

Required fields are shown with yellow backgrounds and asterisks.

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| Page 1 of * 30 | | SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4 | | File No. * SR 2025 - * 010 Amendment No. (req. for Amendments *) 3 | |
| Filing by Cboe BZX Exchange, Inc. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934 | | | | | |
| Initial * <input type="checkbox"/> | | Amendment * <input checked="" type="checkbox"/> | | Withdrawal <input type="checkbox"/> | |
| Section 19(b)(2) * <input checked="" type="checkbox"/> | | Section 19(b)(3)(A) * <input type="checkbox"/> | | Section 19(b)(3)(B) * <input type="checkbox"/> | |
| Pilot <input type="checkbox"/> | | Extension of Time Period for Commission Action * <input type="checkbox"/> | | Date Expires * <input type="text"/> | |
| | | Rule | | | |
| | | <input type="checkbox"/> 19b-4(f)(1) | | <input type="checkbox"/> 19b-4(f)(4) | |
| | | <input type="checkbox"/> 19b-4(f)(2) | | <input type="checkbox"/> 19b-4(f)(5) | |
| | | <input type="checkbox"/> 19b-4(f)(3) | | <input type="checkbox"/> 19b-4(f)(6) | |
| Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/> | | | Section 806(e)(2) * <input type="checkbox"/> | | |
| | | | Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/> | | |
| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | | | Exhibit 3 Sent As Paper Document <input type="checkbox"/> | | |
| Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div></div> | | | | | |
| Contact Information Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action. First Name * Sarah Last Name * Tadtman Title * Assistant General Counsel E-mail * stadtmann@cboe.com Telephone * (913) 815-7203 Fax <input type="text"/> | | | | | |
| Signature Pursuant to the requirements of the Securities Exchange of 1934, Cboe BZX Exchange, Inc. has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. Date 07/21/2025 (Title *) By Matthew Iwamaye VP, Associate General Counsel (Name *) <div>NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.</div> <div>Matthew Iwamaye Date: 2025.07.21 15:11:12 -05'00'</div> | | | | | |

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS website.

Form 19b-4 Information *

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25-010 19b-4 (21Shares In-Kind CR fo

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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25-010 Exhibit 1 (21 Shares In-Kind C

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2- Notices, Written Comments, Transcripts, Other Communications

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

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Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

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Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Item 1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (the “Exchange Act” or the “Act”),¹ and Rule 19b-4 thereunder,² Cboe BZX Exchange, Inc. (“BZX” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change to amend the rule governing the ARK 21Shares Bitcoin ETF (the “Bitcoin Trust”) and the 21Shares Core Ethereum ETF (the “ETH Trust” and, collectively with the Bitcoin Trust, the “Trusts”), shares of which have been approved by the Commission to list and trade on the Exchange pursuant to BZX Rule 14.11(e)(4), to permit in-kind creations and redemptions.

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(a) The Exchange’s President (or designee) pursuant to delegated authority approved the proposed rule change on January 27, 2025.

(b) Please refer questions and comments on the proposed rule change to Pat Sexton, Executive Vice President, General Counsel, and Corporate Secretary, (312) 786-7467, or Sarah Tadtman, (913) 815-7203, Cboe BZX Exchange, Inc., 433 West Van Buren Street, Chicago, Illinois 60607.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Item 3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

This Amendment No. 3 to SR-CboeBZX-2025-010 amends and replaces in its entirety the proposal as originally submitted on January 27, 2025, and as amended by Amendment No. 1 on February 5, 2025 and Amendment No. 2 on February 7, 2025. The Exchange submits this Amendment No. 3 in order to clarify certain points and add additional details to the proposal.

The Commission approved the listing and trading of shares (the “Bitcoin ETP Shares”) of the Bitcoin Trust on the Exchange pursuant to Exchange Rule 14.11(e)(4), Commodity-Based Trust Shares, on January 10, 2024.³ The Commission also approved the listing and trading of shares (the “ETH ETP Shares”) of the ETH Trust on the Exchange pursuant to Exchange Rule 14.11(e)(4), Commodity-Based Trust Shares, on May 23, 2024.⁴ Exchange Rule 14.11(e)(4) governs the listing and trading of

³ See Securities Exchange Act Release Nos. 99288 (January 8, 2024) 89 FR 2387 (January 12, 2024) (SR-CboeBZX-2023-028) (Notice of Filing of Amendment No. 5 to a Proposed Rule Change To List and Trade Shares of the ARK 21Shares Bitcoin ETF Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) (“Bitcoin ETP Amendment No. 5”); 99306 (January 10, 2024) 89 FR 3008 (January 17, 2024) (SR-CboeBZX-2023-028) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, To List and Trade Bitcoin-Based Commodity-Based Trust Shares and Trust Units) (the “Bitcoin ETP Approval Order”). On September 12, 2024, the Exchange amended the Bitcoin ETP Amendment No. 5 to add two new custodians to the Bitcoin Trust. See Securities Exchange Act Release No. 101080 (September 18, 2024) 89 FR 77910 (September 24, 2024) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the ARK 21Shares Bitcoin ETF and the 21Shares Core Ethereum ETF To Add Two New Custodians to Each Trust) (the “Custodian Amendment”).

