



## **EntrepreneurShares Series Trust™**

### **ERShares Private-Public Crossover ETF**

**(formerly known as “ERShares Entrepreneurs ETF”)**

**(XOVR)**

*The Fund is an exchange-traded fund. This means that shares of the Fund are listed on The Nasdaq Stock Market LLC and trade at market prices. The market price for the Fund's shares may be different from its net asset value per share.*

## **Semi-Annual Financial Statements and Additional Information**

**December 31, 2024**

# ERShares Private-Public Crossover ETF

## Schedule of Investments

December 31, 2024 (Unaudited)

	<u>Shares</u>	<u>Fair Value</u>
<b>Common Stocks — 87.99%</b>		
<b>Communications — 24.50%</b>		
Airbnb, Inc., Class A <sup>(a)</sup>	45,032	\$ 5,917,655
Alphabet, Inc., Class A	59,094	11,186,494
AppLovin Corp., Class A <sup>(a)</sup>	37,245	12,061,048
DoorDash, Inc., Class A <sup>(a)</sup>	37,668	6,318,807
Meta Platforms, Inc., Class A	15,916	9,318,977
Trade Desk, Inc. (The), Class A <sup>(a)</sup>	47,469	5,579,032
		<u>50,382,013</u>
<b>Consumer Discretionary — 6.42%</b>		
Copart, Inc. <sup>(a)</sup>	100,332	5,758,053
DraftKings, Inc., Class A <sup>(a)</sup>	117,538	4,372,414
Tesla, Inc. <sup>(a)</sup>	7,599	3,068,780
		<u>13,199,247</u>
<b>Financials — 3.15%</b>		
Robinhood Markets, Inc., Class A <sup>(a)</sup>	173,613	6,468,820
<b>Health Care — 8.40%</b>		
Medpace Holdings, Inc. <sup>(a)</sup>	11,378	3,780,113
Regeneron Pharmaceuticals, Inc. <sup>(a)</sup>	6,148	4,379,405
ResMed, Inc.	21,263	4,862,635
United Therapeutics Corp. <sup>(a)</sup>	12,038	4,247,488
		<u>17,269,641</u>
<b>Technology — 45.52%</b>		
Appfolio, Inc., Class A <sup>(a)</sup>	18,648	4,600,835
Arista Networks, Inc. <sup>(a)</sup>	60,577	6,695,577
Corpay, Inc. <sup>(a)</sup>	13,749	4,652,937
Crowdstrike Holdings, Inc. <sup>(a)</sup>	19,536	6,684,438
Datadog, Inc., Class A <sup>(a)</sup>	41,638	5,949,654
MongoDB, Inc. <sup>(a)</sup>	16,577	3,859,291
Monolithic Power Systems, Inc.	6,047	3,578,010
NVIDIA Corp.	79,601	10,689,618
Oracle Corp.	45,546	7,589,785
Paylocity Holding Corp. <sup>(a)</sup>	22,911	4,570,057
Pure Storage, Inc., Class A <sup>(a)</sup>	84,005	5,160,427
Salesforce, Inc.	25,183	8,419,433
Samsara, Inc., Class A <sup>(a)</sup>	99,935	4,366,160
Synopsys, Inc. <sup>(a)</sup>	11,474	5,569,021
Toast, Inc., Class A <sup>(a)</sup>	151,484	5,521,591
Ubiquiti, Inc.	17,288	5,738,406
		<u>93,645,240</u>
<b>Total Common Stocks</b>		
<b>(Cost \$160,882,294)</b>		<u>180,964,961</u>

See accompanying notes which are an integral part of these financial statements.

# ERShares Private-Public Crossover ETF

## Schedule of Investments (continued)

December 31, 2024 (Unaudited)

	<u>Shares</u>	<u>Fair Value</u>
<b>Partnership Shares — 10.83%</b>		
Klarna, SPV <sup>(a)(b)(c)(d)</sup>	4,902	\$ 2,000,000
SPACE X, SPV <sup>(a)(b)(c)(d)</sup>	109,610	<u>20,277,778</u>
<b>Total Partnership Shares</b> <b>(Cost \$19,890,000)</b>		<u>22,277,778</u>
<b>Total Investments — 98.82%</b> <b>(Cost \$180,772,294)</b>		<u>203,242,739</u>
<b>Other Assets in Excess of Liabilities — 1.18%</b>		<u>2,427,921</u>
<b>Net Assets — 100.00%</b>		<u>\$ 205,670,660</u>

- (a) Non-income producing security.
- (b) Illiquid security.
- (c) Level 3 securities fair valued using significant unobservable inputs.
- (d) Restricted investment as to resale.

