

Required fields are shown with yellow backgrounds and asterisks.

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. * SR 2025 - * 16

Amendment No. (req. for Amendments *)

Filing by MIAX PEARL, LLC

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
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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 checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposal to amend Exchange Rule 402, Criteria for Underlying Securities, to list and trade options on the Grayscale Ethereum Trust, the Grayscale Ethereum Mini Trust, and the Bitwise Ethereum ETF.

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 * Tanya Last Name * Kitaigorovski

Title * AVP, Associate Counsel

E-mail * tkitaigorovski@miaxglobal.com

Telephone * (609) 413-5787 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, MIAX PEARL, LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 04/10/2025 (Title *)

By Tanya Kitaigorovski AVP, Associate Counsel
(Name *)

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.

Tanya Kitaigorovski Date: 2025.04.10
10:03:05 -0400

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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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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SR-PEARL-2025-16 - Exhibit 1.doc

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.

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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SR-PEARL-2025-16 - Exhibit 5.docx

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.

1. Text of the Proposed Rule Change

(a) MIAX PEARL, LLC (“MIAX Pearl” or the “Exchange”), pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act” or “Exchange Act”)¹ and Rule 19b-4 thereunder,² proposes to amend Exchange Rule 402, Criteria for Underlying Securities to list and trade options on the Grayscale Ethereum Trust (the “Grayscale Fund” or “ETHE”), the Grayscale Ethereum Mini Trust (the “Grayscale Mini Fund” or “ETH”), and the Bitwise Ethereum ETF (the “Bitwise Fund” or “ETHW” and, collectively, the “Ethereum Funds” or “Funds”).

Notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and the text of the proposed rule change is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Chief Executive Officer of the Exchange or his designee pursuant to authority delegated by the Exchange Board of Directors on February 27, 2025. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the proposed rule change.

Questions and comments on the proposed rule change may be directed to Tanya Kitaigorovski, AVP, Associate Counsel, at (609) 413-5787.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

a. Purpose

The Exchange proposes to amend Exchange Rule 402, Criteria for Underlying Securities,³ to allow the Exchange to list and trade options on the Ether Funds, designating them as appropriate for options trading on the Exchange.⁴ This is a competitive filing based on a similar proposal submitted by NYSE American, LLC (“NYSE American”), which was approved by the Securities and Exchange Commission (the “Commission”).⁵

Exchange Rule 402(i) provides that, subject to certain other criteria set forth in the Rule, securities deemed appropriate for options trading include Exchange-Traded Fund Shares (or ETFs) as defined in Subparagraphs (1)-(5), including Exchange-Traded Fund Shares, that represent certain types of interests,⁶ and exchange traded products (“ETPs”), structured as trusts

³ The Exchange notes that its affiliate options exchanges, Miami International Securities Exchange, LLC (“MIAX”) and MIAX Sapphire, LLC (“MIAX Sapphire”), submitted (or will submit) substantively similar proposals. The Exchange notes that all the rules of Chapter III of MIAX, including MIAX Rules 307 and 309, are incorporated by reference into the MIAX Pearl and MIAX Sapphire rulebooks. The Exchange also notes that all of the rules of Chapter III of MIAX, including MIAX Rules 307 and 309, and the rules of Chapter IV of the MIAX, including MIAX Rule 402, are incorporated by reference into the MIAX Emerald, LLC (“MIAX Emerald”) rulebook.

⁴ See Securities Exchange Act Release Nos. 100224 (May 23, 2024), 89 FR 46937 (May 30, 2024) (SR-NYSEArca-2023-70; SR-NYSEArca-2024-31; SR-NASDAQ-2023-045; SR-CboeBZX-2023-069; SR-CboeBZX-2023-070; SR-CboeBZX-2023-087; SR-CboeBZX-2023-095; and SRCboeBZX-2024-018) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to List and Trade Shares of Ether-Based Exchange-Traded Products) (“Ether ETP Approval Order”); and 100541 (July 17, 2024), 89 FR 59786 (July 23, 2024) (SR-NYSEArca-2024-44; and SR-NYSEArca-2024-53) (Order Granting Approval of Proposed Rule Changes To List and Trade Shares of the Grayscale Ethereum Mini Trust and ProShares Ethereum ETF).

⁵ See Securities Exchange Act Release No. 102799 (April 9, 2025) (SR-NYSEAMER-2024-45)(Self-Regulatory Organizations; NYSE American LLC; Notice of Filing of Amendment No. 2 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 2, to Amend Exchange Rule 915 To Permit the Listing and Trading of Options on the Bitwise Ethereum ETF, the Grayscale Ethereum Trust, and the Grayscale Ethereum Mini Trust)(“NYSE American Ether Approval Order”).

⁶ See Exchange Rule 402(i), which permits options trading on exchange-traded funds (“ETFs”) that: (1) represent interests in registered investment companies (or series thereof) organized as open-end management investment companies, unit investment trusts or similar entities that hold portfolios of securities and/or financial instruments (“Funds”), including, but not limited to, stock index futures contracts, options on futures, options on securities and indices, equity caps, collars and floors, swap agreements, forward contracts, repurchase agreements and reverse repurchase agreements (the “Financial Instruments”), and money market instruments, including, but not limited to, U.S. government securities and repurchase agreements (the “Money Market Instruments”) comprising or otherwise based on or

that hold precious metals (which are deemed commodities).⁷ Last year, the Exchange received approval from the Commission to list and trade options on specific funds that hold bitcoin (also deemed a commodity).⁸ Like ETPs backed by precious metals and bitcoin (i.e., commodities), the Exchange proposes to allow options trading on the Ether Funds that hold ether -- which is

representing investments in broad-based indexes or portfolios of securities and/or Financial Instruments and Money Market Instruments (or that hold securities in one or more other registered investment companies that themselves hold such portfolios of securities and/or Financial Instruments and Money Market Instruments); (2) represent interests in a trust or similar entity that holds a specified non-U.S. currency or currencies deposited with the trust which when aggregated in some specified minimum number may be surrendered to the trust or similar entity by the beneficial owner to receive the specified non-U.S. currency or currencies and pays the beneficial owner interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the trust (“Currency Trust Shares”); (3) represent commodity pool interests principally engaged, directly or indirectly, in holding and/or managing portfolios or baskets of securities, commodity futures contracts, options on commodity futures contracts, swaps, forward contracts and/or options on physical commodities and/or non-U.S. currency (“Commodity Pool ETFs”); (4) are issued by the SPDR® Gold Trust, the iShares COMEX Gold Trust, the iShares Silver Trust, the Aberdeen Standard Silver ETF Trust, the Aberdeen Standard Physical Gold Trust, the Aberdeen Standard Palladium ETF Trust, the Aberdeen Standard Platinum ETF Trust, the Goldman Sachs Physical Gold ETF, the Sprott Physical Gold Trust, the iShares Bitcoin Trust, the Grayscale Bitcoin Trust, the Grayscale Bitcoin Mini Trust, the Bitwise Bitcoin ETF, the Fidelity Wise Origin Bitcoin Fund, the ARK 21 Shares Bitcoin ETF, the Fidelity Ethereum Fund, or iShares Ethereum Trust; or (5) represent an interest in a registered investment company (“Investment Company”) organized as an open-end management company or similar entity, that invests in a portfolio of securities selected by the Investment Company’s investment adviser consistent with the Investment Company’s investment objectives and policies, which is issued in a specified aggregate minimum number in return for a deposit of a specified portfolio of securities and/or a cash amount with a value equal to the next determined net asset value (“NAV”), and when aggregated in the same specified minimum number, may be redeemed at a holder’s request, which holder will be paid a specified portfolio of securities and/or cash with a value equal to the next determined NAV (“Managed Fund Share”); provided that all of the conditions listed in (5)(i) and 5(ii) are met.

⁷ On November 22, 2024, the Commission approved the Exchange’s proposal to list and trade options on the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, the Bitwise Bitcoin ETF, Fidelity Wise Origin Bitcoin Fund, and the ARK 21Shares Bitcoin ETF. See Securities Exchange Act Release Nos. 101718 (November 22, 2024), 89 FR 94784 (November 29, 2024)(SR-PEARL-2024-53); and 101719 (November 22, 2024), 89 FR 94812 (November 29, 2024)(SR-PEARL-2024-54).

⁸ See Securities Exchange Act Release Nos. 101701 (November 21, 2024), 89 FR 93672 (November 27, 2024) (SR-PEARL-2024-52) (Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 402, Criteria for Underlying Securities, Exchange To Allow the Exchange To List and Trade Options on the iShares Bitcoin Trust); 101719 (November 22, 2024), 89 FR 94784 (November 29, 2024) (SR-PEARL-2024-53) (Notice Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 402, Criteria for Underlying Securities, Exchange To Allow the Exchange To List and Trade Options on the Grayscale Bitcoin Trust, the Grayscale Bitcoin Mini Trust, and the Bitwise Bitcoin ETF); 101718 (November 22, 2024), 89 FR 94812 (November 29, 2024) (SR-PEARL-2024-54) (Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 402, Criteria for Underlying Securities, Exchange To Allow the Exchange To List and Trade Options on the Fidelity Wise Origin Bitcoin Fund (the “Fidelity Fund”) and the ARK 21Shares Bitcoin ETF (the “ARK 21 Fund”)).

also deemed a commodity.