⁴ See Securities Exchange Act Release Nos. 100216 (May 22, 2024) 89 FR 46514 (May 29, 2024) (SR-CboeBZX-2023-070) (Notice of Filing of Amendment No. 2 to a Proposed Rule Change to List and Trade Shares of the ARK 21Shares Ethereum ETF Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) (“ETH ETP Amendment No. 2”); 100224 (May 23, 2024) 89 FR 46937 (May 30, 2024) (SR-CboeBZX-2023-070) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to List and Trade Shares of Ether-Based Exchange-Traded Products) (the “ETH ETP Approval Order”). The ETH Trust was originally named the ARK 21Shares Ethereum ETF, as reflected in the ETH ETP Approval Order. However, the Exchange later submitted an amendment, in part, to rename the ETH Trust to the

Commodity-Based Trust Shares, which means a security (a) that is issued by a trust that holds (1) a specified commodity deposited with the trust, or (2) a specified commodity and, in addition to such specified commodity, cash; (b) that is issued by such trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity and/or cash; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such trust which will deliver to the redeeming holder the quantity of the underlying commodity and/or cash. The Bitcoin ETP Shares are issued by the Bitcoin Trust and the ETH ETP Shares are issued by the ETH Trust. The Bitcoin Trust was formed as a Delaware statutory trust on June 22, 2021 and the ETH Trust was formed as a Delaware statutory trust on September 5, 2023.

Bitcoin Trust

The Exchange proposes to amend several portions of the Bitcoin ETP Amendment No. 5, as amended by the Custodian Amendment, in order to permit in-kind creations and redemptions.

Representations

The Bitcoin ETP Amendment No. 5 included specific representations making clear that the Bitcoin Trust would only process creations and redemptions in cash. Specifically, Bitcoin ETP Amendment No. 5 stated: "The Trust will process all creations and

21Shares Core Ethereum ETF. See Securities Exchange Act Release No. 100306 (June 10, 2024) 89 FR 50656 (June 14, 2024) (SR-CboeBZX-2024-050) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the ARK 21Shares Ethereum ETF To Amend the Trust Name and Reflect That the Trust Will No Longer Have a Sub-Adviser) (the "Trust Name and Sub-Adviser Amendment"). The Custodian Amendment also added two new custodians to the ETH Trust in addition to the Bitcoin Trust.

redemptions in cash transactions with authorized participants.”⁵ The Exchange proposes to replace this representation to state: “The Trust will process all creations and redemptions in cash or in-kind transactions with authorized participants (or their designated agents).”

The Bitcoin ETP Amendment No. 5 also stated:

When the Trust creates or redeems its Shares, it will do so in cash transactions in blocks of 5,000 Shares (a “Creation Basket”) at the Trust’s net asset value (“NAV”). Authorized participants will deliver, or facilitate the delivery of, cash to the Trust’s account with the Cash Custodian, in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust. Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust’s assets, and market conditions at the time of a transaction.⁶

The Exchange proposes to replace the above paragraph as follows:

When the Trust creates or redeems its Shares, it will do so in cash transactions or in-kind transactions in blocks of 5,000 Shares (a “Creation Basket”). For cash creations and redemptions, authorized participants will deliver, or facilitate the delivery of, cash to the Trust’s account with the Cash Custodian, in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust. For in-kind creation and redemptions, authorized participants will deliver, or through their designated agents, facilitate delivery of, bitcoin to the Trust’s account with the Custodian, in exchange for Shares when they create Shares, and the Trust, through the Custodian, will deliver bitcoin to such authorized participants, or their designated agents, when they redeem Shares with the Trust. Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust’s assets, and market conditions at the time of a transaction. Shareholders who buy or sell Shares during the day from their broker may do so at a premium or discount relative to the NAV of the Shares of the Trust.

Creation and Redemption of Shares

⁵ See Bitcoin ETP Amendment No. 5 at 2407.

⁶ See Bitcoin ETP Amendment No. 5 at 2406.

The Bitcoin ETP Amendment No. 5 included the “Creation and Redemption of Shares” section.⁷ The Exchange proposes to replace this section as provided below. The Exchange proposes no change to the subheading “Rule 14.11(e)(4) – Commodity-Based Trust Shares”⁸ and proposes to retain everything thereunder.

Creation and Redemption of Shares

When the Trust creates or redeems its Shares, it will do so in cash or in-kind. When the Trust creates or redeems its Shares in cash, it will do so in transactions in blocks of 5,000 Shares that are based on the quantity of bitcoin attributable to each Share of the Trust (e.g., a Creation Basket). When the Trust creates or redeems its Shares in-kind, it will do so in transfers of bitcoin that are based on the quantity of bitcoin attributable to the Creation Basket being created or redeemed.

The authorized participants will deliver (or will have their designated agents deliver) cash or bitcoin to create Shares and will receive (or will have their designated agents receive) cash or bitcoin when redeeming Shares. The Trust will create Shares by receiving bitcoin or cash from an authorized participant (or its designated agent) and will redeem Shares by delivering bitcoin or cash to an authorized participant (or its designated agent).

According to the Registration Statement, on any business day, an authorized participant may place an order to create one or more Creation Baskets. Purchase orders must be placed by 12:00 p.m. Eastern Time, the close of regular trading on the Exchange, or another time determined by the Sponsor.⁹ The day on which an order is properly received is considered the purchase order date.¹⁰

For a cash creation order, the total deposit of cash required is an amount of cash sufficient to purchase such amount of bitcoin, the amount of which is equal to the combined NAV of the number of Shares included in the Creation Baskets being created determined as of 4:00 p.m. ET on the date the order to purchase is properly received.

For a creation order in-kind, the total in-kind transfer of bitcoin is based on the quantity of bitcoin attributable to the Creation Baskets applicable to the date the order to purchase is properly received. The Administrator determines the quantity

⁷ See Bitcoin ETP Amendment No. 5 at 2408-2409.