SPV - Special Purpose Vehicle

# ERShares Private-Public Crossover ETF

## Statement of Assets and Liabilities

December 31, 2024 (Unaudited)

<b>Assets</b>	
Investments, at cost	\$ 180,772,294
Investments, at fair value	203,242,739
Cash	1,968,601
Receivable for fund shares sold	552,693
Dividends and interest receivable	21,484
<b>Total Assets</b>	<u>205,785,517</u>
<b>Liabilities</b>	
Unified fee	114,857
<b>Total Liabilities</b>	<u>114,857</u>
<b>Net Assets</b>	<u>\$ 205,670,660</u>
<b>Net Assets consist of:</b>	
Paid-in capital	\$ 193,685,154
Accumulated earnings	11,985,506
<b>Net Assets</b>	<u>\$ 205,670,660</u>
Net Assets	\$ 205,670,660
Shares of beneficial interest outstanding (unlimited number of shares authorized, no par value)	11,425,000
Net asset value (offering and redemption price per share)	<u>\$ 18.00</u>

See accompanying notes which are an integral part of these financial statements.

# ERShares Private-Public Crossover ETF

## Statement of Operations

For the six months ended December 31, 2024 (Unaudited)

<b>Investment Income</b>	
Dividend income	\$ 104,986
Interest income	8,183
<b>Total investment income</b>	<u>113,169</u>
<b>Expenses</b>	
Unified fee	414,705
<b>Total expenses</b>	<u>414,705</u>
<b>Net investment loss</b>	<u>(301,536)</u>
<b>Net Realized and Change in Unrealized Gain on Investments</b>	
Net realized gain on:	
Investments	2,318,065
Investments in-kind	4,789,309
Net realized gain	<u>7,107,374</u>
Change in unrealized appreciation on:	
Investments	5,079,626
<b>Net realized and change in unrealized gain on investments</b>	<u>12,187,000</u>
<b>Net increase in net assets resulting from operations</b>	<u>\$ 11,885,464</u>

# ERShares Private-Public Crossover ETF

## Statements of Changes in Net Assets

	<b>For the Six Months Ended December 31, 2024</b>	<b>For the Year Ended June 30, 2024</b>
	(Unaudited)	
<b>Increase (Decrease) in Net Assets from:</b>		
<b>Operations:</b>		
Net investment loss	\$ (301,536)	\$ (312,245)
Net realized gain on investments and in-kind redemptions	7,107,374	9,815,604
Net change in unrealized appreciation on investments	<u>5,079,626</u>	<u>9,331,959</u>
<b>Net increase in net assets resulting from operations</b>	<u>11,885,464</u>	<u>18,835,318</u>
<b>Capital Transactions:</b>		
Proceeds from shares issued	132,203,602	21,212,175
Cost of shares redeemed	<u>(23,198,638)</u>	<u>(776,012)</u>
<b>Net increase in net assets resulting from capital transactions</b>	<u>109,004,964</u>	<u>20,436,163</u>
<b>Total Increase in Net Assets</b>	120,890,428	39,271,481
<b>Net Assets</b>		
Beginning of period	<u>84,780,232</u>	<u>45,508,751</u>
End of period	<u>\$ 205,670,660</u>	<u>\$ 84,780,232</u>
<b>Share Transactions</b>		
Issued	7,350,000	1,775,000
Redeemed	<u>(1,375,000)</u>	<u>(50,000)</u>
<b>Net increase in shares outstanding</b>	<u>5,975,000</u>	<u>1,725,000</u>

*See accompanying notes which are an integral part of these financial statements.*

# ERShares Private-Public Crossover ETF

## Financial Highlights

(For a share outstanding during each period)