The Ether Funds are structured as trusts that hold ether. Like ETFs and ETPs currently deemed appropriate for options trading, the investment objective of each Ether Fund trust is for its shares to reflect the performance of ether (less the expenses of the trust's operations), offering investors an opportunity to gain exposure to ether without the complexities of ether delivery. Each Ether Fund's shares represent units of fractional undivided beneficial interest in the trust, the assets of which consist principally of ether and are designed to track ether or the performance of the price of ether and offer access to the ether market.⁹ The Ether Funds provide investors with cost-efficient alternatives that allow a level of participation in the ether market through the securities market.

The Exchange believes each Ether Fund satisfies the Exchange's initial listing standards set forth in Exchange Rule 402(b).¹⁰ The Exchange notes that the Ether Funds also satisfy the listing standards applied to ETFs traded on the Exchange that they be available for creation and redemption each business day as set forth in Exchange Rule 402(i)(5)(i)(B).¹¹

First, each of the Ether Funds satisfy the criteria and guidelines set forth in Exchange Rule 402(a). Pursuant to Exchange Rule 402(a), a security on which options may be listed and traded on the Exchange must be registered (with the Commission) and be an NMS stock (as defined in Rule 600 of Regulation NMS under the Act) and be characterized by a substantial

⁹ The trust may include minimal cash.

¹⁰ Subparagraphs a. and b. of Exchange Rule 402 provide for guidelines to be used by the Exchange when evaluating potential underlying securities for Exchange option transactions.

¹¹ Exchange Rule 402(i)(5)(i)(B) requires that ETFs be available for creation or redemption each business day from or through the issuer in cash or in kind at a price related to net asset value, and the issuer must be obligated to issue ETFs in a specified aggregate number even if some or all of the investment assets required to be deposited have not been received by the issuer, subject to the condition that the person obligated to deposit the investments has undertaken to deliver the investment assets as soon as possible and such undertaking is secured by the delivery and maintenance of collateral consisting of cash or cash equivalents satisfactory to the issuer, as provided in the respective prospectus.

number of outstanding shares that are widely held and actively traded.¹² Each of the Ether Funds is an NMS Stock as defined in Rule 600 of Regulation NMS under the Act.¹³ The Exchange believes each Ether Fund is characterized by a substantial number of outstanding shares that are widely held and actively traded.

Pursuant to the data presented in the NYSE American Ether Approval Order,¹⁴ as of November 29, 2024, the Ether Funds had the following number of shares outstanding (and corresponding market capitalization):

<u>Ether Fund</u>	<u>Shares Outstanding</u>	<u>Market Capitalization</u> <u>(11/29/24)</u>
ETHE	177,838,500	\$5,425,852,635
ETH	45,220,787	\$1,547,003,157
ETHW	16,600,000	\$430,886,200

As shown above, each of the Ether Funds had significantly more than 7,000,000 shares outstanding, which is the minimum number of shares of a corporate stock that the Exchange generally requires to list options on that stock pursuant to Exchange Rule 402(b)(1).¹⁵ The Exchange believes this demonstrates that each Ether Fund is characterized by a substantial

¹² The criteria and guidelines for a security to be considered widely held and actively traded are set forth in Exchange Rule 402(b), subject to exceptions.

¹³ An “NMS stock” means any NMS security other than an option, and an “NMS security” means any security or class of securities for which transaction reports are collected, processed, and made available pursuant to an effective transaction reporting plan (or an effective national market system plan for reporting transaction in listed options). See 17 CFR 242.600(b)(64) (definition of “NMS security”) and (65) (definition of “NMS stock”).

¹⁴ See *supra* note 5.

¹⁵ The Exchange notes that on November 19, 2024, ETH underwent a reverse stock split, reducing the number of shares outstanding -- and increasing the share price -- tenfold.

number of outstanding shares.

Further, according to the NYSE American Ether Approval Order¹⁶, the below table contains information regarding the number of beneficial holders of the Ether Funds as of December 31, 2024.

<u>Ether Fund</u>	<u>Beneficial Holders</u> <u>(as of 12/31/24)</u>
ETHE	112,320
ETH	17,396
ETHW	5,992

As this table shows, each Ether Fund has significantly more than 2,000 beneficial holders (approximately 56, 9, and 3 times more, respectively), which is the minimum number of holders the Exchange generally requires for corporate stock in order to list options on that stock pursuant to Exchange Rule 402(b)(2).¹⁷ Therefore, the Exchange believes the shares of each Ether Fund are widely held.

The Exchange also believes that, based on trading volume since the Funds began trading on July 23, 2024, shares of the Ether Funds are actively traded. In particular, according to the NYSE American Ether Approval Order,¹⁸ the table below sets forth the total trading volume (by shares and notional) from the inception of trading through either November 29, 2024 (for ETHE and ETH) or December 31, 2024 (for ETHW). In addition, the below table illustrates the average daily volume (“ADV”) over the 30-day period of either October 29, 2024 - through November

¹⁶ See supra note 5.

¹⁷ The number of beneficial holders of ETH may have been impacted by the 10:1 reverse stock split, as investors with fewer than 10 shares would have received a cash payout.

¹⁸ See supra note 5.

29, 2024 (for ETHE and ETH) or November 29, 2024 - through December 31, 2024 (for ETHW).¹⁹

<u>Ether Fund</u>	<u>Trading Volume (Shares)</u>	<u>Trading Volume (Notional \$)</u>	<u>ADV (Shares)</u>
ETHE	427,312,540	\$10,289,781,199	4,237,811
ETH	172,400,020	\$4,614,428,230	3,065,796
ETHW	44,477,060	\$959,491,343	291,627

As demonstrated above, even though the Ether Funds have been trading for less than one year, the trading volume for each Ether Fund is substantially higher than 2,400,000 shares (roughly 178, 72, and 16 times that amount), which is the minimum 12-month volume the Exchange generally requires for a security in order to list options on that security as set forth in Exchange Rule 402(b). The Exchange believes this data demonstrates that each Ether Fund is characterized by a substantial number of outstanding shares that are actively traded.

In addition to satisfying the Exchange's initial listing standards, options on the Ether Funds will be subject to the Exchange's continued listing standards as set forth in Exchange Rule 403(g).²⁰ Pursuant to Exchange Rule 403(g), the Exchange will not open for trading any additional series of option contracts covering a fund traded on the Exchange if such fund ceases to be an "NMS stock" as provided for Exchange Rule 402(b) or the fund is halted from trading on its primary market.²¹ Additionally, options on funds traded on the Exchange may be subject

¹⁹ See FactSet, 11/29/2024 and 12/31/24, <https://www.factset.com/data-attribution>.

²⁰ The Exchange proposes to amend Exchange Rule 402(i)(4) to include the Ether Funds in the list of ETPs deemed "Exchange-Traded Fund Shares" -- of ETFs -- for purposes of the continued listing standards set forth in Exchange Rule 403(g). See proposed Exchange Rule 402(i)(4).

²¹ See Exchange Rule 403(g).

to the suspension of opening transactions as follows: (1) the fund no longer meets the terms of Exchange Rule 403(b); (2) following the initial twelve-month period beginning upon the commencement of trading of the fund, there are fewer than 50 record and/or beneficial holders of the fund for 30 or more consecutive trading days; (3) the value of the underlying commodity is no longer calculated or available; or (4) such other event occurs or condition exists that in the opinion of the Exchange makes further dealing on the Exchange inadvisable.

Options on each Ether Fund will be physically settled contracts with American-style exercise.²² Consistent with Exchange Rule 404, which governs the opening of options series on a specific underlying security (including ETFs and ETPs), the Exchange will open at least one expiration month for options on each Ether Fund²³ at the commencement of trading on the Exchange and may also list series of options on Ether Funds for trading on a weekly,²⁴ monthly,²⁵ or quarterly²⁶ basis. The Exchange may also list long-term equity option series

²² See Exchange Rule 401 (Rights and Obligations of Holders and Writers), which provides that the rights and obligations of holders and writers of option contracts of any class of options dealt in on the Exchange shall be as set forth in the Rules of the Options Clearing Corporation (“OCC”). See also OCC Rules, Chapter VIII, which governs exercise and assignment, and Chapter IX, which governs the discharge of delivery and payment obligations arising out of the exercise of physically settled stock option contracts. OCC Rules can be located at: https://www.theocc.com/getmedia/9d3854cd-b782-450f-bcf7-33169b0576ce/occ_rules.pdf.