⁸ See Bitcoin ETP Amendment No. 5 at 2409.

⁹ The time requirement for purchase orders will be publicized by the Sponsor.

¹⁰ The order date is the trade date.

of bitcoin used to calculate the Creation Basket for a given day by dividing the number of bitcoin held by the Trust, adjusted for the amount of bitcoin constituting estimated accrued but unpaid fees and expenses of the Trust as of the opening of business on that business day, by the quotient of the number of Shares outstanding at the opening of business divided by the number of Shares in a Creation Basket.

The procedures by which an authorized participant can redeem one or more Creation Baskets mirror the procedures for the creation of Creation Baskets. For a cash redemption order, an authorized participant (or its designated agent) will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and the authorized participant (or its designated agent) will receive bitcoin for the Shares delivered.

Trust's Transfer Agent Will Instruct Disposition of Trust's Bitcoin

The Bitcoin ETP Amendment No. 5 subsection entitled "Trust's Transfer Agent Will Instruct Disposition of Trust's Bitcoin" includes the following:

In such cases, a third party will use cash to buy and deliver bitcoin to create Shares or withdraw and sell bitcoin for cash to redeem Shares, on behalf of the Trust. Authorized participants will deliver cash to the Trust's account with the Cash Custodian in exchange for Shares of the Trust, and the Trust, through the Cash Custodian, will deliver cash to authorized participants when those authorized participants redeem Shares of the Trust.¹¹

The Exchange proposes to replace the above with the following:

For a cash creation order, an authorized participant will deliver cash to create Shares. For an in-kind creation order, an authorized participant or its designated agent will deliver bitcoin to create Shares. In the event the authorized participant, or its designated agent, has not deposited the bitcoin to the Trust by the applicable time on the settlement date of the in-kind creation order, the authorized participant will be given the option to (1) cancel the in-kind creation order, (2) delay settlement of the order to enable delivery of bitcoin at a later date, or (3) accept that the Trust will execute a bitcoin transaction required for the creation and the authorized participant will deliver the U.S. dollars required for this purchase. The authorized participant is responsible for the dollar cost of the difference between the bitcoin price utilized in calculating NAV per Share on trade date and the price at which the Trust acquires the bitcoin to the extent the price realized in buying the bitcoin is higher than the bitcoin price utilized in the NAV. To the extent the price realized in buying the bitcoin is lower than the price

¹¹ See Bitcoin ETP Amendment No. 5 at 2407.

utilized in the NAV, the authorized participant shall get to keep the dollar impact of any such difference. For a cash redemption order, an authorized participant will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and will receive bitcoin or will have its designated agent receive bitcoin for the Shares delivered.

ETH Trust

Similarly, the Exchange proposes to amend several portions of ETH ETP Amendment No. 2, as amended by the Custodian Amendment and the Trust Name and Sub-Adviser Amendment, in order to permit in-kind creations and redemptions.

Representations

First, ETH ETP Amendment No. 2 included specific representations making clear that the Ether Trust would only process creations and redemptions in cash. Specifically, ETH ETP Amendment No. 2 stated:

When the Trust creates or redeems its Shares, it will do so in cash transactions in blocks of 10,000 Shares (a “Creation Basket”) at the Trust’s net asset value (“NAV”). Authorized participants will deliver, or facilitate the delivery of, cash to the Trust’s account with the Cash Custodian in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust.¹² Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust’s assets, and market conditions at the time of a transaction.

The Exchange proposes to replace the above as follows:

When the Trust creates or redeems its Shares in cash transactions, it will do so in blocks of 10,000 Shares (a “Creation Basket”). Authorized participants (or their designated agents) will deliver cash to the Trust’s account with the Cash Custodian in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust. When the Trust creates or redeems its Shares in-kind, it will do so in Creation Units in exchange for ether. Authorized participants will deliver or will have their designated agents deliver ether to the Trust’s account with the Custodian, in exchange for Shares when they create Shares, and the Trust, through

¹² See ETH ETP Amendment No. 2 at 46520.

the Custodian, will deliver ether to such authorized participants when they redeem Shares with the Trust. Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust's assets, and market conditions at the time of a transaction. Shareholders who buy or sell Shares during the day from their broker may do so at a premium or discount relative to the NAV of the Shares of the Trust.

ETH ETP Amendment No. 2 also states: “The Trust will process all creations and redemptions in cash transactions with authorized participants.”¹³ The Exchange proposes to replace this representation to state that the “Trust will process all creations and redemptions in cash or in-kind transactions with authorized participants (or their designated agents).”

Creation and Redemption of Shares

The ETH ETP Amendment No. 2 includes the “Creation and Redemption of Shares” section.¹⁴ The Exchange proposes to replace this section as provided below. The Exchange proposes no change to the subheading “Rule 14.11(e)(4) – Commodity-Based Trust Shares”¹⁵ and proposes to retain everything thereunder.

Creation and Redemption of Shares

When the Trust creates or redeems its Shares, it will do so in cash or in-kind. When the Trust creates or redeems its Shares in cash, it will do so in transactions in blocks of 10,000 Shares that are based on the quantity of ETH attributable to each Share of the Trust (e.g., a Creation Basket). When the Trust creates or redeems its Shares in-kind, it will do so in transfers of ether that are based on the quantity of ether attributable to the Creation Basket being created or redeemed.

