



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-105595; File No. SR-24X-2026-18]

Self-Regulatory Organizations; 24X National Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Limited Liability Agreement of 24X US Holdings LLC in Connection with a Transaction

June 1, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that, on May 27, 2026, 24X National Exchange LLC (“24X” or the “Exchange”) filed with the Securities and Exchange Commission (“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

The Exchange proposes to amend the limited liability agreement for 24X US Holdings LLC, the parent company of the Exchange, in connection with the issuance of additional Voting Common Units of 24X US Holdings LLC upon the conversion of a convertible promissory note. The proposed rule change is available on the Exchange’s website at <https://equities.24exchange.com/regulation> and at the principal office of the Exchange.

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 self-regulatory organization 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 those statements may be examined at the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange is filing with the Commission a proposed rule change to amend the Fourth Amended and Restated Limited Liability Company Agreement (the “24X US Holdco LLC Agreement”) of 24X US Holdings LLC (“24X US Holdco”) to include amendments related to the issuance of Voting Common Units of 24X US Holdco to Shinhan Securities Co., Ltd. (“Shinhan”) upon the conversion of a convertible promissory note as part of a capital raise (the “Transaction”). The proposed amendments are discussed below.

(a) Shinhan Transaction

On November 24, 2025, 24X issued to Shinhan a convertible promissory note in exchange for certain consideration, and, on April 15, 2026, 24X and Shinhan agreed to convert the convertible promissory note into 840,000 Voting Common Units of 24X US Holdco, subject to the effectiveness of this filing.

The Exchange proposes to amend the 24X US Holdco LLC Agreement to facilitate the Transaction, including authorizing the issuance of additional Voting Common Units. The Voting Common Units are the same type of membership interest (*i.e.*, have the same privileges, preference, duties, liabilities, obligations and rights) as the existing interest held by current Members of 24X US Holdco: 24X Bermuda Holdings LLC (“24X Bermuda Holdco”) and Rakuten Securities Holdings, Inc. (“Rakuten”). With the completion of the Transaction, 24X Bermuda Holdco’s proportionate ownership of 24X US Holdco would be reduced by approximately 0.78% from 84.41% to approximately 83.75%. Accordingly, 24X Bermuda Holdco will continue to own its ownership interest in 24X US Holdco pursuant to the existing exceptions to the ownership and voting limitation provisions for 24X Bermuda Holdco in the 24X US Holdco LLC Agreement after giving effect to the Transaction and the proposed

amendments to the 24X US Holdco LLC Agreement.³ 24X believes that the exceptions to the ownership and voting limitations provisions for 24X Bermuda Holdco remain appropriate because the governance and oversight of the Exchange would not change with the proposed amendments to the 24X US Holdco LLC Agreement.⁴ 24X Bermuda Holdco would remain the Manager of 24X US Holdco, and would continue to have control over decision making for 24X US Holdco.⁵ In addition, with the completion of the Transaction, Rakuten’s proportionate ownership of 24X US Holdco would be reduced by approximately 0.82% from 8.50% to approximately 8.43%. Correspondingly, Shinhan would own approximately 7.82% of 24X US Holdco. Accordingly, Shinhan would not exceed any ownership or voting limitations applicable to the Members set forth in the 24X US Holdco LLC Agreement after giving effect to the Transaction and the proposed amendments to the 24X US Holdco LLC Agreement. The proceeds from the Transaction could be used by 24X US Holdco and its subsidiary, the Exchange, for regulation and operation of the Exchange.

(b) Issuance of Additional Voting Common Units

To facilitate the Transaction, the Exchange proposes to amend the 24X US Holdco LLC Agreement to allow 24X US Holdco to issue additional Voting Common Units. The first sentence of paragraph (a) of Section III of the 24X US Holdco LLC Agreement currently states that “[t]he Company⁶ is authorized to issue 12,380,914 Common Units as follows: (1) 11,280,914 Voting Common Units, and (2) 1,100,000 Non-Voting Common Units.” The Exchange proposes to revise this sentence to increase the total number of Common Units that the Company is authorized to issue from 12,380,914 Common Units to 12,465,282 Common Units, by increasing the total number of Voting Common Units from 11,280,914 Voting Common

³ See Section III(c)(ii)(A) of 24X US Holdco LLC Agreement.