²³ See Exchange Rule 404. The monthly expirations are subject to certain listing criteria for underlying securities described within Exchange Rule 402. Monthly listings expire the third Friday of the month. The term “expiration date” (unless separately defined elsewhere in the OCC By-Laws), when used in respect of an option contract (subject to certain exceptions), means the third Friday of the expiration month of such option contract, or if such Friday is a day on which the exchange on which such option is listed is not open for business, the preceding day on which such exchange is open for business. See OCC By-Laws Article I, Section 1. Pursuant to Exchange Rule 404(c), additional series of options of the same class may be opened for trading on the Exchange when the Exchange deems it necessary to maintain an orderly market, to meet customer demand or when the market price of the underlying stock moves more than five strike prices from the initial exercise price or prices. Pursuant to Exchange Rule 404(e), new series of options on an individual stock may be added until the beginning of the month in which the options contract will expire. Due to unusual market conditions, the Exchange, in its discretion, may add a new series of options on an individual stock until the close of trading on the business day prior to expiration.

²⁴ See Exchange Rule 404, Interpretation and Policy .02.

²⁵ See Exchange Rule 404, Interpretation and Policy .13.

²⁶ See Exchange Rule 404, Interpretation and Policy .03.

(“LEAPS”) that expire from twelve to thirty-nine months from the time they are listed.²⁷

Pursuant to Exchange Rule 404(g), which governs strike prices of series of options on ETFs, the interval between strike prices of series of options on Ether Funds will be \$1 or greater when the strike price is \$200 or less and \$5 or greater where the strike price is over \$200.²⁸ Additionally, the Exchange may list series of options pursuant to the \$1 Strike Price Interval Program,²⁹ the \$0.50 Strike Program,³⁰ and the \$2.50 Strike Price Program.³¹ Pursuant to Exchange Rule 510, where the price of a series of an Ether Fund option is less than \$3.00, the minimum increment will be \$0.05, and where the price is \$3.00 or higher, the minimum increment will be \$0.10.³² Any and all new series of Ether Fund options that the Exchange lists will be consistent and comply with the expirations, strike prices, and minimum increments set forth in Exchange Rules 404 and 510, as applicable. Further, the Exchange notes that Exchange Rule 1502, which governs margin requirements applicable to the trading of all options on the Exchange, including options on ETFs and ETPs, will also apply to the trading of Ether Fund options.

Position and exercise limits for options on ETFs, including options on Ether Funds, are determined pursuant to MIAX Rules 307 and 309, respectively, as incorporated by reference into

²⁷ See Exchange Rule 406.

²⁸ The Exchange notes that for options listed pursuant to the Short Term Option Series Program, the Monthly Options Series Program, and the Quarterly Options Series Program, Exchange Rules 404, Interpretation and Policies .02, .03, and .13, specifically set forth intervals between strike prices on Short Term Option Series, Quarterly Options Series, and Monthly Options Series, respectively.

²⁹ See Exchange Rule 404, Interpretation and Policy .01.

³⁰ See Exchange Rule 404, Interpretation and Policy .04.

³¹ See Exchange Rule 404(f).

³² See Exchange Rule 510(a). If options on an Ether Fund are eligible to participate in the Penny Interval Program, the minimum increment of \$0.01 below \$3.00 and \$0.50 above \$3.00 would apply. See Exchange Rule 510(a)(3). See also Exchange Rule 510(c) (which describes the requirements for the Penny Interval Program).

the MIAX Pearl Rulebook. Position and exercise limits for ETF options vary according to the number of outstanding shares and the trading volumes of the underlying ETF over the six months, where the largest in capitalization and the most frequently traded ETFs have an option position and exercise limit of 250,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market; and smaller capitalization ETFs have position and exercise limits of 200,000, 75,000, 50,000 or 25,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market. Notwithstanding the position limits in the Exchange's affiliate MIAX Rule 307(d) and exercise limits in the Exchange's affiliate MIAX Rule 309, the Exchange proposes the position and exercise limits for the options on the Ether Funds to be 25,000 contracts on the same side pursuant to proposed Interpretation and Policy. 01 to the Exchange's affiliate MIAX Rule 307 and Interpretation and Policy. 01 to the Exchange's affiliate MIAX Rule 309.

Options on the Ether Funds will trade in the same manner as any other ETF or ETP options on the Exchange. The Exchange Rules that currently apply to the listing and trading of options on the Exchange, including, for example, Rules that govern listing criteria, expiration and exercise prices, minimum increments, margin requirements, customer accounts and trading halt procedures will apply to the listing and trading of Ether Funds on the Exchange in the same manner as they apply to all other ETFs and ETPs that are listed and traded on the Exchange, including the precious metal-backed commodity ETPs already deemed appropriate for options trading on the Exchange pursuant to Exchange Rule 404.

* * * * *

The Exchange notes that options on Ether Funds would not be available for trading until The Options Clearing Corporation ("OCC") represents to the Exchange that it is fully able to

clear and settle such options. The Exchange has also analyzed its capacity and represents that it and The Options Price Reporting Authority (“OPRA”) have the necessary systems capacity to handle the additional traffic associated with the listing of options on Ether Funds. The Exchange believes any additional traffic that would be generated from the trading of options on Ether Funds would be manageable. The Exchange represents that Exchange members will not have a capacity issue as a result of this proposed rule change.

The Exchange represents that the same surveillance procedures applicable to all other options currently listed and traded on the Exchange will apply to options on Ether Funds, and that it has the necessary systems capacity to support the new option series. The Exchange’s existing surveillance and reporting safeguards are designed to deter and detect possible manipulative behavior which might arise from listing and trading options on ETFs and ETPs, such as (existing) precious metal-commodity backed ETP options as well as the proposed options on Ether Funds. The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of options on Ether Funds in all trading sessions and to deter and detect violations of Exchange rules. Specifically, the Exchange’s market surveillance staff will have access to surveillances that it conducts, and that FINRA conducts on its behalf, with respect to the Ether Funds and, as appropriate, would review activity in the underlying Funds when conducting surveillances for market abuse or manipulation in the options on the Ether Funds. Additionally, the Exchange is a member of the Intermarket Surveillance Group (“ISG”) under the Intermarket Surveillance Group Agreement. ISG members work together to coordinate surveillance and investigative information sharing in the stock, options, and futures markets. In addition to the surveillance that is conducted by the Exchange’s market surveillance staff, the Exchange would also be able to obtain information regarding trading in shares of the Ether

Funds on other exchanges though ISG. Further, the Exchange has a Regulatory Services Agreement with the Financial Industry Regulatory Authority (“FINRA”). Pursuant to a multi-party 17d-2 joint plan, all options exchanges allocate regulatory responsibilities to FINRA to conduct certain options-related market surveillances.³³ The Exchange notes that it will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on the Ether Funds.

The underlying shares of spot ether ETPs, including the Ether Funds, are also subject to safeguards related to addressing market abuse and manipulation. As the Commission stated in its order approving proposals of several exchanges to list and trade shares of spot ether-based ETPs,

[e]ach Exchange has a comprehensive surveillance sharing agreement with the [Chicago Mercantile Exchange (“CME”)] via their common membership in the Intermarket Surveillance Group. This facilitates the sharing of information that is available to the CME through its surveillance of its markets, including its surveillance of the CME ethereum futures market.³⁴

The Exchange states that, given the consistently high correlation between the CME ether futures market and the spot ether market, as confirmed by the Commission through robust correlation analysis, the Commission was able to conclude that such surveillance sharing agreements could reasonably be “expected to assist in surveilling for fraudulent and manipulative acts and practices in the specific context of the [ether ETPs].”³⁵

³³ Section 19(g)(1) of the Act, among other things, requires every SRO registered as a national securities exchange or national securities association to comply with the Act, the rules and regulations thereunder, and the SRO's own rules, and, absent reasonable justification or excuse, enforce compliance by its members and persons associated with its members. See 15 U.S.C. 78q(d)(1) and 17 CFR 240.17d-2. Section 17(d)(1) of the Act allows the Commission to relieve an SRO of certain responsibilities with respect to members of the SRO who are also members of another SRO. Specifically, Section 17(d)(1) allows the Commission to relieve an SRO of its responsibilities to: (i) receive regulatory reports from such members; (ii) examine such members for compliance with the Act and the rules and regulations thereunder, and the rules of the SRO; or (iii) carry out other specified regulatory responsibilities with respect to such members.

³⁴ See Ether ETP Approval Order, 89 FR at 46938.

³⁵ See Ether ETP Approval Order, 89 FR at 46939.

In light of surveillance measures related to both options and futures as well as the Ether Funds,³⁶ the Exchange believes that existing surveillance procedures are designed to deter and detect possible manipulative behavior which might potentially arise from listing and trading the proposed options on the Ether Funds. Further, the Exchange represents that it will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on Ether Funds.