	<b>For the Six Months Ended December 31, 2024 (Unaudited)</b>	<b>For the Year Ended June 30, 2024</b>	<b>For the Year Ended June 30, 2023</b>	<b>For the Year Ended June 30, 2022</b>	<b>For the Year Ended June 30, 2021</b>	<b>For the Year Ended June 30, 2020</b>
<b>Selected Per Share Data:</b>						
Net asset value, beginning of period	\$ 15.56	\$ 12.22	\$ 9.47	\$ 26.35	\$ 21.15	\$ 17.49
Investment operations:						
Net investment loss	(0.01)	(0.05)	— <sup>(a)</sup>	(0.13)	(0.11)	(0.01)
Net realized and unrealized gain (loss)	2.45	3.39	2.75	(8.03)	6.96	3.68
Total from investment operations	2.44	3.34	2.75	(8.16)	6.85	3.67
<b>Less distributions to shareholders from:</b>						
Net investment income	—	—	—	(0.09)	—	(0.01)
Net realized gains	—	—	—	(8.63)	(1.65)	—
Total distributions	—	—	—	(8.72)	(1.65)	(0.01)
Net asset value, end of period	\$ 18.00	\$ 15.56	\$ 12.22	\$ 9.47	\$ 26.35	\$ 21.15
Market price, end of period	\$ 18.00	\$ 15.56	\$ 12.23	\$ 9.43	\$ 26.36	\$ 21.15
<b>Total Return<sup>(b)</sup></b>	15.68% <sup>(c)</sup>	27.33%	29.04%	(43.04)%	32.01%	21.03%
<b>Ratios and Supplemental Data:</b>						
Net assets, end of period (000 omitted)	\$ 205,671	\$ 84,780	\$ 45,509	\$ 30,299	\$ 142,961	\$ 116,341
Ratio of net expenses to average net assets <sup>(d)</sup>	0.75% <sup>(e)</sup>	0.75%	0.54%	0.49%	0.49%	0.49%
Ratio of net investment loss to average net assets	(0.55)% <sup>(e)</sup>	(0.45)%	(0.05)%	(0.24)%	(0.41)%	(0.05)%
Portfolio turnover rate	55% <sup>(e)</sup>	360%	159%	312%	714% <sup>(f)</sup>	130% <sup>(g)</sup>

(a) Rounds to less than \$0.005 per share.

(b) Net asset value total return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, if any, and redemption on the last day of the period at net asset value. This percentage is not an indication of the performance of a shareholder's investment in the Fund based on market value due to differences between the market price of the shares and the net asset value per share of the Fund.

(c) Not annualized.

(d) The Fund operates under a "Unified Fee" structure under which the Advisor pays substantially all of the expenses for the Fund. The Fund pays the Advisor the Unified Fee, an amount based on its average net assets, computed daily and paid monthly. The Fund pays the Advisor 0.49% of its net assets.

(e) Annualized.

# ERShares Private-Public Crossover ETF

## Financial Highlights

*(For a share outstanding during each period)*

- (f) The Fund has experienced an unusual interest rate environment combined with volatile markets resulting from inflationary concerns. These two factors posed potential adverse effects to the Fund. Thus, the portfolio manager engaged in temporary defensive positions as well as positioned the Fund to take the best advantage of the environment it was facing. These two actions, combined with a reversion of the defensive positions, resulted in an increased turnover for the Fund.
- (g) Given the abnormal market circumstances during the quarter ending June 30, 2020, as a result of the COVID-19 situation; the Fund had taken a temporary defensive approach. Implementing the temporary defensive measure resulted in the increase in portfolio turnover for the Fund. The Fund's exposure to the Entrepreneur 30 Index had been reduced in line with the following guideline of the then current prospectus "Under normal circumstances, the Fund will invest at least 80% of its net assets, plus any borrowings for investment purposes, in securities of companies included in the Entrepreneur 30 Index." The Fund no longer follows an index.



# EntrepreneurShares Series Trust

## Notes to the Financial Statements

December 31, 2024 (Unaudited)

### 1. ORGANIZATION

EntrepreneurShares Series Trust™ (the “Trust”) was organized on July 1, 2010 as a Delaware statutory trust. The Trust is registered under the Investment Company Act of 1940 (the “1940 Act”) as an open-end management investment company and thus is determined to be an investment company for accounting purposes. The Trust is comprised of two funds and is authorized to issue an unlimited number of shares of beneficial interest for each fund (“Shares”). The accompanying financial statements are those of the ERShares Private-Public Crossover ETF (previously known as ERShares Entrepreneur ETF) (the “Fund”). The Fund is an exchange-traded fund. The investment objective of the Fund is to seek long-term capital appreciation. The Fund’s prospectus provides a description of the Fund’s investment objectives, policies, and strategies. The Fund is non-diversified and therefore may invest a greater percentage of their assets in fewer issuers than a diversified Fund.

Shares of the Fund are listed and traded on The Nasdaq Stock Market LLC. 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 large blocks of Shares, of at least 25,000 Shares for the Fund (“Creation Units”). Creation Units are issued and redeemed principally in-kind for securities included in a specified universe. Once created, Shares generally trade in the secondary market at market prices that change throughout the day in amounts less than a Creation Unit.

Under the Trust’s organizational documents, its officers and Board of Trustees (the “Board”) are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, in the normal course of business, the Trust may enter into contracts with vendors and others that provide for general indemnifications. The Trust’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust. However, based on experience, the Trust expects that risk of loss to be remote.

The Fund operates as a single operating segment. The Fund’s income, expenses, assets, and performance are regularly monitored for the oversight functions of the Fund, using the information presented in the financial statements and financial highlights.

