program, the Program Administrator assesses, manages and periodically reviews the Fund’s liquidity risk, based on factors specific to the circumstances of the Fund. Liquidity risk is the risk that the Fund could not meet shareholder redemption requests without significant dilution of remaining shareholders’ interests in the Fund. This risk is managed by monitoring the degree of liquidity of the Fund’s investments and limiting the amount of the Fund’s illiquid investments, among other means. The Program Administrator’s process of determining the degree of liquidity of the Fund’s investments is supported by one or more third-party liquidity assessment vendors.

At a meeting of the Board on March 30, 2021, the Adviser provided a written report to the Board addressing the operation, and the adequacy and effectiveness of the implementation, of the Program, including, the operation of any Highly Liquid Investment Minimum, where applicable, and any material changes to the Program, for the initial period from February 29, 2020 through March 30, 2021 (the “Reporting Period”). No significant liquidity events impacting the Fund were noted in the report and it was represented that, as of March 30, 2021, the Fund was primarily highly liquid and, during the Reporting Period, the Fund held less than 15% in illiquid securities. In addition, the Program Administrator provided its assessment that Program implementation was effective and that the Program operated adequately and effectively to enable the Program Administrator to oversee and manage liquidity risk and ensure the Fund is able to meet requests to redeem shares without significant dilution to the remaining investors’ interest in the Fund.

There can be no assurance that the Program will achieve its objectives in the future. Please refer to the Fund’s prospectus for more information regarding the Fund’s exposure to liquidity risk and other principal risks to which an investment in the Fund may be subject.

## AI Powered Equity ETF

### SUPPLEMENTARY INFORMATION

March 31, 2021 (Unaudited)

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#### NOTE 1 – FREQUENCY DISTRIBUTION OF PREMIUMS AND DISCOUNTS

Information regarding how often shares of the 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.aieqetf.com](http://www.aieqetf.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](http://www.sec.gov)), the Fund's website ([www.aieqetf.com](http://www.aieqetf.com)) and is available by calling (877) 756-7873. The Fund's portfolio holdings are posted on its website at [www.aieqetf.com](http://www.aieqetf.com) daily.

#### 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](http://www.sec.gov), or by accessing the Fund's website at [www.aieqetf.com](http://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](http://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](http://www.aieqetf.com). Read the prospectus carefully before investing.**

## AI Powered Equity ETF

### Board of Trustees (Unaudited)

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, 2<sup>nd</sup> Floor, Summit, New Jersey 07901. The SAI includes additional information about Fund directors and is available, without charge, upon request by calling 1-844-ETF-MGRS (1-844-383-6477).

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
<b>Interested Trustee and Officers</b>				
Samuel Masucci, III (1962)	Trustee, Chairman of the Board and President (since 2012); Secretary (since 2014)	Chief Executive Officer, Exchange Traded Managers Group LLC (since 2013); Chief Executive Officer, ETF Managers Group LLC (since 2016); Chief Executive Officer, ETF Managers Capital LLC (commodity pool operator) (since 2014); 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).	11	None
John A. Flanagan, (1946)	Treasurer (since 2015)	President, John A. Flanagan CPA, LLC (accounting services) (since 2010); Treasurer, ETF Managers Trust (since 2015); Chief Financial Officer, 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); Chief Compliance Officer, ETF Managers Group LLC (since 2016); Chief Compliance Officer, ETF Managers Capital LLC (since 2016); Partner, Crow & Cushing (law firm) (2007-2016).	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** (Unaudited) (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
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
<b>Independent Trustees</b>				
Terry Loeb (1963)	Trustee (since 2014); Lead Independent Trustee (since 2020)	Founder and Managing Member, Pulsnomics LLC (index product development and consulting firm) (since 2011); Managing Director, MacroMarkets, LLC (exchange-traded products firm) (2006-2011).	11	None
Eric Wiegel (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).	11	None

***Advisor***

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

***Distributor***

ETFMG Financial LLC  
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  
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Minneapolis, MN 55402-7020

***Independent Registered Public Accounting Firm***

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