Finally, quotation and last sale information for ETFs is available via the Consolidated Tape Association (“CTA”) high speed line. Quotation and last sale information for such securities is also available from the exchange on which such securities are listed. Quotation and last sale information for options on the Ether Funds will be available via Options Price Reporting Authority (“OPRA”) and major market data vendors.

The Exchange believes that offering options on Ether Funds will benefit investors by providing them with an additional, relatively lower cost investing tool to gain exposure to the price of ether and hedging vehicle to meet their investment needs in connection with Ether-related products and positions. The Exchange expects investors will transact in options on Ether Funds in the unregulated over-the-counter (“OTC”) options market,³⁷ but may prefer to trade such options in a listed environment to receive the benefits of trading listed options, including (1) enhanced efficiency in initiating and closing out position; (2) increased market transparency; and (3) heightened contra-party creditworthiness due to the role of OCC as issuer and guarantor of all listed options. The Exchange believes that listing Ether Funds options may cause investors to bring this liquidity to the Exchange, would increase market transparency and enhance the process

³⁶ See Ether ETP Approval Order.

³⁷ The Exchange understands from customers that investors have historically transacted in options on ETFs in the OTC options market if such options were not available for trading in a listed environment.

of price discovery conducted on the Exchange through increased order flow. The Exchange notes that the ETPs that hold precious metal commodities on which the Exchange may already list and trade options are trusts structured in substantially the same manner as Ether Funds and essentially offer the same objectives and benefits to investors, just with respect to different assets. The Exchange notes that it has not identified any issues with the continued listing and trading of options on any ETFs or ETPs that hold commodities (i.e., precious metals) that it currently lists and trades on the Exchange.

Finally, the Exchange notes that applicable Exchange rules will require that customers receive appropriate disclosure before trading options in Ether Funds.³⁸ Further, brokers opening accounts and recommending options transactions must comply with relevant customer suitability standards.³⁹

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.⁴⁰ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁴¹ 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

³⁸ See Exchange's affiliate MIAX Rules 1307(b) and (e).

³⁹ See Exchange's affiliate MIAX Rule 1309.

⁴⁰ 15 U.S.C. 78f(b).

⁴¹ 15 U.S.C. 78f(b)(5).

market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁴² requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that the proposal to list and trade options on the Ether Funds will remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, protect investors because offering options on Ether Funds will provide investors with a greater opportunity to realize the benefits of utilizing options on Ether Funds, including cost efficiencies and increased hedging strategies.

The Exchange believes that offering Ether Fund options will benefit investors by providing them with a relatively lower-cost risk management tool, which will allow them to manage their positions and associated risk in their portfolios more easily in connection with exposure to the price of ether and with ether-related products and positions. Additionally, the Exchange's offering of Ether Fund options will provide investors with the ability to transact in such options in a listed market environment as opposed to in the unregulated OTC options market, which would increase market transparency and enhance the process of price discovery conducted on the Exchange through increased order flow to the benefit of all investors. The Exchange also notes that it already lists options on other commodity-based ETPs,⁴³ which, as described above, are trusts structured in substantially the same manner as Ether Funds and essentially offer the same objectives and benefits to investors, just with respect to a different commodity (i.e., Ether rather than precious metals) and for which the Exchange has not

⁴² Id.

⁴³ See Exchange Rule 402(i)(4).

identified any issues with the continued listing and trading of commodity-backed ETP options it currently lists for trading.

The Exchange also believes the proposed rule change will remove impediments to and perfect the mechanism of a free and open market and a national market system, because it is consistent with current Exchange Rules, previously filed with the Commission. Options on Ether Funds satisfy the initial listing standards and continued listing standards currently in the Exchange Rules applicable to options on all ETFs, including ETFs that hold other commodities already deemed appropriate for options trading on the Exchange. Additionally, as demonstrated above, each Ether Fund is characterized by a substantial number of shares that are widely held and actively traded. Ether Fund options will trade in the same manner as any other ETF options — the same Exchange Rules that currently govern the listing and trading of all options on ETFs, including permissible expirations, strike prices and minimum increments, and applicable position and exercise limits (including as proposed in the filing submitted by Exchange’s affiliate, MIAX), and margin requirements, will govern the listing and trading of options on Ether Funds in the same manner.

The Exchange represents that it has the necessary systems capacity to support the new Ether Fund options. The Exchange believes that its existing surveillance and reporting safeguards are designed to deter and detect possible manipulative behavior which might arise from listing and trading options, including Ether Fund options. The Exchange’s existing surveillance and reporting safeguards are designed to deter and detect possible manipulative behavior which might arise from listing and trading options on ETFs and ETPs, such as (existing) precious metal-commodity backed ETP options as well as the proposed options on Ether Funds. The Exchange believes that its surveillance procedures are adequate to properly

monitor the trading of options on Ether Funds in all trading sessions and to deter and detect violations of Exchange rules. Specifically, the Exchange's market surveillance staff will have access to surveillances that it conducts, and that FINRA conducts on its behalf, with respect to the Ether Funds and, as appropriate, would review activity in the underlying Funds when conducting surveillances for market abuse or manipulation in the options on the Ether Funds. Additionally, the Exchange is a member of the ISG under the Intermarket Surveillance Group Agreement. ISG members work together to coordinate surveillance and investigative information sharing in the stock, options, and futures markets. In addition to the surveillance that is conducted by the Exchange's market surveillance staff, the Exchange would also be able to obtain information regarding trading in shares of the Ether Funds on other exchanges through ISG. Further, the Exchange has a Regulatory Services Agreement with the FINRA and as noted herein, pursuant to a multi-party 17d-2 joint plan, all options exchanges allocate regulatory responsibilities to FINRA to conduct certain options-related market surveillances. Further, the Exchange will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on the Ether Funds.

The underlying shares of spot ether ETPs, including the Ether Funds, are also subject to safeguards related to addressing market abuse and manipulation. As the Commission stated in its order approving proposals of several exchanges to list and trade shares of spot ether-based ETPs, "[e]ach Exchange has a comprehensive surveillance-sharing agreement with the CME via their common membership in the Intermarket Surveillance Group. This facilitates the sharing of information that is available to the CME through its surveillance of its markets, including its surveillance of the CME ether futures market."⁴⁴ The Exchange states that, given the consistently

⁴⁴ See Ether ETP Approval Order, 89 FR, at 46938.

high correlation between the CME ethereum futures market and the spot ethereum market, as confirmed by the Commission through robust correlation analysis, the Commission was able to conclude that such surveillance sharing agreements could reasonably be “expected to assist in surveilling for fraudulent and manipulative acts and practices in the specific context of the [Ether ETPs].”⁴⁵ In light of surveillance measures related to both options and futures as well as the underlying Ether Funds,⁴⁶ the Exchange believes that existing surveillance procedures are designed to deter and detect possible manipulative behavior which might potentially arise from listing and trading the proposed options on the Ether Funds. Further, the Exchange will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on ether ETPs.

Finally, the Exchange notes that this proposal will remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, protect investors because applicable Exchange rules will require that customers receive appropriate disclosure before trading options in Ether Funds⁴⁷ and will require that brokers opening accounts and recommending options transactions must comply with relevant customer suitability standards.⁴⁸

⁴⁵ See Ether ETP Approval Order, 89 FR, at 46938.

⁴⁶ See Amendment No. 2 to Proposed Rule Change to List and Trade Shares of the Grayscale Ethereum ETF under NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares) (SR-NYSEARCA-2023-70), filed May 21, 2024, available at <https://www.sec.gov/comments/sr-nysearca-2023-70/srnysearca202370-475871-1363474.pdf>; Amendment No. 1 to Proposed Rule Change to List and Trade Shares of the Bitwise Ethereum ETF under NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares) (SR-NYSEARCA-2024-31), filed May 21, 2024, available at <https://www.sec.gov/comments/sr-nysearca-2024-31/srnysearca202431-475891-1363514.pdf>; and Amendment No.2 to Proposed Rule Change to List and Trade Shares of the Grayscale Ethereum Mini ETF under NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares) (SR-NYSEARCA-2024-44), filed May 22, 2024, available at <https://www.sec.gov/comments/sr-nysearca-2024-44/srnysearca202444-476231-1364174.pdf>.

⁴⁷ See Exchange’s affiliate MIAX Rules 1307(b) and (e).

⁴⁸ See Exchange’s affiliate MIAX Rule 1309.

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. In this regard and as indicated above, the Exchange notes that the rule change is being proposed as a competitive response to the filing submitted by NYSE American.⁴⁹

Intramarket Competition: The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act as options on the Ether Funds would need to satisfy the initial listing standards set forth in the Exchange Rules in the same manner as any other ETF before the Exchange could list options on them. Additionally, Ether Fund options will be equally available to all market participants who wish to trade such options and will trade generally in the same manner as other options. Exchange Rules currently applicable to the listing and trading of options on ETFs on the Exchange will apply in the same manner to the listing and trading of all options on Ether Funds. Also, and as stated above, the Exchange already lists options on other commodity-based ETPs.⁵⁰

Intermarket Competition: The Exchange does not believe that the proposal to list and trade options on Ether Funds will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the extent that the advent of the Ether Funds options trading on the Exchange may make the Exchange a more attractive marketplace to market participants at other exchanges, such market participants are free to elect to become market participants on the Exchange. Additionally, other options exchanges are free

⁴⁹ See supra note 5.

