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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102451; File No. SR-CboeBZX-2025-023]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Amend the Fidelity Wise Origin Bitcoin Fund and the Fidelity Ethereum Fund

February 19, 2025.

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 February 7, 2025, 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 Fidelity Wise Origin Bitcoin Fund (the “Bitcoin Trust”) and the Fidelity Ethereum Fund (the “Eth Trust” and, collectively with the Bitcoin Trust, the “Trusts”).

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

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 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 March 17, 2021 and the Eth Trust was formed as a Delaware statutory trust on October 31, 2023.

³ See Securities Exchange Act Release Nos. 99290 (January 8, 2024) 89 FR 2338 (January 12, 2024) (SR-CboeBZX-2023-044) (Notice of Filing of Amendment No. 3 to a Proposed Rule Change To List and Trade Shares of the Wise Origin Bitcoin Fund Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) (“Bitcoin ETP Amendment No. 3”); 99306 (January 10, 2024) 89 FR 3008 (January 17, 2024) (SR-CboeBZX-2023-044) (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”).

⁴ See Securities Exchange Act Release Nos. 100215 (May 22, 2024) 89 FR 46478 (May 29, 2024) (SR-CboeBZX-2023-095) (Notice of Filing of Amendment No. 2 to a Proposed Rule Change to List and Trade Shares of the Fidelity Ethereum Fund 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-2023-095) (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”).

Bitcoin Trust

The Exchange proposes to amend several portions of the Bitcoin ETP Amendment No. 3 in order to permit in-kind creation and redemptions.

Representations

The Bitcoin ETP Amendment No. 3 included a specific representation making clear that the Bitcoin Trust would only process creations and redemptions in cash. Specifically, the “Investment Objective” section of the Bitcoin ETP Amendment No. 3 stated:

In seeking to achieve its investment objective, the Trust will hold bitcoin, cash, and cash equivalents and will value its Shares daily as of 4:00 p.m. Eastern time using the Index price to value the bitcoin and process all creations and redemptions in cash transactions with authorized participants.⁵

The Exchange proposes to replace the above with the following:

In seeking to achieve its investment objective, the Trust will hold bitcoin, cash, and cash equivalents and will value its Shares daily as of 4:00 p.m. Eastern time using the Index price to value the bitcoin and 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.⁶ The Exchange proposes to replace this section as follows:

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 25,000 Shares that are based on the quantity of bitcoin attributable to each Share of the Trust (e.g., a Creation Basket) at the Trust’s NAV. When the Trust creates or redeems its Shares in kind, it will do so in transfers of bitcoin in blocks of 25,000 Shares 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

⁵ Bitcoin ETP Amendment No. 3 at 2366.

⁶ Bitcoin ETP Amendment No. 3 at 2368.

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.

On any business day, an authorized participant may place an order to create one or more Creation Baskets. Purchase orders must be placed by the close of Regular Trading Hours on the Exchange or another time determined by the Sponsor. The day on which an order is received is considered the purchase order date.

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 being created determined as of 4:00 p.m. ET on 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 as of the opening of business on that business day, 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 creation order, an authorized participant will deliver cash to create Shares. For an in-kind creation order, an authorized participant or its designee will deliver bitcoin to create Shares. 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.

Eth Trust

Similarly, the Exchange proposes to amend several portions of the Eth ETP Amendment No. 2 in order to permit in-kind creations and redemptions.

Representations

The Eth ETP Amendment No. 2 included a specific representation making clear that the Eth Trust would only process creations and redemptions in cash. Specifically, the “Investment Objective” section of the Eth ETP Amendment No. 2 stated:

In seeking to achieve its investment objective, the Trust will hold ETH, cash, and cash equivalents and will value its Shares daily as of 4:00 p.m. Eastern time using the Index price

to value the ether and process all creations and redemptions in transactions in cash transactions with authorized participants. The Trust is not actively managed.⁷

The Exchange proposes to replace the above with the following:

In seeking to achieve its investment objective, the Trust will hold ETH, cash, and cash equivalents and will value its Shares daily as of 4:00 p.m. Eastern time using the Index price to value the ether and process all creations and redemptions in transactions in cash or in-kind transactions with authorized participants. The Trust is not actively managed.

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.⁸ The Exchange proposes to replace this section as follows:

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 25,000 Shares that are based on the quantity of ether attributable to each Share of the Trust (e.g., a Creation Basket) at the Trust’s NAV. When the Trust creates or redeems its Shares in-kind, it will do so in transfers of ether in blocks of 25,000 Shares that are based on the quantity of ether attributable to the Creation Basket being created or redeemed.

The authorized participants will deliver or cause to be delivered cash or ether to create Shares and the authorized participant or its designee will receive cash or ether when redeeming Shares. The Trust will create Shares by receiving ether or cash from an authorized participant or its designee and will redeem Shares by delivering ether or cash to an authorized participant or its designee.

On any business day, an authorized participant may place an order to create one or more Creation Baskets. Purchase orders must be placed by the close of Regular Trading Hours on the Exchange or another time determined by the Sponsor. The day on which an order is received is considered the purchase order date.

For a cash creation order, the total deposit of cash required is an amount of cash sufficient to purchase such amount of ether, the amount of which is based on 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 ether is based on the quantity of ether attributable to the Creation Baskets being created determined as of 4:00 p.m. ET on the date the order to purchase is properly received.

⁷ See Eth ETP Amendment No. 2 at 46488.

⁸ See Eth ETP Amendment No. 2 at 46489-46490.

The Administrator determines the quantity of ether used to calculate the Creation Basket for a given day by dividing the number of ether held by the Trust as of the opening of business on that business day, adjusted for the amount of ether 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 creation order, an authorized participant will deliver cash to create Shares. For an in-kind creation order, an authorized participant or its designee will deliver ether to create Shares. 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 ether for the Shares delivered.

Conclusion

Except for the above changes, all other representations in the Bitcoin ETP Amendment No. 3 and the Eth 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. 3 and the Eth Trust will continue to comply with the terms of Eth ETP Amendment No. 2 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.⁹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁰ 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

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

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. 3 and the Eth ETP Amendment No. 2 such that the Trusts would both be able to engage in in-kind creation and redemptions with authorized participants or their designees, 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 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. 3 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 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-2025-023 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-2025-023. 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-2025-023 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.¹¹

Sherry R. Haywood,

Assistant Secretary.

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¹¹ 17 CFR 200.30-3(a)(12).