The authorized participants will deliver (or will have their designated agents deliver) cash or ether to create Shares and will receive (or will have their designated agents receive) cash or ether when redeeming Shares. The Trust will create Shares by receiving ether or cash from an authorized participant (or its designated agent) and will redeem Shares by delivering ether or cash to an authorized participant (or its designated agent).

¹³ See ETH ETP Amendment No. 2 at 46521.

¹⁴ See ETH ETP Amendment No. 2 at 46522-46523.

¹⁵ See ETH ETP Amendment No. 2 at 46523.

According to the Registration Statement, on any business day, an authorized participant may place an order to create one or more Creation Baskets. Purchase orders must be placed by 12:00 p.m. Eastern Time, the close of regular trading on the Exchange, or another time determined by the Sponsor.¹⁶ The day on which an order is properly received is considered the purchase order date.¹⁷

For a cash creation order, the total deposit of cash required is an amount of cash sufficient to purchase such amount of ETH, the amount of which is equal to the combined NAV of the number of Shares included in the Creation Baskets being created determined as of 4:00 p.m. ET on the date the order to purchase is properly received.

For a creation order in-kind, the total in-kind transfer of ETH is based on the quantity of ETH attributable to the Creation Baskets applicable to the date the order to purchase is properly received. The Administrator determines the quantity of ETH used to calculate the Creation Basket for a given day by dividing the number of ETH held by the Trust, adjusted for the amount of ETH constituting estimated accrued but unpaid fees and expenses of the Trust as of the opening of business on that business day, by the quotient of the number of Shares outstanding at the opening of business divided by the number of Shares in a Creation Basket.

The procedures by which an authorized participant can redeem one or more Creation Baskets mirror the procedures for the creation of Creation Baskets. For a cash redemption order, an authorized participant (or its designated agent) will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and will receive (or will have its designated agent receive) ether for the Shares delivered.

Trust's Transfer Agent Will Instruct Disposition of Trust's Ether

The ETH ETP Amendment No. 2 subsection entitled "Trust's Transfer Agent Will Instruct Disposition of Trust's Ether" includes the following:

In such cases, a third party will use cash to buy and deliver ether to create Shares or withdraw and sell ether for cash to redeem Shares, on behalf of the Trust. Authorized participants will deliver cash to the Trust's account with the Cash Custodian in exchange for Shares of the Trust, and the Trust, through the Cash Custodian, will deliver cash to authorized participants when those authorized participants redeem Shares of the Trust.¹⁸

¹⁶ The time requirement for purchase orders will be publicized by the Sponsor.

¹⁷ The order date is the trade date.

¹⁸ See ETH ETP Amendment No. 2 at 46520.

The Exchange proposes to replace the above with the following:

For a cash creation order, an authorized participant will deliver cash to create Shares. For an in-kind creation order, an authorized participant or its designated agent will deliver ether to create Shares. In the event the authorized participant, or its designated agent, has not deposited the ether to the Trust by the applicable time on the settlement date of the in-kind creation order, the authorized participant will be given the option to (1) cancel the in-kind creation order, (2) delay settlement of the order to enable delivery of ether at a later date, or (3) accept that the Trust will execute an ether transaction required for the creation and the authorized participant will deliver the U.S. dollars required for this purchase. The authorized participant is responsible for the dollar cost of the difference between the ether price utilized in calculating NAV per Share on trade date and the price at which the Trust acquires the ether to the extent the price realized in buying the ether is higher than the ether price utilized in the NAV. To the extent the price realized in buying the ether is lower than the price utilized in the NAV, the authorized participant shall get to keep the dollar impact of any such difference. For a cash redemption order, an authorized participant will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and will receive ether or will have its designated agent receive ether for the Shares delivered.

Conclusion

Except for the above changes, all other representations in the Bitcoin ETP Amendment No. 5, as amended by the Custodian Amendment, and ETH ETP Amendment No. 2, as amended by the Custodian Amendment and the Trust Name and Sub-Adviser Amendment, remain unchanged and will continue to constitute continuing listing requirements. In addition, the Bitcoin Trust will continue to comply with the terms of Bitcoin ETP Amendment No. 5, as amended, and the ETH Trust will continue to comply with the terms of ETH ETP Amendment No. 2, as amended, and the Trusts will continue to comply with the requirements of Rule 14.11(e)(4).

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the

requirements of Section 6(b) of the Act.¹⁹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁰ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

The Exchange believes the proposed rule change is designed to remove impediments to and perfect the mechanism of a free and open market and, in general, to protect investors and the public interest because it would update representations in both the Bitcoin ETP Amendment No. 5, as amended, and the ETH ETP Amendment No. 2, as amended, such that the Trusts would both be able to engage in in-kind creations and redemptions with authorized participants (or their designated agents), as described above. This ability would make the Trusts (and the market more generally) operate more efficiently because authorized participants would be able to source bitcoin or ether, as applicable, rather than to provide cash to the applicable Trust and to receive bitcoin or ether directly from the Trusts. This means that the authorized participant would be responsible for buying and selling the applicable crypto asset rather than the Trust itself, which would potentially lessen the impact on the market of the Trusts on both sides of the transaction by allowing the authorized participant to decide how and where to source the

¹⁹ 15 U.S.C. 78f(b).

²⁰ 15 U.S.C. 78f(b)(5).

underlying crypto asset for creations and deciding how, where, and whether to sell the underlying crypto asset received for redemptions. This would improve the creation and redemption process for both authorized participants and the Trusts, increase efficiency, and ultimately benefit the end investors in the Trusts.