⁵⁰ See Exchange Rule 402(i).

to amend their listing rules, as applicable, to permit them to list and trade options on the Ether Funds. The Exchange notes that listing and trading Ether Funds options on the Exchange will subject such options to transparent exchange-based rules as well as price discovery and liquidity, as opposed to alternatively trading such options in the OTC market.

The Exchange believes that the proposed rule change may relieve any burden on, or otherwise promote, competition as it is designed to increase competition for order flow on the Exchange in a manner that is beneficial to investors by providing them with a lower-cost option to hedge their investment portfolios. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues that offer similar products. Ultimately, the Exchange believes that offering the Ether Funds options for trading on the Exchange will promote competition by providing investors with an additional, relatively low-cost means to hedge their portfolios and meet their investment needs in connection with ether prices and ether-related products and positions on a listed options exchange.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

Not applicable.

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

Pursuant to Section 19(b)(3)(A) of the Act⁵¹ and Rule 19b-4(f)(6)⁵² thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly

⁵¹ 15 U.S.C. 78s(b)(3)(A).

⁵² 17 CFR 240.19b-4(f)(6).

affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Exchange believes that the proposed rule change to permit the Exchange to list and trade options on the Ether Funds would not significantly affect the protection of investors or the public interest and does not impose any significant burden on competition because the proposal is substantively similar to a proposal by NYSE American that was recently approved by the Commission.⁵³ The NYSE American Ether Approval Order provides that NYSE American may list and trade options on the same ether ETFs as proposed by the Exchange herein on substantively similar terms and conditions (i.e., 25,000 position and exercise limits). Accordingly, the Exchange believes this proposal does not raise any new, unique or novel substantive issues from those raised by NYSE American to list and trade options on the Ether Funds, which proposal was approved by the Commission.

Therefore, the Exchange believes that the proposed rule change is well-suited for, and meets the standards applicable to, the Commission's treatment of non-controversial proposals under Section 19(b)(3)(A) of the Act⁵⁴ and Rule 19b-4(f)(6) thereunder.⁵⁵

Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file a 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.

⁵³ See supra note 5.

⁵⁴ 15 U.S.C. 78s(b)(3)(A).

⁵⁵ 17 CFR 240.19b-4(f)(6).

Furthermore, a proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act⁵⁶ normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)⁵⁷ permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest.

The Exchange respectfully requests that the Commission waive the five business day notice of the Exchange's intent to file this proposed rule change, as well as the 30-day operative delay, so that the proposed rule change may become immediately operative pursuant to Section 19(b)(3)(A) and Rule 19b-4(f)(6) thereunder. Waiver of these periods will allow the Exchange to immediately implement the proposed rule change upon its filing with the Commission, allowing the Exchange to immediately provide investors an additional source of liquidity for the Ether Funds. The Exchange believes that waiver of both the operative delay and the requirement to provide five-days' written notice of the proposed rule change would be consistent with the protection of investors and the public interest because the Exchange believes that most, if not all, other competing exchanges filed to list (or plan to file to list) options on the Ether Funds subject to this proposal, effective immediately. The requested waivers would, therefore, allow the Exchange to immediately compete with other options exchanges for options order flow based on the Ether Funds subject to this filing. Investors and the public interest will benefit by the trading of these option contracts on additional exchanges, via increased price competition. Accordingly, the proposed waivers do not give rise to any novel investor protection concerns, as the Exchange's listing rules for these products are substantially similar to the listing exchange's rules for such products, which has been subject to Commission review and approval.⁵⁸

⁵⁶ 17 CFR 240.19b-4(f)(6).

⁵⁷ Id.

⁵⁸ See supra note 5.

The Exchange respectfully requests that the Commission waive the 30-day operative delay.

Waiver of the operative delay is consistent with the protection of investors and the public interest because it will ensure fair competition among the exchanges by allowing the Exchange to list options on the Ether Funds at or near the same time as NYSE American.

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.

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

The proposed rule change is based on the NYSE American Ether Approval Order.⁵⁹

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

Not applicable.

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

Not applicable.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.

5. Text of proposed rule change.

⁵⁹ See supra note 5.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-PEARL-2025-16)

April ____, 2025

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIAX PEARL, LLC to Amend Exchange Rule 402, Criteria for Underlying Securities, to List and Trade Options on the Grayscale Ethereum Trust, the Grayscale Ethereum Mini Trust, and the Bitwise Ethereum ETF

Pursuant to the provisions of 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 April ____, 2025, MIAX PEARL, LLC (“MIAX Pearl” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a proposed rule change as described in Items I, II, and III below, which Items have been prepared by MIAX Pearl. 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 Exchange Rule 402, Criteria for Underlying Securities, to list and trade options on the Grayscale Ethereum Trust (the “Grayscale Fund” or “ETHE”), the Grayscale Ethereum Mini Trust (the “Grayscale Mini Fund” or “ETH”), and the Bitwise Ethereum ETF (the “Bitwise Fund” or “ETHW” and, collectively, the “Ethereum Funds” or “Funds”).

The text of the proposed rule change is available on the Exchange’s website at <https://www.miaxglobal.com/markets/us-equities/pearl-equities/rule-filings>, at MIAX Pearl’s principal office, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

In its filing with the Commission, MIAX Pearl 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. MIAX Pearl 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 Exchange proposes to amend Exchange Rule 402, Criteria for Underlying Securities,³ to allow the Exchange to list and trade options on the Ether Funds, designating them as appropriate for options trading on the Exchange.⁴ This is a competitive filing based on a similar proposal submitted by NYSE American, LLC (“NYSE American”), which was approved by the Securities and Exchange Commission (the “Commission”).⁵

³ The Exchange notes that its affiliate options exchanges, Miami International Securities Exchange, LLC (“MIAX”) and MIAX Sapphire, LLC (“MIAX Sapphire”), submitted (or will submit) substantively similar proposals. The Exchange notes that all the rules of Chapter III of MIAX, including MIAX Rules 307 and 309, are incorporated by reference into the MIAX Pearl and MIAX Sapphire rulebooks. The Exchange also notes that all of the rules of Chapter III of MIAX, including MIAX Rules 307 and 309, and the rules of Chapter IV of the MIAX, including MIAX Rule 402, are incorporated by reference into the MIAX Emerald, LLC (“MIAX Emerald”) rulebook.

⁴ See Securities Exchange Act Release Nos. 100224 (May 23, 2024), 89 FR 46937 (May 30, 2024) (SR-NYSEArca-2023-70; SR-NYSEArca-2024-31; SR-NASDAQ-2023-045; SR-CboeBZX-2023-069; SR-CboeBZX-2023-070; SR-CboeBZX-2023-087; SR-CboeBZX-2023-095; and SRCboeBZX-2024-018) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to List and Trade Shares of Ether-Based Exchange-Traded Products) (“Ether ETP Approval Order”); and 100541 (July 17, 2024), 89 FR 59786 (July 23, 2024) (SR-NYSEArca-2024-44; and SR-NYSEArca-2024-53) (Order Granting Approval of Proposed Rule Changes To List and Trade Shares of the Grayscale Ethereum Mini Trust and ProShares Ethereum ETF).

⁵ See Securities Exchange Act Release No. 102799 (April 9, 2025) (SR-NYSEAMER-2024-45)(Self-Regulatory Organizations; NYSE American LLC; Notice of Filing of Amendment No. 2 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 2, to Amend Exchange Rule 915 To Permit the Listing and Trading of Options on the Bitwise Ethereum ETF, the Grayscale Ethereum Trust, and the Grayscale Ethereum Mini Trust)(“NYSE American Ether Approval Order”).