### 2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. These policies are in conformity with generally accepted accounting principles in the United States of America (“U.S. GAAP”). The Fund is an investment company and accordingly follows the investment

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

company accounting and reporting guidance of the Financial Accounting Standards Board (“FASB”) Accounting Standard Codification Topic 946 Financial Services – Investment Companies including Accounting Standards Update (“ASU”) 2013-08. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses for the period. Actual results could differ from those estimates.

### Regulatory Update

*Tailored Shareholder Reports for Mutual Funds and Exchange-Traded Funds* – The Securities and Exchange Commission adopted rule and form amendments that have resulted in changes to the design and delivery of shareholder reports of mutual funds and ETFs, requiring them to transmit concise and visually engaging streamlined annual and semi-annual reports to shareholders that highlight key information. Other information, including financial statements, no longer appears in a streamlined shareholder report but is available online, delivered free of charge upon request, and filed on a semi-annual basis on Form N-CSR.

### Investment Valuations

The Fund holds its investments at fair value. Fair value is defined as the price that would be expected to be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The valuation techniques used to determine fair value are further described below.

Security values are ordinarily obtained through the use of independent pricing services in accordance with procedures adopted by the Board. Pursuant to these procedures, the Fund may use a pricing service, bank, or broker-dealer experienced in such matters to value the Fund’s securities. When reliable market quotations are not readily available for any security, the fair value of that security will be determined in good faith by the Advisor, acting in its capacity as valuation designee pursuant to procedures established by and under the supervision of the Board. The fair valuation process is designed to value the subject security at the price the Fund would reasonably expect to receive upon its current sale. Additional consideration is given to securities that have experienced a decrease in the volume or level of activity or to circumstances that indicate that a transaction is not orderly.

Equity securities traded on a securities exchange are valued at the last reported sales price on the principal exchange. Equity securities quoted by Nasdaq are valued at the Nasdaq

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

official closing price. If there is no reported sale on the principal exchange, and in the case of over-the-counter securities, equity securities are valued at a bid price estimated by the security pricing service. In each of these situations, securities are typically categorized as Level 1 and Level 2, respectively in the fair value hierarchy.

The Fund may invest in American Depositary Receipts as well as other “hybrid” forms of depositary receipts, including Global Depositary Receipts. These depositary receipts are certificates evidencing ownership of shares of a foreign issuer, and serve as an alternative to directly purchasing the underlying foreign securities in their national markets and currencies. These certificates are issued by depositary banks and generally trade on an established market in the United States or elsewhere. The underlying shares are held in trust by a custodian bank or similar financial institution in the issuer’s home country.

Redeemable securities issued by open-end investment companies are valued at the last calculated net asset value, with the exception of securities issued by exchange-traded open-end investment companies, which are priced as equity securities as described above.

Income received by the Fund from sources within foreign countries may be subject to withholding and other income or similar taxes imposed by such countries, a portion of which may be reclaimable. The Fund may be subject to foreign taxes on capital gains on the sale of securities or foreign currency transactions. The Fund accrues foreign capital gains taxes, as applicable, based on its current interpretation of tax rules in the foreign markets in which it invests. Such tax accrual is based in part on actual and estimated realized gains. Estimated realized gains are subject to change and such change could be material. However, management’s conclusions may be subject to future review and change based on changes in, or the interpretation of, the accounting standards or tax laws and regulations.

The Trust has a three-tier fair value hierarchy that is dependent upon the various “inputs” used to determine the value of the Fund’s investments. The valuation techniques described below maximize the use of observable inputs and minimize the use of unobservable inputs in determining fair value. These inputs are summarized in the three broad levels listed below:

Level 1 – Quoted prices in active markets for identical assets.

Level 2 – Other observable pricing inputs at the measurement date (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 – Significant unobservable pricing inputs at the measurement date (including the Fund’s own assumptions in determining the fair value of investments).

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.

The following table provides the fair value measurement as of December 31, 2024, while the breakdown, by category, of common stocks is disclosed in the Schedule of Investments for the Fund.

Assets	Valuation Inputs			Total
	Level 1	Level 2	Level 3	
Common Stocks*	\$180,964,961	\$—	\$—	\$180,964,961
Partnership Shares*	—	—	22,277,778	22,277,778
Total	\$180,964,961	\$—	\$22,277,778	\$203,242,739

\* For further information regarding security characteristics, please see the Schedules of Investments.