Except for the addition of in-kind creation and redemption for the Bitcoin Trust as specifically set forth herein, all other representations made in the Bitcoin ETP Amendment No. 5, as amended, remain unchanged, and will continue to constitute continuing listing requirements for the Bitcoin Trust. Similarly, except for the addition of in-kind creation and redemption for the ETH Trust as specifically set forth herein, all other representations made in the ETH ETP Amendment No. 2, as amended, remain unchanged, and will continue to constitute continuing listing requirements for the ETH Trust.

Item 4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the proposed amendment is intended to allow the Trusts to operate more efficiently by allowing for in-kind creation and redemption. The Exchange believes these changes will not impose any burden on competition.

Item 5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received comments on the proposed rule change.

Item 6. Extension of Time Period for Commission Action

Not applicable.

Item 7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D)

Not applicable.

Item 8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on a rule either of another self-regulatory organization or of the Commission.

Item 9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

Item 10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

Item 11. Exhibits

Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.

Exhibits 2-5. Not applicable.

EXHIBIT 1**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34- ; File No. SR-CboeBZX-2025-010]

[Insert date]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Amend the Rule Governing the ARK 21Shares Bitcoin ETF (the “Bitcoin Trust”) and the 21Shares Core Ethereum ETF (the “ETH Trust” and, Collectively with the Bitcoin Trust

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on [insert date], Cboe BZX Exchange, Inc. (the “Exchange” or “BZX”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

Cboe BZX Exchange, Inc. (“BZX” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change to amend the rule governing the ARK 21Shares Bitcoin ETF (the “Bitcoin Trust”) and the 21Shares Core Ethereum ETF (the “ETH Trust” and, collectively with the Bitcoin Trust, the “Trusts”), shares of which have been approved by the Commission to list and trade on the Exchange pursuant to BZX Rule 14.11(e)(4), to permit in-kind creations and redemptions.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is also available on the Exchange's website (http://markets.cboe.com/us/equities/regulation/rule_filings/bzx/), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

This Amendment No. 3 to SR-CboeBZX-2025-010 amends and replaces in its entirety the proposal as originally submitted on January 27, 2025, and as amended by Amendment No. 1 on February 5, 2025 and Amendment No. 2 on February 7, 2025. The Exchange submits this Amendment No. 3 in order to clarify certain points and add additional details to the proposal.

The Commission approved the listing and trading of shares (the "Bitcoin ETP Shares") of the Bitcoin Trust on the Exchange pursuant to Exchange Rule 14.11(e)(4), Commodity-Based Trust Shares, on January 10, 2024.³ The Commission also approved

³ See Securities Exchange Act Release Nos. 99288 (January 8, 2024) 89 FR 2387 (January 12, 2024) (SR-CboeBZX-2023-028) (Notice of Filing of Amendment No. 5 to a Proposed Rule Change To List and Trade Shares of the ARK 21Shares Bitcoin ETF Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) ("Bitcoin ETP Amendment No. 5"); 99306 (January 10, 2024) 89 FR 3008 (January 17, 2024) (SR-CboeBZX-2023-028) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, To List and Trade Bitcoin-Based Commodity-Based Trust Shares and Trust Units) (the "Bitcoin ETP Approval

the listing and trading of shares (the “ETH ETP Shares”) of the ETH Trust on the Exchange pursuant to Exchange Rule 14.11(e)(4), Commodity-Based Trust Shares, on May 23, 2024.⁴ Exchange Rule 14.11(e)(4) governs the listing and trading of Commodity-Based Trust Shares, which means a security (a) that is issued by a trust that holds (1) a specified commodity deposited with the trust, or (2) a specified commodity and, in addition to such specified commodity, cash; (b) that is issued by such trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity and/or cash; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder’s request by such trust which will deliver to the redeeming holder the quantity of the underlying commodity and/or cash. The Bitcoin ETP Shares are issued by the Bitcoin Trust and the ETH ETP Shares are issued by the ETH Trust. The Bitcoin Trust was formed as a Delaware statutory trust on June

Order”). On September 12, 2024, the Exchange amended the Bitcoin ETP Amendment No. 5 to add two new custodians to the Bitcoin Trust. See Securities Exchange Act Release No. 101080 (September 18, 2024) 89 FR 77910 (September 24, 2024) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the ARK 21Shares Bitcoin ETF and the 21Shares Core Ethereum ETF To Add Two New Custodians to Each Trust) (the “Custodian Amendment”).

⁴ See Securities Exchange Act Release Nos. 100216 (May 22, 2024) 89 FR 46514 (May 29, 2024) (SR-CboeBZX-2023-070) (Notice of Filing of Amendment No. 2 to a Proposed Rule Change to List and Trade Shares of the ARK 21Shares Ethereum ETF Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) (“ETH ETP Amendment No. 2”); 100224 (May 23, 2024) 89 FR 46937 (May 30, 2024) (SR-CboeBZX-2023-070) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to List and Trade Shares of Ether-Based Exchange-Traded Products) (the “ETH ETP Approval Order”). The ETH Trust was originally named the ARK 21Shares Ethereum ETF, as reflected in the ETH ETP Approval Order. However, the Exchange later submitted an amendment, in part, to rename the ETH Trust to the 21Shares Core Ethereum ETF. See Securities Exchange Act Release No. 100306 (June 10, 2024) 89 FR 50656 (June 14, 2024) (SR-CboeBZX-2024-050) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the ARK 21Shares Ethereum ETF To Amend the Trust Name and Reflect That the Trust Will No Longer Have a Sub-Adviser) (the “Trust Name and Sub-Adviser Amendment”). The Custodian Amendment also added two new custodians to the ETH Trust in addition to the Bitcoin Trust.