Exchange Rule 402(i) provides that, subject to certain other criteria set forth in the Rule, securities deemed appropriate for options trading include Exchange-Traded Fund Shares (or ETFs) as defined in Subparagraphs (1)-(5), including Exchange-Traded Fund Shares, that represent certain types of interests,⁶ and exchange traded products (“ETPs”), structured as trusts that hold precious metals (which are deemed commodities).⁷ Last year, the Exchange received approval from the Commission to list and trade options on specific funds that hold bitcoin (also

⁶ See Exchange Rule 402(i), which permits options trading on exchange-traded funds (“ETFs”) that: (1) represent interests in registered investment companies (or series thereof) organized as open-end management investment companies, unit investment trusts or similar entities that hold portfolios of securities and/or financial instruments (“Funds”), including, but not limited to, stock index futures contracts, options on futures, options on securities and indices, equity caps, collars and floors, swap agreements, forward contracts, repurchase agreements and reverse repurchase agreements (the “Financial Instruments”), and money market instruments, including, but not limited to, U.S. government securities and repurchase agreements (the “Money Market Instruments”) comprising or otherwise based on or representing investments in broad-based indexes or portfolios of securities and/or Financial Instruments and Money Market Instruments (or that hold securities in one or more other registered investment companies that themselves hold such portfolios of securities and/or Financial Instruments and Money Market Instruments); (2) represent interests in a trust or similar entity that holds a specified non-U.S. currency or currencies deposited with the trust which when aggregated in some specified minimum number may be surrendered to the trust or similar entity by the beneficial owner to receive the specified non-U.S. currency or currencies and pays the beneficial owner interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the trust (“Currency Trust Shares”); (3) represent commodity pool interests principally engaged, directly or indirectly, in holding and/or managing portfolios or baskets of securities, commodity futures contracts, options on commodity futures contracts, swaps, forward contracts and/or options on physical commodities and/or non-U.S. currency (“Commodity Pool ETFs”); (4) are issued by the SPDR® Gold Trust, the iShares COMEX Gold Trust, the iShares Silver Trust, the Aberdeen Standard Silver ETF Trust, the Aberdeen Standard Physical Gold Trust, the Aberdeen Standard Palladium ETF Trust, the Aberdeen Standard Platinum ETF Trust, the Goldman Sachs Physical Gold ETF, the Sprott Physical Gold Trust, the iShares Bitcoin Trust, the Grayscale Bitcoin Trust, the Grayscale Bitcoin Mini Trust, the Bitwise Bitcoin ETF, the Fidelity Wise Origin Bitcoin Fund, the ARK 21 Shares Bitcoin ETF, the Fidelity Ethereum Fund, or iShares Ethereum Trust; or (5) represent an interest in a registered investment company (“Investment Company”) organized as an open-end management company or similar entity, that invests in a portfolio of securities selected by the Investment Company’s investment adviser consistent with the Investment Company’s investment objectives and policies, which is issued in a specified aggregate minimum number in return for a deposit of a specified portfolio of securities and/or a cash amount with a value equal to the next determined net asset value (“NAV”), and when aggregated in the same specified minimum number, may be redeemed at a holder’s request, which holder will be paid a specified portfolio of securities and/or cash with a value equal to the next determined NAV (“Managed Fund Share”); provided that all of the conditions listed in (5)(i) and 5(ii) are met.

⁷ On November 22, 2024, the Commission approved the Exchange’s proposal to list and trade options on the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, the Bitwise Bitcoin ETF, Fidelity Wise Origin Bitcoin Fund, and the ARK 21Shares Bitcoin ETF. See Securities Exchange Act Release Nos. 101718 (November 22, 2024), 89 FR 94784 (November 29, 2024)(SR-PEARL-2024-53); and 101719 (November 22, 2024), 89 FR 94812 (November 29, 2024)(SR-PEARL-2024-54).

deemed a commodity).⁸ Like ETPs backed by precious metals and bitcoin (i.e., commodities), the Exchange proposes to allow options trading on the Ether Funds that hold ether -- which is also deemed a commodity.

The Ether Funds are structured as trusts that hold ether. Like ETFs and ETPs currently deemed appropriate for options trading, the investment objective of each Ether Fund trust is for its shares to reflect the performance of ether (less the expenses of the trust's operations), offering investors an opportunity to gain exposure to ether without the complexities of ether delivery. Each Ether Fund's shares represent units of fractional undivided beneficial interest in the trust, the assets of which consist principally of ether and are designed to track ether or the performance of the price of ether and offer access to the ether market.⁹ The Ether Funds provide investors with cost-efficient alternatives that allow a level of participation in the ether market through the securities market.

The Exchange believes each Ether Fund satisfies the Exchange's initial listing standards set forth in Exchange Rule 402(b).¹⁰ The Exchange notes that the Ether Funds also satisfy the listing standard applied to ETFs traded on the Exchange that they be available for creation and

⁸ See Securities Exchange Act Release Nos. 101701 (November 21, 2024), 89 FR 93672 (November 27, 2024) (SR-PEARL-2024-52) (Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 402, Criteria for Underlying Securities, Exchange To Allow the Exchange To List and Trade Options on the iShares Bitcoin Trust); 101719 (November 22, 2024), 89 FR 94784 (November 29, 2024) (SR-PEARL-2024-53) (Notice Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 402, Criteria for Underlying Securities, Exchange To Allow the Exchange To List and Trade Options on the Grayscale Bitcoin Trust, the Grayscale Bitcoin Mini Trust, and the Bitwise Bitcoin ETF); 101718 (November 22, 2024), 89 FR 94812 (November 29, 2024) (SR-PEARL-2024-54) (Self-Regulatory Organizations; MIAX PEARL, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 402, Criteria for Underlying Securities, Exchange To Allow the Exchange To List and Trade Options on the Fidelity Wise Origin Bitcoin Fund (the "Fidelity Fund") and the ARK 21Shares Bitcoin ETF (the "ARK 21 Fund"))).

⁹ The trust may include minimal cash.

¹⁰ Subparagraphs a. and b. of Exchange Rule 402 provide for guidelines to be used by the Exchange when evaluating potential underlying securities for Exchange option transactions.

redemption each business day as set forth in Exchange Rule 402(i)(5)(i)(B).¹¹

First, each of the Ether Funds satisfy the criteria and guidelines set forth in Exchange Rule 402(a). Pursuant to Exchange Rule 402(a), a security on which options may be listed and traded on the Exchange must be registered (with the Commission) and be an NMS stock (as defined in Rule 600 of Regulation NMS under the Act) and be characterized by a substantial number of outstanding shares that are widely held and actively traded.¹² Each of the Ether Funds is an NMS Stock as defined in Rule 600 of Regulation NMS under the Act.¹³ The Exchange believes each Ether Fund is characterized by a substantial number of outstanding shares that are widely held and actively traded.

Pursuant to the data presented in the NYSE American Ether Approval Order,¹⁴ as of November 29, 2024, the Ether Funds had the following number of shares outstanding (and corresponding market capitalization):

<u>Ether Fund</u>	<u>Shares Outstanding</u>	<u>Market Capitalization</u> <u>(11/29/24)</u>
ETHE	177,838,500	\$5,425,852,635

¹¹ Exchange Rule 402(i)(5)(i)(B) requires that ETFs be available for creation or redemption each business day from or through the issuer in cash or in kind at a price related to net asset value, and the issuer must be obligated to issue ETFs in a specified aggregate number even if some or all of the investment assets required to be deposited have not been received by the issuer, subject to the condition that the person obligated to deposit the investments has undertaken to deliver the investment assets as soon as possible and such undertaking is secured by the delivery and maintenance of collateral consisting of cash or cash equivalents satisfactory to the issuer, as provided in the respective prospectus.

¹² The criteria and guidelines for a security to be considered widely held and actively traded are set forth in Exchange Rule 402(b), subject to exceptions.

¹³ An “NMS stock” means any NMS security other than an option, and an “NMS security” means any security or class of securities for which transaction reports are collected, processed, and made available pursuant to an effective transaction reporting plan (or an effective national market system plan for reporting transaction in listed options). See 17 CFR 242.600(b)(64) (definition of “NMS security”) and (65) (definition of “NMS stock”).

¹⁴ See supra note 5.

ETH	45,220,787	\$1,547,003,157
ETHW	16,600,000	\$430,886,200

As shown above, each of the Ether Funds had significantly more than 7,000,000 shares outstanding, which is the minimum number of shares of a corporate stock that the Exchange generally requires to list options on that stock pursuant to Exchange Rule 402(b)(1).¹⁵ The Exchange believes this demonstrates that each Ether Fund is characterized by a substantial number of outstanding shares.

Further, according to the NYSE American Ether Approval Order¹⁶, the below table contains information regarding the number of beneficial holders of the Ether Funds as of December 31, 2024.

<u>Ether Fund</u>	<u>Beneficial Holders</u> (as of 12/31/24)
ETHE	112,320
ETH	17,396
ETHW	5,992

As this table shows, each Ether Fund has significantly more than 2,000 beneficial holders (approximately 56, 9, and 3 times more, respectively), which is the minimum number of holders the Exchange generally requires for corporate stock in order to list options on that stock pursuant

¹⁵ The Exchange notes that on November 19, 2024, ETH underwent a reverse stock split, reducing the number of shares outstanding -- and increasing the share price -- tenfold.

¹⁶ See supra note 5.

to pursuant to Exchange Rule 402(b)(2).¹⁷ Therefore, the Exchange believes the shares of each Ether Fund are widely held.