The following is the activity in investments in which significant unobservable inputs (Level 3) were used in determining value as of December 31, 2024:

	Beginning balance June 30, 2024	Amortization/ Accretion	Change in unrealized appreciation (depreciation)	Balance as of December 31, 2024
Partnership Shares	\$-	\$-	\$-	\$22,277,778

The following is a summary of quantitative information about significant unobservable valuation inputs for Level 3 Fair Value Measurements for investments held as of December 31, 2024:

Level 3 Investment	Fair Value	Valuation Technique	Unobservable Inputs	Range of Inputs/Average	Impact to Valuation From an Increase in Input
Klarna, SPV	\$2,000,000	Recent Transactions	Transaction Price	Not Applicable	Increase
SPACE X, SPV	\$20,277,778	Recent Transactions	Transaction Price	Not Applicable	Increase
Total	\$22,277,778				

**Restricted Securities** – Restricted securities are securities that may be resold only upon registration under federal securities laws or in transactions exempt from such registration. In some cases, the issuer of restricted securities has agreed to register such securities for resale, at the issuer’s expense either upon demand by the Fund or in connection with

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

another registered offering of the securities. Many restricted securities may be resold in the secondary market in transactions exempt from registration. Such restricted securities may be determined to be liquid under criteria established by the Board. The restricted securities may be valued at the price provided by dealers in the secondary market or, if no market prices are available, the fair value as determined in good faith in accordance with the Fund's Valuation Policies. Private Investments generally are restricted securities that are subject to substantial holding periods and are not traded in public markets. The Fund may not be able to resell some of its investments for extended periods, which may be several years.

Security Description	Acquisition Date	Cost	Value	% of Net Assets
Klarna, SPV	December 13, 2024	\$2,040,000	\$2,000,000	0.97%
SPACEX, SPV	December 2, 2024	\$17,850,000	\$20,277,778	10.08%
		<u>\$19,890,000</u>	<u>\$22,277,778</u>	<u>11.05%</u>

### Security Transactions and Related Income

Investment transactions are accounted for no later than the first calculation of the NAV on the business day following the trade date. For financial reporting purposes, however, security transactions are accounted for on the trade date on the last business day of the reporting period. Securities gains and losses are calculated on the identified cost basis. Interest income and expenses are accrued daily. Dividends, less foreign tax withholding, are recorded on the ex-dividend date. Investment income from non-U.S. sources received by the Fund is generally subject to non-U.S. withholding taxes at rates ranging up to 30%. Such withholding taxes may be reduced or eliminated under the terms of applicable U.S. income tax treaties. The Fund may be subject to foreign taxes on gains in investments or currency repatriation. The Fund accrues such taxes, as applicable, based on their current interpretation of tax rules in the foreign markets in which it invests.

### Cash

Idle cash may be swept into various overnight demand deposits and is classified as cash or foreign currency on the Statements of Assets and Liabilities. The Fund maintains cash in bank deposit accounts which, at times, may exceed United States federally insured limits. Amounts swept overnight are available on the next business day.

### Dividends and Distributions to Shareholders

The Fund intends to distribute to their shareholders net investment income and net realized long or short-term capital gains, if any, at least annually. Distributions are recorded on the ex-dividend date. The amount of dividends from net investment income and net realized gains

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

is determined in accordance with federal income tax regulations, which may differ from U.S. GAAP. These “book/tax” differences are considered either temporary or permanent in nature. To the extent these differences are permanent in nature (e.g., distributions and income received from pass-through investments), such amounts are reclassified within the capital accounts based on their nature for federal income tax purposes; temporary differences do not require reclassification.

### 3. INVESTMENT ADVISORY AND OTHER CONTRACTUAL SERVICES

#### Investment Advisory Fees

Capital Impact Advisors, LLC (the “Advisor”), a related party, serves as the Fund’s investment advisor pursuant to an Investment Advisory Agreement. Subject at all times to the supervision and approval of the Board, the Advisor is responsible for the overall management of the Trust. The Advisor has arranged for distribution, custody, fund administration, transfer agency and all other services necessary for the Fund to operate. The Advisor receives a fee for its services, a “Unified Fee”. The Fund pays 0.75% of the Fund’s average daily net assets, computed daily and paid monthly. Out of the Unified Fee, the Advisor is obligated to pay or arrange for the payment of substantially all expenses of the Fund, including the cost of transfer agency, custody, fund administration, legal, audit, independent trustees and other services, except for payments under any 12b-1 plan, taxes and other governmental fees, brokerage fees, commissions and other transaction expenses, interest and other costs of borrowing, including short selling, litigation or arbitration expenses, acquired fund fees and expenses, and extraordinary or other non-routine expenses of the Fund. The Advisor’s Unified Fee is designed to cause substantially all of the Fund’s expenses to be paid and to compensate the Advisor for providing services for the Fund.