22, 2021 and the ETH Trust was formed as a Delaware statutory trust on September 5, 2023.

Bitcoin Trust

The Exchange proposes to amend several portions of the Bitcoin ETP Amendment No. 5, as amended by the Custodian Amendment, in order to permit in-kind creations and redemptions.

Representations

The Bitcoin ETP Amendment No. 5 included specific representations making clear that the Bitcoin Trust would only process creations and redemptions in cash. Specifically, Bitcoin ETP Amendment No. 5 stated: “The Trust will process all creations and redemptions in cash transactions with authorized participants.”⁵ The Exchange proposes to replace this representation to state: “The Trust will process all creations and redemptions in cash or in-kind transactions with authorized participants (or their designated agents).”

The Bitcoin ETP Amendment No. 5 also stated:

When the Trust creates or redeems its Shares, it will do so in cash transactions in blocks of 5,000 Shares (a “Creation Basket”) at the Trust’s net asset value (“NAV”). Authorized participants will deliver, or facilitate the delivery of, cash to the Trust’s account with the Cash Custodian, in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust. Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust’s assets, and market conditions at the time of a transaction.⁶

The Exchange proposes to replace the above paragraph as follows:

When the Trust creates or redeems its Shares, it will do so in cash transactions or in-kind transactions in blocks of 5,000 Shares (a “Creation Basket”). For cash creations and redemptions, authorized participants will deliver, or facilitate the delivery of,

⁵ See Bitcoin ETP Amendment No. 5 at 2407.

⁶ See Bitcoin ETP Amendment No. 5 at 2406.

cash to the Trust's account with the Cash Custodian, in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust. For in-kind creation and redemptions, authorized participants will deliver, or through their designated agents, facilitate delivery of, bitcoin to the Trust's account with the Custodian, in exchange for Shares when they create Shares, and the Trust, through the Custodian, will deliver bitcoin to such authorized participants, or their designated agents, when they redeem Shares with the Trust. Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust's assets, and market conditions at the time of a transaction. Shareholders who buy or sell Shares during the day from their broker may do so at a premium or discount relative to the NAV of the Shares of the Trust.

Creation and Redemption of Shares

The Bitcoin ETP Amendment No. 5 included the "Creation and Redemption of Shares" section.⁷ The Exchange proposes to replace this section as provided below. The Exchange proposes no change to the subheading "Rule 14.11(e)(4) – Commodity-Based Trust Shares"⁸ and proposes to retain everything thereunder.

Creation and Redemption of Shares

When the Trust creates or redeems its Shares, it will do so in cash or in-kind. When the Trust creates or redeems its Shares in cash, it will do so in transactions in blocks of 5,000 Shares that are based on the quantity of bitcoin attributable to each Share of the Trust (e.g., a Creation Basket). When the Trust creates or redeems its Shares in-kind, it will do so in transfers of bitcoin that are based on the quantity of bitcoin attributable to the Creation Basket being created or redeemed.

The authorized participants will deliver (or will have their designated agents deliver) cash or bitcoin to create Shares and will receive (or will have their designated agents receive) cash or bitcoin when redeeming Shares. The Trust will create Shares by receiving bitcoin or cash from an authorized participant (or its designated agent) and will redeem Shares by delivering bitcoin or cash to an authorized participant (or its designated agent).

According to the Registration Statement, on any business day, an authorized participant may place an order to create one or more Creation Baskets. Purchase

⁷ See Bitcoin ETP Amendment No. 5 at 2408-2409.

⁸ See Bitcoin ETP Amendment No. 5 at 2409.

orders must be placed by 12:00 p.m. Eastern Time, the close of regular trading on the Exchange, or another time determined by the Sponsor.⁹ The day on which an order is properly received is considered the purchase order date.¹⁰

For a cash creation order, the total deposit of cash required is an amount of cash sufficient to purchase such amount of bitcoin, the amount of which is equal to the combined NAV of the number of Shares included in the Creation Baskets being created determined as of 4:00 p.m. ET on the date the order to purchase is properly received.

For a creation order in-kind, the total in-kind transfer of bitcoin is based on the quantity of bitcoin attributable to the Creation Baskets applicable to the date the order to purchase is properly received. The Administrator determines the quantity of bitcoin used to calculate the Creation Basket for a given day by dividing the number of bitcoin held by the Trust, adjusted for the amount of bitcoin constituting estimated accrued but unpaid fees and expenses of the Trust as of the opening of business on that business day, by the quotient of the number of Shares outstanding at the opening of business divided by the number of Shares in a Creation Basket.

The procedures by which an authorized participant can redeem one or more Creation Baskets mirror the procedures for the creation of Creation Baskets. For a cash redemption order, an authorized participant (or its designated agent) will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and the authorized participant (or its designated agent) will receive bitcoin for the Shares delivered.

Trust's Transfer Agent Will Instruct Disposition of Trust's Bitcoin

The Bitcoin ETP Amendment No. 5 subsection entitled "Trust's Transfer Agent Will Instruct Disposition of Trust's Bitcoin" includes the following:

In such cases, a third party will use cash to buy and deliver bitcoin to create Shares or withdraw and sell bitcoin for cash to redeem Shares, on behalf of the Trust. Authorized participants will deliver cash to the Trust's account with the Cash Custodian in exchange for Shares of the Trust, and the Trust, through the Cash Custodian, will deliver cash to authorized participants when those authorized participants redeem Shares of the Trust.¹¹

⁹ The time requirement for purchase orders will be publicized by the Sponsor.

