

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 19		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No. * SR 2025 - * 033 Amendment No. (req. for Amendments *) 1	
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"/>	
Pilot <input type="checkbox"/>		Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	
		Section 19(b)(2) * <input checked="" type="checkbox"/>		Section 19(b)(3)(A) * <input type="checkbox"/>	
				Section 19(b)(3)(B) * <input type="checkbox"/>	
				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"/>		
<b>Description</b> Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div></div>					
<b>Contact Information</b> 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 * stadtman@cboe.com Telephone * (913) 815-7203 Fax <input type="text"/>					
<b>Signature</b> 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 13:56:47 -05'00'</div>					

Required fields are shown with yellow backgrounds and astericks.

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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25-033 WisdomTree BTC In-Kind 19b

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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25-033 (WisdomTree BTC In-Kind) Ex

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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**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.

☐

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”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> 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 WisdomTree Bitcoin Fund (the “Trust”), 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.

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

(a) Purpose

This Amendment No. 1 to SR-CboeBZX-2025-033 amends and replaces in its entirety the proposal as originally submitted on February 20, 2025. The Exchange

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

submits this Amendment No. 1 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.<sup>3</sup> 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, which was formed as a Delaware statutory trust on December 17, 2020.

The Exchange proposes to amend several portions of the Bitcoin ETP Amendment No. 2 in order to permit in-kind creation and redemptions, including permitting in-kind creations and redemptions by an affiliate of the sponsor of the Trust.

### Representations

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<sup>3</sup> See Securities Exchange Act Release Nos. 99292 (January 8, 2024) 89 FR 2429 (January 12, 2024) (SR-CboeBZX-2023-042) (Notice of Filing of Amendment No. to a Proposed Rule Change To List and Trade Shares of the WisdomTree Bitcoin Fund Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) (“Bitcoin ETP Amendment No. 2”); 99306 (January 10, 2024) 89 FR 3008 (January 17, 2024) (SR-CboeBZX-2023-042) (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”).

The Bitcoin ETP Amendment No. 2 included specific representations making clear that the Bitcoin Trust would only process creations and redemptions in cash. Specifically, the “WisdomTree Bitcoin Fund” section of the Bitcoin ETP Amendment No. 2 states:

When the Trust sells 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”). 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, or facilitate the delivery of, cash to the Trust’s account with the Cash Custodian in exchange for Shares when they purchase 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. 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.<sup>4</sup>

The Exchange proposes to replace the above with the following:

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”) at the Trust’s net asset value (“NAV”). 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 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 when they redeem Shares with the Trust. An affiliate of the sponsor of the Trust may serve as an authorized participant of 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.

The “Investment Objective” section of the Bitcoin ETP Amendment No. 2 stated:

“The Trust will process all creations and redemptions in cash transactions with authorized

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<sup>4</sup>

See Bitcoin ETP Amendment No. 2 at 2437.

participants.”<sup>5</sup> The Exchange proposes to replace this sentence with the following: “The Trust will process all creations and redemptions in cash or in-kind transactions with authorized participants.”

#### Creation and Redemption of Shares

Additionally, the “Creation and Redemption of Shares” section of the filing includes a detailed description of how the cash-only creation and redemption process works.<sup>6</sup> 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”<sup>7</sup> 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. In connection with cash creations and cash redemptions, the authorized participants will submit orders to create or redeem Baskets of Shares in exchange for cash. 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 cause to be delivered cash or bitcoin to create Shares and the authorized participant or its designee will receive cash or bitcoin when redeeming Shares. The Trust will create Shares by receiving bitcoin or cash from an authorized participant or its designee and will redeem shares by delivering bitcoin or cash to an authorized participant or its designee.

According to the Registration Statement, on any business day, an authorized participant may place an order with the Transfer Agent to create one or more Creation Baskets. Purchase orders for creations must be placed by 4:00 p.m. Eastern Time (or such earlier order cut-off time as disclosed in the Prospectus), or the close of Regular Trading Hours on the Exchange, whichever is earlier, or such

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<sup>5</sup> See Bitcoin ETP Amendment No. 2 at 2437.

<sup>6</sup> See Bitcoin ETP Amendment No. 2 at 2438-2439.

<sup>7</sup> See Bitcoin ETP Amendment No. 2 at 2439-2440.

earlier time as disseminated by the Trust the prior day for the following day's transactions (*e.g.*, 11:00 a.m. Eastern Time). The day on which an order properly is received by the Transfer Agent is considered the purchase order date.

For a cash creation order, the total deposit of cash required to create each Creation Basket includes the cash equivalent of an amount of bitcoin that is in the same proportion to the total assets of the Trust (net of accrued but unpaid Sponsor fees and any accrued but unpaid extraordinary expenses and liabilities), the amount of which is equal to the NAV per share multiplied by the number of Shares in a creation Basket (5,000). The value of a purchase date order is determined at NAV which is calculated based on 4:00 pm Eastern Time bitcoin prices.

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 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 designee will receive bitcoin for the Shares delivered. An affiliate of the sponsor of the Trust may serve as an authorized participant of the Trust.

Except for the above changes, all other representations in the Bitcoin ETP

Amendment No. 2 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. 2 and the Trust 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.<sup>8</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>9</sup> 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 the Bitcoin ETP Amendment No. 2 such that the Trust would be able to engage in in-kind creation and redemptions with authorized participants or their designees, as described above. This ability would make the Trust (and the market more generally) operate more efficiently because authorized participants would be able to source bitcoin, as applicable, rather than to provide cash to the applicable Trust and to receive bitcoin from the Trust. This means that the authorized participant would be responsible for buying and selling bitcoin rather than the Trust itself, which would potentially lessen the impact on the

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<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).



market of the Trust on both sides of the transaction by allowing the authorized participant to decide how and where to source the bitcoin for creations and deciding how, where, and whether to sell the bitcoin received for redemptions. This would improve the creation and redemption process for both authorized participants and the Trust, increase efficiency, and ultimately benefit the end investors in the Trust.