At December 31, 2024, certain officers of the Trust are officers, directors and/or trustees of the Advisor. Certain officers of the Trust were also employees of the Advisor. These officers were not compensated directly by the Fund.

Each Trustee who is not considered an interested Trustee, as such term is defined within the 1940 Act (each an “Independent Trustee”), of the Trust receives compensation of \$3,500 for attending each Board meeting, including special meetings, as well as an additional \$1,000 for each audit committee meeting. The Fund also reimburses the noninterested Trustees for their reasonable travel expenses incurred in attending meetings of the Board. Trustee fees are allocated to the two funds in the Trust based on each fund’s relative net assets. Trustee fees for the Fund are paid by the Advisor out of the Unified Fee with respect to the Fund.

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

### 4. INVESTMENT TRANSACTIONS

For the six months ended December 31, 2024, purchases and sales of investment securities, other than in-kind transactions and short-term investments, were as follows:

	<u>Purchases</u>	<u>Sales</u>
ERShares Private-Public Crossover ETF	\$70,039,863	\$61,956,786

For the six months ended December 31, 2024, purchases and sales for in-kind transactions were as follows:

	<u>Purchases</u>	<u>Sales</u>
ERShares Private-Public Crossover ETF	\$121,670,574	\$23,295,009

For the six months ended December 31, 2024, the Fund had in-kind net realized gains of \$4,789,309.

There were no purchases or sales of long-term U.S. government obligations during the six months ended December 31, 2024.

### 5. CAPITAL SHARE TRANSACTIONS

Shares are issued and redeemed by the Fund only in aggregations of a specified number of shares or multiples thereof at net asset value. Except when aggregated in Creation Units, shares of the Fund are not redeemable. Transactions in shares for the Fund are disclosed in detail on the Statements of Changes in Net Assets.

The consideration for the purchase of Creation Units of the Fund generally consists of the in-kind deposit of a designated basket of securities, which constitutes an optimized representation of the securities of the Fund's specified universe, and an amount of cash. Investors purchasing and redeeming Creation Units may be charged a transaction fee to cover the transfer and other transactional costs the Funds incur to issue or redeem Creation Units. The standard transaction fee charge is \$250. For the six months ended December 31, 2024, the Fund received \$xxx in transaction fees. Transaction fees received by the Fund are included in the capital transactions presented on the Statements of Changes in Net Assets.

From time to time, settlement of securities related to subscriptions-in-kind or redemptions-in-kind may be delayed. In such cases, securities related to in-kind contributions are reflected as "Due from custodian" and securities related to in-kind redemptions are reflected as "Securities payable related to in-kind transactions" on the Statements of Assets and Liabilities.

# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

During the six months ended December 31, 2024, the Funds received securities in exchange for subscriptions of capital shares (subscriptions-in-kind) as follows:

	<u>Shares</u>	<u>Fair Value</u>
ERShares Private-Public Crossover ETF	21,772,271	\$290,022,186

### 6. FEDERAL TAX INFORMATION

It is the policy of the Fund to qualify as a regulated investment company by complying with the provisions available to certain investment companies, as defined in applicable sections of the Internal Revenue Code of 1986, as amended, and to make distributions of net investment income and net realized capital gains sufficient to relieve it from all, or substantially all, federal income taxes.

The Trust has evaluated tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether it is more-likely-than not (i.e., greater than 50-percent chance) that each tax position will be sustained upon examination by a taxing authority based on the technical merits of the position. A tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in an increase in a liability for taxes payable (or a reduction of a tax refund receivable), including the recognition of any related interest and penalties as an operating expense. Tax positions taken in tax years remain subject to examination by tax authorities (generally three years plus the interim tax period since then for federal income tax purposes). The determination has been made that there are not any uncertain tax positions that would require the Fund to record a tax liability and, therefore, there is no impact to the Fund's financial statements.

At December 31, 2024, the net unrealized appreciation (depreciation) and tax cost of investments for tax purposes were as follows:

Gross unrealized appreciation	\$ 25,978,667
Gross unrealized depreciation	<u>(3,508,222)</u>
Net unrealized appreciation (depreciation) on investments	<u>22,470,445</u>
Tax cost of investments	<u>\$ 180,772,294</u>



# EntrepreneurShares Series Trust

## Notes to the Financial Statements (continued)

December 31, 2024 (Unaudited)

At June 30, 2024, the components of accumulated earnings (deficit) on a tax basis were as follows:

Accumulated capital and other losses	\$ (15,444,114)
Unrealized appreciation on investments	15,544,156
Total accumulated earnings	<u>\$ 100,042</u>

As of June 30, 2024, the Fund had short-term and long-term capital loss carryforwards available to offset future gains, not subject to expiration, in the amount of \$13,540,741 and \$1,718,424, respectively. During the fiscal year ended June 30, 2024, the Fund utilized \$7,779,544 of available short-term capital loss carryforwards.