¹⁰ The order date is the trade date.

¹¹ See Bitcoin ETP Amendment No. 5 at 2407.

The Exchange proposes to replace the above with the following:

For a cash creation order, an authorized participant will deliver cash to create Shares. For an in-kind creation order, an authorized participant or its designated agent will deliver bitcoin to create Shares. In the event the authorized participant, or its designated agent, has not deposited the bitcoin to the Trust by the applicable time on the settlement date of the in-kind creation order, the authorized participant will be given the option to (1) cancel the in-kind creation order, (2) delay settlement of the order to enable delivery of bitcoin at a later date, or (3) accept that the Trust will execute a bitcoin transaction required for the creation and the authorized participant will deliver the U.S. dollars required for this purchase. The authorized participant is responsible for the dollar cost of the difference between the bitcoin price utilized in calculating NAV per Share on trade date and the price at which the Trust acquires the bitcoin to the extent the price realized in buying the bitcoin is higher than the bitcoin price utilized in the NAV. To the extent the price realized in buying the bitcoin is lower than the price utilized in the NAV, the authorized participant shall get to keep the dollar impact of any such difference. For a cash redemption order, an authorized participant will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and will receive bitcoin or will have its designated agent receive bitcoin for the Shares delivered.

ETH Trust

Similarly, the Exchange proposes to amend several portions of ETH ETP

Amendment No. 2, as amended by the Custodian Amendment and the Trust Name and Sub-Adviser Amendment, in order to permit in-kind creations and redemptions.

Representations

First, ETH ETP Amendment No. 2 included specific representations making clear that the Ether Trust would only process creations and redemptions in cash. Specifically, ETH ETP Amendment No. 2 stated:

When the Trust creates or redeems its Shares, it will do so in cash transactions in blocks of 10,000 Shares (a “Creation Basket”) at the Trust’s net asset value (“NAV”). Authorized participants will deliver, or facilitate the delivery of, cash to the Trust’s account with the Cash Custodian in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such

authorized participants when they redeem Shares with the Trust.¹² Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust's assets, and market conditions at the time of a transaction.

The Exchange proposes to replace the above as follows:

When the Trust creates or redeems its Shares in cash transactions, it will do so in blocks of 10,000 Shares (a “Creation Basket”). Authorized participants (or their designated agents) will deliver cash to the Trust’s account with the Cash Custodian in exchange for Shares when they create Shares, and the Trust, through the Cash Custodian, will deliver cash to such authorized participants when they redeem Shares with the Trust. When the Trust creates or redeems its Shares in-kind, it will do so in Creation Units in exchange for ether. Authorized participants will deliver or will have their designated agents deliver ether to the Trust’s account with the Custodian, in exchange for Shares when they create Shares, and the Trust, through the Custodian, will deliver ether to such authorized participants when they redeem Shares with the Trust. Authorized participants may then offer Shares to the public at prices that depend on various factors, including the supply and demand for Shares, the value of the Trust's assets, and market conditions at the time of a transaction. Shareholders who buy or sell Shares during the day from their broker may do so at a premium or discount relative to the NAV of the Shares of the Trust.

ETH ETP Amendment No. 2 also states: “The Trust will process all creations and redemptions in cash transactions with authorized participants.”¹³ The Exchange proposes to replace this representation to state that the “Trust will process all creations and redemptions in cash or in-kind transactions with authorized participants (or their designated agents).”

Creation and Redemption of Shares

The ETH ETP Amendment No. 2 includes the “Creation and Redemption of Shares” section.¹⁴ The Exchange proposes to replace this section as provided below. The Exchange

¹² See ETH ETP Amendment No. 2 at 46520.

¹³ See ETH ETP Amendment No. 2 at 46521.

¹⁴ See ETH ETP Amendment No. 2 at 46522-46523.

proposes no change to the subheading “Rule 14.11(e)(4) – Commodity-Based Trust Shares”¹⁵ and proposes to retain everything thereunder.

Creation and Redemption of Shares

When the Trust creates or redeems its Shares, it will do so in cash or in-kind. When the Trust creates or redeems its Shares in cash, it will do so in transactions in blocks of 10,000 Shares that are based on the quantity of ETH attributable to each Share of the Trust (e.g., a Creation Basket). When the Trust creates or redeems its Shares in-kind, it will do so in transfers of ether that are based on the quantity of ether attributable to the Creation Basket being created or redeemed.

The authorized participants will deliver (or will have their designated agents deliver) cash or ether to create Shares and will receive (or will have their designated agents receive) cash or ether when redeeming Shares. The Trust will create Shares by receiving ether or cash from an authorized participant (or its designated agent) and will redeem Shares by delivering ether or cash to an authorized participant (or its designated agent).

According to the Registration Statement, on any business day, an authorized participant may place an order to create one or more Creation Baskets. Purchase orders must be placed by 12:00 p.m. Eastern Time, the close of regular trading on the Exchange, or another time determined by the Sponsor.¹⁶ The day on which an order is properly received is considered the purchase order date.¹⁷

For a cash creation order, the total deposit of cash required is an amount of cash sufficient to purchase such amount of ETH, the amount of which is equal to the combined NAV of the number of Shares included in the Creation Baskets being created determined as of 4:00 p.m. ET on the date the order to purchase is properly received.

