

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): September 1, 2023

ETF Managers Group Commodity Trust I
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-36851
(Commission File Number)

36-4793446
(IRS Employer Identification No.)

**30 Maple Street - Suite 2
Summit, New Jersey**
(Address of Principal Executive Offices)

07901
(Zip Code)

(844) 383-6477
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Shares of Breakwave Dry Bulk Shipping ETF	BDRY	NYSE Arca, Inc.
Shares of Breakwave Tanker Shipping ETF	BWET	NYSE Arca, Inc.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification of Rights to Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective September 1, 2023, ETF Managers Capital LLC (“ETFMG”) executed an amendment to the Amended and Restated Declaration of Trust and Trust Agreement (“Declaration of Trust”) of the ETF Managers Group Commodity Trust I (the “Trust”), which amended certain provisions as follows:

1. The definition of “Event of Withdrawal” was revised to state that the sponsor’s actual withdrawal, and not the provision of notice of withdrawal, constitutes an Event of Withdrawal.
2. Section 4.2(a) was amended to clarify that each series within the Trust can issue, and has issued, units in accordance with the terms of the Declaration of Trust.
3. Section 5.12(a) was revised to change the notice period for a withdrawal of the sponsor from ninety days to thirty days.
4. Section 14.1(a) was revised to add that an Event of Withdrawal will not cause the dissolution of the Trust, if prior to the Event of Withdrawal, the Sponsor appoints a successor sponsor that agrees to carry on the business of the Trust.

A copy of the amendment to the Declaration of Trust is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Amendment No. 1 to the Amended and Restated Declaration of Trust and Trust Agreement of ETF Managers Group Commodity Trust I
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ETF Managers Group Commodity Trust I

/s/ John A. Flanagan

John A. Flanagan
ETF Managers Capital LLC, Sponsor of
ETF Managers Commodity Trust I
Chief Financial Officer

Date: September 6, 2023

**AMENDMENT NO. 1
TO THE
AMENDED AND RESTATED DECLARATION OF TRUST AND
TRUST AGREEMENT
OF
ETF MANAGERS GROUP COMMODITY TRUST I**

This Amendment Number 1 to the Amended and Restated Declaration of Trust and Trust Agreement of ETF Managers Group Commodity Trust I (the “Trust”) dated December 11, 2014, between ETF Managers Capital LLC (the “Sponsor”), a Delaware limited liability company, and Wilmington Trust, National Association (the “Trustee”), a Delaware national banking association (the “Trust Agreement”), is made and entered into as of this 1st day of September, 2023.

WHEREAS the Sponsor manages the Trust pursuant to the Trust Agreement; and

WHEREAS the Sponsor, acting pursuant to Section 12.1 of the Trust Agreement, desires to make a permitted change to said Trust Agreement without shareholder approval, to provide the Sponsor greater flexibility to protect Unitholders (as that term is defined in the Trust Agreement) by appointing a successor sponsor if an Event of Withdrawal (as defined in the Trust Agreement) occurs;

NOW, THEREFORE, the Agreement is hereby amended as follows:

1. The definition of “Event of Withdrawal” in ARTICLE I is hereby deleted and replaced in its entirety with the following:

“Event of Withdrawal” means the filing of a certificate of dissolution or cancellation of the Sponsor, the revocation of the Sponsor’s charter (and the expiration of 90 days after the date of notice to the Sponsor of revocation without a reinstatement of its charter), or the Sponsor’s voluntary withdrawal as Sponsor in accordance with Section 5.12(a) of this Trust Agreement.

2. Section 4.2(a) is hereby amended by adding the following at the end of the Section:

Each of Breakwave Dry Bulk Shipping ETF and the Breakwave Tanker Shipping ETF is authorized to issue, and does issue, Units in accordance with this Trust Agreement, and pursuant to the terms, conditions, policies and procedures set forth in each applicable Authorized Participant Agreement and the Registration Statement, and such issuance is ratified, confirmed and approved.

3. Section 5.12(a) is hereby amended by replacing it in its entirety with the following:
- (a) The Sponsor may withdraw voluntarily as the Sponsor of the Trust only upon thirty (30) days' prior notice to all Unitholders and the Trustee. If the Sponsor withdraws and a successor Sponsor is selected in accordance with Section 14.1(a)(iii), the withdrawing Sponsor shall pay all expenses as a result of its withdrawal.
4. Section 14.1(a) is hereby amended by replacing it in its entirety with the following:
- (a) The occurrence of an Event of Withdrawal, unless (i) prior to the Event of Withdrawal, the Sponsor appoints a successor Sponsor that agrees to carry on the business of the Trust; (ii) at the time there is at least one remaining Sponsor and that remaining Sponsor carries on the business of the Trust or (iii) within ninety (90) days of such Event of Withdrawal, the affirmative vote or written consent of Unitholders in accordance with Section 9.2(d) or Section 12.3 of this Trust Agreement is obtained to continue the business of the Trust and to select, effective as of the date of such selection, one or more successor Sponsors. Any Sponsor selected in accordance with Sections 14.1(a)(i) or (ii) hereunder shall be registered as a commodity pool operator under the CE Act and have the financial strength, in the judgment of the withdrawing Sponsor made in good faith, to provide any reasonably foreseeable indemnification of the Trustee under Section 3.4 and shall provide such financial information as the Trustee may reasonably request upon appointment.

Acting pursuant to Section 12.1, the undersigned, a duly authorized officer of the Sponsor, signs this Amendment by and on behalf of the Sponsor as of September 1, 2023.

ETF MANAGERS CAPITAL LLC
as Sponsor

By: /s/ Matthew Bromberg
Name: Matthew Bromberg
Title: Chief Executive Officer