Certain capital and qualified late year losses incurred after October 31 and within the current taxable year are deemed to arise on the first business day of the Fund's following taxable year. For the fiscal year ended June 30, 2024, the Fund deferred post October capital and late year ordinary losses in the amount of \$184,949.

### 7. INVESTMENT RISKS

#### ETF Risk

The NAV of the Fund can fluctuate up or down, and you could lose money investing in the Fund if the prices of the securities owned by the Fund decline. In addition, the Fund may be subject to the following risks: (1) the market price of the Fund's shares may trade above or below its NAV; (2) an active trading market for the Fund's shares may not develop or be maintained; or (3) trading of the Fund's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.

#### Sector Risk

If the Fund has significant investments in the securities of issuers within a particular sector, any development affecting that sector will have a greater impact on the value of the net assets of the Fund than would be the case if the Fund did not have significant investments in that sector. In addition, this may increase the risk of loss in the Fund and increase the volatility of the Fund's NAV per share. For instance, economic or market factors, regulatory changes or other developments may negatively impact all companies in a particular sector, and therefore the value of the Fund's portfolio will be adversely affected. As of December 31, 2024, the Fund had 42.84% of the value of its net assets invested in stocks within the Technology sector.

# **EntrepreneurShares Series Trust**

## **Notes to the Financial Statements (continued)**

*December 31, 2024 (Unaudited)*

### **NOTE 8. SUBSEQUENT EVENTS**

Management of the Funds has evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date at which these financial statements were issued. Based upon this evaluation, management has determined there were no items requiring adjustment of the financial statements or additional disclosure.

# **Additional Information (Unaudited)**

## **Changes in and Disagreements with Accountants**

There were no changes in or disagreements with accountants during the period covered by this report.

## **Proxy Disclosures**

Not applicable.

## **Remuneration Paid to Directors, Officers and Others**

Refer to the financial statements included herein.

## **Statement Regarding Basis for Approval of Investment Advisory Agreement**

At a meeting of the Board of Trustees (the “Board”) held on August 14, 2024, all of the Trustees of EntrepreneurShares Series Trust (the “Trust”) met to discuss, among other things, the continuation of the investment advisory agreement for the ERShares Entrepreneurs ETF (formerly known as the ERShares Entrepreneur 30 ETF) (“Entrepreneurs ETF” or the “Fund”). In preparation for the meeting the Trustees reviewed materials addressing the review and consideration of the investment advisory agreement (the “Advisory Agreement”), which included a Gartenberg Memo to the Board from legal counsel, 15(c) analyses for the Fund, and the returns of the Fund and the Fund’s benchmark indices provided in the quarterly Board materials.

Capital Impact Advisors, LLC (the “Advisor”) is the investment adviser to the Fund. The Advisor is responsible for management of the investment portfolio of the Fund, and for overall management of the Fund’s business and affairs pursuant to the Advisory Agreement.

At the meeting, the Trustees had ample opportunity to consider matters they deemed relevant in considering the approval of the Advisory Agreement, and to request any additional information they considered reasonably necessary to their deliberations, without undue time constraints. In addition to the materials requested by the Trustees in connection with their consideration of the continuation of the Advisory Agreement, the Trustees received materials in advance of each regular quarterly meeting of the Board that provided information relating to the services provided by the Advisor.

The Board then reviewed and discussed the written materials that were provided in advance of the Meeting and deliberated on the renewal of the Advisory Agreement. The Board relied upon the advice of independent legal counsel and the Board’s own business judgment in determining the material factors to be considered in evaluating the Advisory Agreement and the weight to be given to each such factor. The conclusions reached by the Board were based on a comprehensive evaluation of all of the information provided and were not the result of any one factor. Moreover, each Trustee may have afforded different weight to the various factors in reaching his conclusions with respect to the Advisory Agreement. In considering the renewal of the Advisory Agreement, the Board reviewed and analyzed various factors that they determined were relevant, including the factors enumerated below.

Nature, Extent and Quality of Services. The Board reviewed materials provided by the Advisor related to the proposed renewal of the Advisory Agreement with respect to the Fund, including the Advisor’s respective Form ADV and related schedules, a description of the manner in which

## **Additional Information (Unaudited) (continued)**

investment decisions were made and executed, a review of the personnel performing services for the Fund, including the individuals that primarily monitor and execute the investment process. The Board discussed the extent of the research capabilities, the quality of the compliance infrastructure and the experience of its investment advisory personnel. The Board noted that the Advisor was an experienced investment adviser with seasoned senior management and that the performance of the Fund was supported by the quality and experience of the staff.