⁴ With the completion of this Transaction, subject to any applicable regulatory requirements, 24X anticipates that Shinhan will participate as an observer on the Board of Managers of 24X Bermuda Holdco.

⁵ See Section IV(a) of 24X US Holdco LLC Agreement.

⁶ “The Company,” as used herein, means 24X US Holdco, unless otherwise noted.

Units to 11,365,282 Voting Common Units.⁷ Accordingly, the first sentence of paragraph (a) of Section III of the 24X US Holdco LLC Agreement would read as follows: “The Company is authorized to issue 12,465,282 Common Units as follows: (1) 11,365,282 Voting Common Units, and (2) 1,100,000 Non-Voting Common Units.”

(c) Revised Exhibit A of the 24X US Holdco LLC Agreement

The Exchange also proposes to amend Exhibit A of the 24X US Holdco LLC Agreement to include the updated ownership interests of 24X Bermuda Holdco, Rakuten and Shinhan. Specifically, the chart in Exhibit A would be revised to indicate that (1) 24X Bermuda Holdco would own 83.75% of the Voting Common Units and 9,000,000 Voting Common Units, (2) Rakuten would own 8.43% of the Voting Common Units and 906,335 Voting Common Units, and (3) Shinhan would own 7.82% of the Voting Common Units and 840,000 Voting Common Units. In addition, Exhibit A would be revised to indicate that the total number of Voting Common Units is 10,746,335.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Exchange Act⁸ in general, and furthers the objectives of Section 6(b)(5) of the Exchange Act⁹ in particular, in that it is 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 facilitating transactions in securities, to remove impediments to and perfect the mechanisms of a free and open market and a national market system and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule

⁷ 24X US Holdco would be authorized to issue 11,365,282 Voting Common Units. 10,746,335 Voting Common Units would be owned by 24X Bermuda Holdco, Rakuten and Shinhan, collectively. The additional 618,947 Voting Common Units would be reserved for use under the 24X US Holdco Equity Incentive Plan.

⁸ 15 U.S.C. 78f.

⁹ 15 U.S.C. 78f(b)(5).

change is consistent with Section 6(b)(5) of the Exchange Act¹⁰ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Exchange also believes that the proposed rule change would further the objectives of Section 6(b)(1) of the Act,¹¹ in particular, in that such amendments enable the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Act and to comply with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange.

The Exchange believes that the proposed amendments to the 24X US Holdco LLC Agreement related to the Transaction, including the issuance of additional Voting Common Units, are consistent with the Act. Such proposed changes to the 24X US Holdco LLC Agreement would facilitate additional investment and funding into 24X US Holdco resulting from the conversion of the convertible promissory note into Voting Common Units pursuant to the Transaction, and such proceeds could be used by 24X US Holdco and its subsidiary, the Exchange, for the regulation and the operation of the Exchange, which, in turn, would enable the Exchange to be so organized as to have the capacity to carry out the purposes of the Act and to comply with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange, and, in turn, would protect investors and the public interest.

The Exchange also believes that the proposal for the Voting Common Units to be the same type of membership interest as the existing interest held by 24X Bermuda Holdco and Rakuten is consistent with the Act because, as described above, the Voting Common Units would have the same privileges, preference, duties, liabilities, obligations and rights, and be subject to the same voting construct, as ownership interests under the current 24X US Holdco LLC Agreement. This would provide for a governance structure of 24X US Holdco that is consistent with the structure currently in place, which was previously approved by the

¹⁰ *See id.*

¹¹ 15 U.S.C. 78f(b)(1).