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. 2 remain unchanged and will continue to constitute continuing listing requirements for the Bitcoin 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 Trust 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-2025-033]

[Insert date]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Amend the Rule Governing the WisdomTree Bitcoin Fund (the “Trust”)

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> 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 WisdomTree Bitcoin Fund (the “Trust”), 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.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 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/](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. 1 to SR-CboeBZX-2025-033 amends and replaces in its entirety the proposal as originally submitted on February 20, 2025. The Exchange submits this Amendment No. 1 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.<sup>3</sup> Exchange Rule 14.11(e)(4) governs the listing and trading of Commodity-Based Trust Shares, which means a security (a) that is

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<sup>3</sup> See Securities Exchange Act Release Nos. 99292 (January 8, 2024) 89 FR 2429 (January 12, 2024) (SR-CboeBZX-2023-042) (Notice of Filing of Amendment No. 1 to a Proposed Rule Change To List and Trade Shares of the WisdomTree Bitcoin Fund Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) ("Bitcoin ETP Amendment No. 2"); 99306 (January 10, 2024) 89 FR 3008 (January 17, 2024) (SR-CboeBZX-2023-042) (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").

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, which was formed as a Delaware statutory trust on December 17, 2020.

The Exchange proposes to amend several portions of the Bitcoin ETP Amendment No. 2 in order to permit in-kind creation and redemptions, including permitting in-kind creations and redemptions by an affiliate of the sponsor of the Trust.

#### Representations

The Bitcoin ETP Amendment No. 2 included specific representations making clear that the Bitcoin Trust would only process creations and redemptions in cash. Specifically, the "WisdomTree Bitcoin Fund" section of the Bitcoin ETP Amendment No. 2 states:

When the Trust sells 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"). 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, or facilitate the delivery of, cash to the Trust's account with the Cash Custodian in exchange for Shares when they purchase 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. 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.<sup>4</sup>

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<sup>4</sup>

See Bitcoin ETP Amendment No. 2 at 2437.

The Exchange proposes to replace the above with the following:

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”) at the Trust’s net asset value (“NAV”). 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 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 when they redeem Shares with the Trust. An affiliate of the sponsor of the Trust may serve as an authorized participant of 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.

The “Investment Objective” section of the Bitcoin ETP Amendment No. 2 stated:

“The Trust will process all creations and redemptions in cash transactions with authorized participants.”<sup>5</sup> The Exchange proposes to replace this sentence with the following: “The Trust will process all creations and redemptions in cash or in-kind transactions with authorized participants.”

#### Creation and Redemption of Shares

Additionally, the “Creation and Redemption of Shares” section of the filing includes a detailed description of how the cash-only creation and redemption process works.<sup>6</sup> 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”<sup>7</sup> and proposes to retain everything thereunder.

#### Creation and Redemption of Shares

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<sup>5</sup> See Bitcoin ETP Amendment No. 2 at 2437.

<sup>6</sup> See Bitcoin ETP Amendment No. 2 at 2438-2439.

<sup>7</sup> See Bitcoin ETP Amendment No. 2 at 2439-2440.

When the Trust creates or redeems its Shares, it will do so in cash or in-kind. In connection with cash creations and cash redemptions, the authorized participants will submit orders to create or redeem Baskets of Shares in exchange for cash. 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 cause to be delivered cash or bitcoin to create Shares and the authorized participant or its designee will receive cash or bitcoin when redeeming Shares. The Trust will create Shares by receiving bitcoin or cash from an authorized participant or its designee and will redeem shares by delivering bitcoin or cash to an authorized participant or its designee.

According to the Registration Statement, on any business day, an authorized participant may place an order with the Transfer Agent to create one or more Creation Baskets. Purchase orders for creations must be placed by 4:00 p.m. Eastern Time (or such earlier order cut-off time as disclosed in the Prospectus), or the close of Regular Trading Hours on the Exchange, whichever is earlier, or such earlier time as disseminated by the Trust the prior day for the following day's transactions (e.g., 11:00 a.m. Eastern Time). The day on which an order properly is received by the Transfer Agent is considered the purchase order date.

For a cash creation order, the total deposit of cash required to create each Creation Basket includes the cash equivalent of an amount of bitcoin that is in the same proportion to the total assets of the Trust (net of accrued but unpaid Sponsor fees and any accrued but unpaid extraordinary expenses and liabilities), the amount of which is equal to the NAV per share multiplied by the number of Shares in a creation Basket (5,000). The value of a purchase date order is determined at NAV which is calculated based on 4:00 pm Eastern Time bitcoin prices.

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 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 designee will receive bitcoin for the Shares delivered. An affiliate of the sponsor of the Trust may serve as an authorized participant of the Trust.

Except for the above changes, all other representations in the Bitcoin ETP Amendment No. 2 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. 2 and the Trust 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.<sup>8</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>9</sup> 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

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<sup>8</sup> 15 U.S.C. 78f(b).

<sup>9</sup> 15 U.S.C. 78f(b)(5).



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

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. 2 remain unchanged and will continue to constitute continuing listing requirements for the Bitcoin 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 Trust 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.

**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](mailto:rule-comments@sec.gov). Please include file number SR-CboeBZX-2025-033 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-2025-033. 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-2025-033 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.<sup>10</sup>

**Sherry R. Haywood,**

*Assistant Secretary.*

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17 CFR 200.30-3(a)(12).