Additionally, the Board received satisfactory responses from the representatives of the Advisor with respect to a series of important questions, including: whether the Advisor was involved in any lawsuits or pending regulatory actions; whether the advisory services provided to its other accounts would conflict with the advisory services provided to the Fund; whether there were procedures in place to adequately allocate trades among its respective clients; and whether the Advisor's CCO had processes in place to review the portfolio managers' performance of their duties to ensure compliance under its compliance program. The Board reviewed the information provided on the practices for monitoring compliance with the Fund's investment limitations and discussed the compliance programs with the CCO of the Trust.

The Board noted that the CCO of the Trust continued to represent that the policies and procedures were reasonably designed to prevent violations of applicable federal securities laws. The Board also noted the Advisor's representation that the prospectus and statement of additional information for the Fund accurately describe the investment strategies of the Fund. The Board then reviewed the capitalization of the Advisor based on financial information described by and representations made by the Advisor, and their respective representatives and concluded that the Advisor is sufficiently well-capitalized, or its principals have the ability to make additional contributions in order to meet its obligations to the Fund.

The Board concluded that the Advisor had sufficient quality and depth of personnel, resources, investment methods and compliance policies and procedures essential to performing its duties under the Advisory Agreement and that the nature, overall quality and extent of the advisory services to be provided by the Advisor to the Fund were satisfactory.

The Board reviewed the performance, fee and expense information provided by Ultimus using data provided by Morningstar, Inc. ("Morningstar"). The Board considered the limitations with such a process, including that the categorization determined by Morningstar may or may not subjectively correlate with the Fund's investment strategy or portfolio holdings. The Board noted that the historical data used in the 15(c) analyses was as of the reporting period ended June 30, 2024, and that as of that date Entrepreneurs ETF had approximately \$82.994 million in net assets.

Performance. The Board discussed Morningstar's classification of the Entrepreneurs ETF. The Board also referred to the category analysis as of June 30, 2024, noting the average net assets for funds in the category. The Board reviewed the Entrepreneurs ETF's one-year, three-year and five-year returns annualized returns and compared them to the peer group's and Morningstar category's average annualized returns for these same periods, noting the Fund had generally lagged the peer group, Morningstar Category and index, but that the one-year returns revealed a significant recovery of the strategy as the one-year returns significantly outperformed the comparative references. The Board noted the strategy had a long-term focus and that it seemed imprudent to suggest that the Advisor change course.

## **Additional Information (Unaudited) (continued)**

Fees and Expenses. The Board reviewed the fee and expense information provided by the Advisor. The Board considered the limitations with such a process, including that the categorization determined by Morningstar may or may not subjectively correlate with the Fund's investment strategy or portfolio holdings. The Board noted that the historical data used in the 15(c) analyses was as of the reporting period ended June 30, 2024.

The Board noted that the Entrepreneurs ETF's management fee of 0.75%, which is structured as a unified fee and compared that to the peer group's average management fee of 0.62%, noted that the total annual fund operating expense of 0.75% and compared that to the peer group's average total annual fund operating expense of 0.62% and that the Fund's management fee and expenses were within the reasonable range of fees as compared to its peers.

Profitability. The Board reviewed a profitability summary that was provided by the Advisor, indicating that profits were below the 50% margin. The Board further reviewed the Fund's annual and semi-annual shareholder reports, which contained audited financial statements including gross revenues earned by the Advisor with respect to its management of the Fund. The Board noted that while the Advisor appeared to earn a profit with respect to its management of the Fund, the profits did not appear to be excessive.

Economies of Scale. The Board examined the Advisor's effort to achieve economies of scale for the Fund to the benefit of the Fund's shareholders. The Board determined that as the Fund's assets increase, economies of scale could be realized and will be revisited later.

### **Conclusion**

The Board weighed all of the factors presented to them in the Gartenburg Memo, the Morningstar analysis of returns and expense ratios, the returns of the benchmark indices, profitability analysis and discussions with the Advisor during the Board meeting to consider the renewal of the Advisory Agreement. Without paying particular weight to any one factor, the Board, including a majority of the Independent Trustees, determined the advisory fees were fair and reasonable for the services provided and it was in the best interest of shareholders to continue the Advisory Agreement for a one-year period.

## **PROXY VOTING**

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities and information regarding how the Fund voted those proxies during the most recent twelve month period ended June 30, is available (1) without charge upon request by calling the Fund at (877) 271-8811 and (2) in Fund documents filed with the SEC on the SEC's website at [www.sec.gov](http://www.sec.gov).