For a creation order in-kind, the total in-kind transfer of ETH is based on the quantity of ETH attributable to the Creation Baskets applicable to the date the order to purchase is properly received. The Administrator determines the quantity of ETH used to calculate the Creation Basket for a given day by dividing the number of ETH held by the Trust, adjusted for the amount of ETH constituting estimated accrued but unpaid fees and expenses of the Trust as of the opening of business on that business day, by the quotient of the number of Shares outstanding at the opening of business divided by the number of Shares in a Creation Basket.

The procedures by which an authorized participant can redeem one or more Creation Baskets mirror the procedures for the creation of Creation Baskets. For a

¹⁵ See ETH ETP Amendment No. 2 at 46523.

¹⁶ The time requirement for purchase orders will be publicized by the Sponsor.

¹⁷ The order date is the trade date.

cash redemption order, an authorized participant (or its designated agent) will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and will receive (or will have its designated agent receive) ether for the Shares delivered.

Trust's Transfer Agent Will Instruct Disposition of Trust's Ether

The ETH ETP Amendment No. 2 subsection entitled "Trust's Transfer Agent Will Instruct Disposition of Trust's Ether" includes the following:

In such cases, a third party will use cash to buy and deliver ether to create Shares or withdraw and sell ether for cash to redeem Shares, on behalf of the Trust. Authorized participants will deliver cash to the Trust's account with the Cash Custodian in exchange for Shares of the Trust, and the Trust, through the Cash Custodian, will deliver cash to authorized participants when those authorized participants redeem Shares of the Trust.¹⁸

The Exchange proposes to replace the above with the following:

For a cash creation order, an authorized participant will deliver cash to create Shares. For an in-kind creation order, an authorized participant or its designated agent will deliver ether to create Shares. In the event the authorized participant, or its designated agent, has not deposited the ether to the Trust by the applicable time on the settlement date of the in-kind creation order, the authorized participant will be given the option to (1) cancel the in-kind creation order, (2) delay settlement of the order to enable delivery of ether at a later date, or (3) accept that the Trust will execute an ether transaction required for the creation and the authorized participant will deliver the U.S. dollars required for this purchase. The authorized participant is responsible for the dollar cost of the difference between the ether price utilized in calculating NAV per Share on trade date and the price at which the Trust acquires the ether to the extent the price realized in buying the ether is higher than the ether price utilized in the NAV. To the extent the price realized in buying the ether is lower than the price utilized in the NAV, the authorized participant shall get to keep the dollar impact of any such difference. For a cash redemption order, an authorized participant will deliver Shares to the Trust and will receive cash for the Shares delivered. For an in-kind redemption order, an authorized participant will deliver Shares to the Trust and will receive ether or will have its designated agent receive ether for the Shares delivered.

Conclusion

¹⁸

See ETH ETP Amendment No. 2 at 46520.

Except for the above changes, all other representations in the Bitcoin ETP Amendment No. 5, as amended by the Custodian Amendment, and ETH ETP Amendment No. 2, as amended by the Custodian Amendment and the Trust Name and Sub-Adviser Amendment, remain unchanged and will continue to constitute continuing listing requirements. In addition, the Bitcoin Trust will continue to comply with the terms of Bitcoin ETP Amendment No. 5, as amended, and the ETH Trust will continue to comply with the terms of ETH ETP Amendment No. 2, as amended, and the Trusts will continue to comply with the requirements of Rule 14.11(e)(4).

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹⁹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)²⁰ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

The Exchange believes the proposed rule change is designed to remove impediments to and perfect the mechanism of a free and open market and, in general, to

¹⁹ 15 U.S.C. 78f(b).

²⁰ 15 U.S.C. 78f(b)(5).

protect investors and the public interest because it would update representations in both the Bitcoin ETP Amendment No. 5, as amended, and the ETH ETP Amendment No. 2, as amended, such that the Trusts would both be able to engage in in-kind creations and redemptions with authorized participants (or their designated agents), as described above. This ability would make the Trusts (and the market more generally) operate more efficiently because authorized participants would be able to source bitcoin or ether, as applicable, rather than to provide cash to the applicable Trust and to receive bitcoin or ether directly from the Trusts. This means that the authorized participant would be responsible for buying and selling the applicable crypto asset rather than the Trust itself, which would potentially lessen the impact on the market of the Trusts on both sides of the transaction by allowing the authorized participant to decide how and where to source the underlying crypto asset for creations and deciding how, where, and whether to sell the underlying crypto asset received for redemptions. This would improve the creation and redemption process for both authorized participants and the Trusts, increase efficiency, and ultimately benefit the end investors in the Trusts.

Except for the addition of in-kind creation and redemption for the Bitcoin Trust as specifically set forth herein, all other representations made in the Bitcoin ETP Amendment No. 5, as amended, remain unchanged, and will continue to constitute continuing listing requirements for the Bitcoin Trust. Similarly, except for the addition of in-kind creation and redemption for the ETH Trust as specifically set forth herein, all other representations made in the ETH ETP Amendment No. 2, as amended, remain unchanged, and will continue to constitute continuing listing requirements for the ETH Trust.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the proposed amendment is intended to allow the Trusts to operate more efficiently by allowing for in-kind creation and redemption. The Exchange believes these changes will not impose any burden on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will:

- A. by order approve or disapprove such proposed rule change, or
- B. institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-CboeBZX-2025-010 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to file number SR-CboeBZX-2025-010. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or

subject to copyright protection. All submissions should refer to file number SR-CboeBZX-2025-010 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²¹

Sherry R. Haywood,

Assistant Secretary.

²¹ 17 CFR 200.30-3(a)(12).