The Exchange also believes that, based on trading volume since the Funds began trading on July 23, 2024, shares of the Ether Funds are actively traded. In particular, according to the NYSE American Ether Approval Order,¹⁸ the table below sets forth the total trading volume (by shares and notional) from the inception of trading through either November 29, 2024 (for ETHE and ETH) or December 31, 2024 (for ETHW). In addition, the below table illustrates the average daily volume (“ADV”) over the 30-day period of either October 29, 2024 - through November 29, 2024 (for ETHE and ETH) or November 29, 2024 - through December 31, 2024 (for ETHW).¹⁹

<u>Ether Fund</u>	<u>Trading Volume</u> (Shares)	<u>Trading Volume</u> (Notional \$)	<u>ADV (Shares)</u>
ETHE	427,312,540	\$10,289,781,199	4,237,811
ETH	172,400,020	\$4,614,428,230	3,065,796
ETHW	44,477,060	\$959,491,343	291,627

As demonstrated above, even though the Ether Funds have been trading for less than one year, the trading volume for each Ether Fund is substantially higher than 2,400,000 shares (roughly 178, 72, and 16 times that amount), which is the minimum 12-month volume the Exchange generally requires for a security in order to list options on that security as set forth in

¹⁷ The number of beneficial holders of ETH may have been impacted by the 10:1 reverse stock split, as investors with fewer than 10 shares would have received a cash payout.

¹⁸ See supra note 5.

¹⁹ See FactSet, 11/29/2024 and 12/31/24, <https://www.factset.com/data-attribution>.

Exchange Rule 402(b). The Exchange believes this data demonstrates that each Ether Fund is characterized by a substantial number of outstanding shares that are actively traded.

In addition to satisfying the Exchange's initial listing standards, options on the Ether Funds will be subject to the Exchange's continued listing standards as set forth in Exchange Rule 403(g).²⁰ Pursuant to Exchange Rule 403(g), the Exchange will not open for trading any additional series of option contracts covering a fund traded on the Exchange if such fund ceases to be an "NMS stock" as provided for Exchange Rule 402(b) or the fund is halted from trading on its primary market.²¹ Additionally, options on funds traded on the Exchange may be subject to the suspension of opening transactions as follows: (1) the fund no longer meets the terms of Exchange Rule 403(b); (2) following the initial twelve-month period beginning upon the commencement of trading of the fund, there are fewer than 50 record and/or beneficial holders of the fund for 30 or more consecutive trading days; (3) the value of the underlying commodity is no longer calculated or available; or (4) such other event occurs or condition exists that in the opinion of the Exchange makes further dealing on the Exchange inadvisable.

Options on each Ether Fund will be physically settled contracts with American-style exercise.²² Consistent with Exchange Rule 404, which governs the opening of options series on a specific underlying security (including ETFs and ETPs), the Exchange will open at least one

²⁰ The Exchange proposes to amend Exchange Rule 402(i)(4) to include the Ether Funds in the list of ETPs deemed "Exchange-Traded Fund Shares" -- of ETFs -- for purposes of the continued listing standards set forth in Exchange Rule 403(g). See proposed Exchange Rule 402(i)(4).

²¹ See Exchange Rule 403(g).

²² See Exchange Rule 401 (Rights and Obligations of Holders and Writers), which provides that the rights and obligations of holders and writers of option contracts of any class of options dealt in on the Exchange shall be as set forth in the Rules of the Options Clearing Corporation ("OCC"). See also OCC Rules, Chapter VIII, which governs exercise and assignment, and Chapter IX, which governs the discharge of delivery and payment obligations arising out of the exercise of physically settled stock option contracts. OCC Rules can be located at: https://www.theocc.com/getmedia/9d3854cd-b782-450f-bcf7-33169b0576ce/occ_rules.pdf.

expiration month for options on each Ether Fund²³ at the commencement of trading on the Exchange and may also list series of options on Ether Funds for trading on a weekly,²⁴ monthly,²⁵ or quarterly²⁶ basis. The Exchange may also list long-term equity option series (“LEAPS”) that expire from twelve to thirty-nine months from the time they are listed.²⁷

Pursuant to Exchange Rule 404(g), which governs strike prices of series of options on ETFs, the interval between strike prices of series of options on Ether Funds will be \$1 or greater when the strike price is \$200 or less and \$5 or greater where the strike price is over \$200.²⁸ Additionally, the Exchange may list series of options pursuant to the \$1 Strike Price Interval Program,²⁹ the \$0.50 Strike Program,³⁰ and the \$2.50 Strike Price Program.³¹ Pursuant to Exchange Rule 510, where the price of a series of an Ether Fund option is less than \$3.00, the minimum increment will be \$0.05, and where the price is \$3.00 or higher, the minimum

²³ See Exchange Rule 404. The monthly expirations are subject to certain listing criteria for underlying securities described within Exchange Rule 402. Monthly listings expire the third Friday of the month. The term “expiration date” (unless separately defined elsewhere in the OCC By-Laws), when used in respect of an option contract (subject to certain exceptions), means the third Friday of the expiration month of such option contract, or if such Friday is a day on which the exchange on which such option is listed is not open for business, the preceding day on which such exchange is open for business. See OCC By-Laws Article I, Section 1. Pursuant to Exchange Rule 404(c), additional series of options of the same class may be opened for trading on the Exchange when the Exchange deems it necessary to maintain an orderly market, to meet customer demand or when the market price of the underlying stock moves more than five strike prices from the initial exercise price or prices. Pursuant to Exchange Rule 404(e), new series of options on an individual stock may be added until the beginning of the month in which the options contract will expire. Due to unusual market conditions, the Exchange, in its discretion, may add a new series of options on an individual stock until the close of trading on the business day prior to expiration.

²⁴ See Exchange Rule 404, Interpretation and Policy .02.

²⁵ See Exchange Rule 404, Interpretation and Policy .13.

²⁶ See Exchange Rule 404, Interpretation and Policy .03.

²⁷ See Exchange Rule 406.

²⁸ The Exchange notes that for options listed pursuant to the Short Term Option Series Program, the Monthly Options Series Program, and the Quarterly Options Series Program, Exchange Rules 404, Interpretation and Policies .02, .03, and .13, specifically set forth intervals between strike prices on Short Term Option Series, Quarterly Options Series, and Monthly Options Series, respectively.

²⁹ See Exchange Rule 404, Interpretation and Policy .01.

³⁰ See Exchange Rule 404, Interpretation and Policy .04.

³¹ See Exchange Rule 404(f).

increment will be \$0.10.³² Any and all new series of Ether Fund options that the Exchange lists will be consistent and comply with the expirations, strike prices, and minimum increments set forth in Exchange Rules 404 and 510, as applicable. Further, the Exchange notes that Exchange Rule 1502, which governs margin requirements applicable to the trading of all options on the Exchange, including options on ETFs and ETPs, will also apply to the trading of Ether Fund options.

Position and exercise limits for options on ETFs, including options on Ether Funds, are determined pursuant to MIAX Rules 307 and 309, respectively, as incorporated by reference into the MIAX Pearl Rulebook. Position and exercise limits for ETF options vary according to the number of outstanding shares and the trading volumes of the underlying ETF over the past six months, where the largest in capitalization and the most frequently traded ETFs have an option position and exercise limit of 250,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market; and smaller capitalization ETFs have position and exercise limits of 200,000, 75,000, 50,000 or 25,000 contracts (with adjustments for splits, re-capitalizations, etc.) on the same side of the market. Notwithstanding the position limits in the Exchange's affiliate MIAX Rule 307(d) and exercise limits in the Exchange's affiliate MIAX Rule 309, the Exchange proposes the position and exercise limits for the options on the Ether Funds to be 25,000 contracts on the same side pursuant to proposed Interpretation and Policy. 01 to the Exchange's affiliate MIAX Rule 307 and Interpretation and Policy. 01 to the Exchange's affiliate MIAX Rule 309.

Options on the Ether Funds will trade in the same manner as any other ETF or ETP

³² See Exchange Rule 510(a). If options on an Ether Fund are eligible to participate in the Penny Interval Program, the minimum increment of \$0.01 below \$3.00 and \$0.50 above \$3.00 would apply. See Exchange Rule 510(a)(3). See also Exchange Rule 510(c) (which describes the requirements for the Penny Interval Program).

options on the Exchange. The Exchange Rules that currently apply to the listing and trading of options on the Exchange, including, for example, Rules that govern listing criteria, expiration and exercise prices, minimum increments, margin requirements, customer accounts and trading halt procedures will apply to the listing and trading of Ether Funds on the Exchange in the same manner as they apply to all other ETFs and ETPs that are listed and traded on the Exchange, including the precious metal-backed commodity ETPs already deemed appropriate for options trading on the Exchange pursuant to Exchange Rule 404.

* * * * *

The Exchange notes that options on Ether Funds would not be available for trading until The Options Clearing Corporation (“OCC”) represents to the Exchange that it is fully able to clear and settle such options. The Exchange has also analyzed its capacity and represents that it and The Options Price Reporting Authority (“OPRA”) have the necessary systems capacity to handle the additional traffic associated with the listing of options on Ether Funds. The Exchange believes any additional traffic that would be generated from the trading of options on Ether Funds would be manageable. The Exchange represents that Exchange members will not have a capacity issue as a result of this proposed rule change.