Commission.¹² As the Voting Common Units are the same type of membership interest as the existing ownership interest of 24X Bermuda Holdco and do not otherwise impact the governance of 24X US Holdco or the Exchange, the Exchange believes that the additional Voting Common Units and related amendments to the 24X US Holdco LLC Agreement associated with the additional Voting Common Units relate solely to the administration of 24X US Holdco and the Transaction, and that such amendments would not impact the governance or operations of the Exchange. Accordingly, the Exchange does not believe the issuance of the additional Voting Common Units or the Transaction would in any way restrict the Exchange's ability to be so organized as to have the capacity to carry out the purposes of the Act and to comply with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange, nor does the Exchange believe that the additional Voting Common Units or the Transaction would be unfairly discriminatory. As noted above, the governance and oversight of the Exchange would not change with the proposed amendments to the 24X US Holdco LLC Agreement. 24X Bermuda Holdco would remain the Manager of 24X US Holdco, and would continue to have control over decision making for 24X US Holdco.¹³ Shinhan would not have decision making authority with regard to the governance and operation of the Exchange. For example, Shinhan would not have the right to choose members of the Exchange Board or its officers.¹⁴

As noted above, 24X Bermuda Holdco's proportionate ownership of 24X US Holdco will be reduced by approximately 0.78% as a result of the Transaction, from 84.41% to approximately 83.75%. Accordingly, 24X Bermuda Holdco will continue to own its ownership interest in 24X US Holdco pursuant to the existing exceptions to the ownership and limitation provisions in 24X US Holdco. Correspondingly, Shinhan would own about 7.82% of 24X US Holdco, and Rakuten would own about 8.43% of 24X US Holdco. Accordingly, neither Shinhan

¹² See Securities Exchange Act Rel. No. 101777 (Nov. 27, 2024), 89 FR 97092 (Dec. 6, 2024).

¹³ See Section IV(a) of 24X US Holdco LLC Agreement.

¹⁴ See, e.g., Sections 6.1 and 8.1 of the Exchange LLC Agreement.

nor Rakuten would exceed any ownership or voting limitations applicable to the Members set forth in the 24X US Holdco LLC Agreement after giving effect to the Transaction and the proposed amendments to the 24X US Holdco LLC Agreement.

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 Exchange Act. The Exchange believes that the proposed rule change regarding the Transaction will enhance the diversity of ownership of the Exchange. Upon the issuance of the Voting Common Units pursuant to the Transaction, the ownership of 24X US Holdco will be distributed among more holders. In addition, the Exchange believes that, by providing the additional funding for the Exchange, the Transaction will allow for enhanced competition in the equities markets.

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

No written comments were solicited or received with respect to the proposed rule change.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁵ and Rule 19b-4(f)(6)¹⁶ thereunder.

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4. In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

A proposed rule change filed under Rule 19b-4(f)(6)¹⁷ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),¹⁸ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests that the Commission waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Exchange states that waiver of the operative delay would permit the Exchange to amend the Holdco LLC Agreement to allow for the Voting Common Units in order to facilitate the closing of the Transaction. The Exchange also states that waiver of the 30-day operative delay would allow the Transaction to move forward, thereby allowing additional funding to 24X US Holdco and its subsidiary, the Exchange. For these reasons, and because the proposal raises no new or novel legal or regulatory issues, the Commission finds that waiver of the 30-day operative delay is consistent with the protection of investors and the public interest. Accordingly, the Commission waives the 30-day operative delay and designates the proposed rule change to be operative upon filing.¹⁹

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

¹⁷ 17 CFR 240.19b-4(f)(6).

¹⁸ 17 CFR 240.19b-4(f)(6)(iii).

¹⁹ For purposes only of waiving the 30-day operative delay, the Commission also has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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-24X-2026-18 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-24X-2026-18. 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 filing 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-24X-2026-18 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.²⁰

²⁰ 17 CFR 200.30-3(a)(12).

Sherry R. Haywood,

Assistant Secretary.

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