The Exchange represents that the same surveillance procedures applicable to all other options currently listed and traded on the Exchange will apply to options on Ether Funds, and that it has the necessary systems capacity to support the new option series. The Exchange’s existing surveillance and reporting safeguards are designed to deter and detect possible manipulative behavior which might arise from listing and trading options on ETFs and ETPs, such as (existing) precious metal-commodity backed ETP options as well as the proposed options on Ether Funds. The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of options on Ether Funds in all trading sessions and to deter and

detect violations of Exchange rules. Specifically, the Exchange’s market surveillance staff will have access to surveillances that it conducts, and that FINRA conducts on its behalf, with respect to the Ether Funds and, as appropriate, would review activity in the underlying Funds when conducting surveillances for market abuse or manipulation in the options on the Ether Funds. Additionally, the Exchange is a member of the Intermarket Surveillance Group (“ISG”) under the Intermarket Surveillance Group Agreement. ISG members work together to coordinate surveillance and investigative information sharing in the stock, options, and futures markets. In addition to the surveillance that is conducted by the Exchange’s market surveillance staff, the Exchange would also be able to obtain information regarding trading in shares of the Ether Funds on other exchanges through ISG. Further, the Exchange has a Regulatory Services Agreement with the Financial Industry Regulatory Authority (“FINRA”). Pursuant to a multi-party 17d-2 joint plan, all options exchanges allocate regulatory responsibilities to FINRA to conduct certain options-related market surveillances.³³ The Exchange notes that it will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on the Ether Funds.

The underlying shares of spot ether ETPs, including the Ether Funds, are also subject to safeguards related to addressing market abuse and manipulation. As the Commission stated in its order approving proposals of several exchanges to list and trade shares of spot ether-based ETPs,

[e]ach Exchange has a comprehensive surveillance sharing agreement with the [Chicago Mercantile Exchange (“CME”)] via their common membership in the Intermarket Surveillance Group. This facilitates the sharing of information that is

³³ Section 19(g)(1) of the Act, among other things, requires every SRO registered as a national securities exchange or national securities association to comply with the Act, the rules and regulations thereunder, and the SRO’s own rules, and, absent reasonable justification or excuse, enforce compliance by its members and persons associated with its members. See 15 U.S.C. 78q(d)(1) and 17 CFR 240.17d-2. Section 17(d)(1) of the Act allows the Commission to relieve an SRO of certain responsibilities with respect to members of the SRO who are also members of another SRO. Specifically, Section 17(d)(1) allows the Commission to relieve an SRO of its responsibilities to: (i) receive regulatory reports from such members; (ii) examine such members for compliance with the Act and the rules and regulations thereunder, and the rules of the SRO; or (iii) carry out other specified regulatory responsibilities with respect to such members.

available to the CME through its surveillance of its markets, including its surveillance of the CME ethereum futures market.³⁴

The Exchange states that, given the consistently high correlation between the CME ether futures market and the spot ether market, as confirmed by the Commission through robust correlation analysis, the Commission was able to conclude that such surveillance sharing agreements could reasonably be “expected to assist in surveilling for fraudulent and manipulative acts and practices in the specific context of the [ether ETPs].”³⁵

In light of surveillance measures related to both options and futures as well as the Ether Funds,³⁶ the Exchange believes that existing surveillance procedures are designed to deter and detect possible manipulative behavior which might potentially arise from listing and trading the proposed options on the Ether Funds. Further, the Exchange represents that it will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on Ether Funds.

Finally, quotation and last sale information for ETFs is available via the Consolidated Tape Association (“CTA”) high speed line. Quotation and last sale information for such securities is also available from the exchange on which such securities are listed. Quotation and last sale information for options on the Ether Funds will be available via Options Price Reporting Authority (“OPRA”) and major market data vendors.

The Exchange believes that offering options on Ether Funds will benefit investors by providing them with an additional, relatively lower cost investing tool to gain exposure to the price of ether and hedging vehicle to meet their investment needs in connection with Ether-related products and positions. The Exchange expects investors will transact in options on Ether

³⁴ See Ether ETP Approval Order, 89 FR at 46938.

³⁵ See Ether ETP Approval Order, 89 FR at 46939.

³⁶ See Ether ETP Approval Order.

Funds in the unregulated over-the-counter (“OTC”) options market,³⁷ but may prefer to trade such options in a listed environment to receive the benefits of trading listed options, including (1) enhanced efficiency in initiating and closing out position; (2) increased market transparency; and (3) heightened contra-party creditworthiness due to the role of OCC as issuer and guarantor of all listed options. The Exchange believes that listing Ether Funds options may cause investors to bring this liquidity to the Exchange, would increase market transparency and enhance the process of price discovery conducted on the Exchange through increased order flow. The Exchange notes that the ETPs that hold precious metal commodities on which the Exchange may already list and trade options are trusts structured in substantially the same manner as Ether Funds and essentially offer the same objectives and benefits to investors, just with respect to different assets. The Exchange notes that it has not identified any issues with the continued listing and trading of options on any ETFs or ETPs that hold commodities (i.e., precious metals) that it currently lists and trades on the Exchange.

Finally, the Exchange notes that applicable Exchange rules will require that customers receive appropriate disclosure before trading options in Ether Funds.³⁸ Further, brokers opening accounts and recommending options transactions must comply with relevant customer suitability standards.³⁹

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

³⁷ The Exchange understands from customers that investors have historically transacted in options on ETFs in the OTC options market if such options were not available for trading in a listed environment.

³⁸ See Exchange’s affiliate MIAX Rules 1307(b) and (e).

³⁹ See Exchange’s affiliate MIAX Rule 1309.

Section 6(b) of the Act.⁴⁰ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁴¹ 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁴² requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes that the proposal to list and trade options on the Ether Funds will remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, protect investors because offering options on Ether Funds will provide investors with a greater opportunity to realize the benefits of utilizing options on Ether Funds, including cost efficiencies and increased hedging strategies.

The Exchange believes that offering Ether Fund options will benefit investors by providing them with a relatively lower-cost risk management tool, which will allow them to manage their positions and associated risk in their portfolios more easily in connection with exposure to the price of ether and with ether-related products and positions. Additionally, the Exchange's offering of Ether Fund options will provide investors with the ability to transact in such options in a listed market environment as opposed to in the unregulated OTC options market, which would increase market transparency and enhance the process of price discovery

⁴⁰ 15 U.S.C. 78f(b).

⁴¹ 15 U.S.C. 78f(b)(5).

⁴² Id.

conducted on the Exchange through increased order flow to the benefit of all investors. The Exchange also notes that it already lists options on other commodity-based ETPs,⁴³ which, as described above, are trusts structured in substantially the same manner as Ether Funds and essentially offer the same objectives and benefits to investors, just with respect to a different commodity (i.e., Ether rather than precious metals) and for which the Exchange has not identified any issues with the continued listing and trading of commodity-backed ETP options it currently lists for trading.

The Exchange also believes the proposed rule change will remove impediments to and perfect the mechanism of a free and open market and a national market system, because it is consistent with current Exchange Rules, previously filed with the Commission. Options on the Ether Funds satisfy the initial listing standards and continued listing standards currently in the Exchange Rules applicable to options on all ETFs, including ETFs that hold other commodities already deemed appropriate for options trading on the Exchange. Additionally, as demonstrated above, each Ether Fund is characterized by a substantial number of shares that are widely held and actively traded. Ether Fund options will trade in the same manner as any other ETF options — the same Exchange Rules that currently govern the listing and trading of all options on ETFs, including permissible expirations, strike prices and minimum increments, and applicable position and exercise limits (including as proposed in the filing submitted by Exchange’s affiliate, MIAX), and margin requirements, will govern the listing and trading of options on Ether Funds in the same manner.

The Exchange represents that it has the necessary systems capacity to support the new Ether Fund options. The Exchange believes that its existing surveillance and reporting safeguards are designed to deter and detect possible manipulative behavior which might arise

⁴³ See Exchange Rule 402(i)(4).

from listing and trading options, including Ether Fund options. The Exchange's existing surveillance and reporting safeguards are designed to deter and detect possible manipulative behavior which might arise from listing and trading options on ETFs and ETPs, such as (existing) precious metal-commodity backed ETP options as well as the proposed options on Ether Funds. The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of options on Ether Funds in all trading sessions and to deter and detect violations of Exchange rules. Specifically, the Exchange's market surveillance staff will have access to surveillances that it conducts, and that FINRA conducts on its behalf, with respect to the Ether Funds and, as appropriate, would review activity in the underlying Funds when conducting surveillances for market abuse or manipulation in the options on the Ether Funds. Additionally, the Exchange is a member of the ISG under the Intermarket Surveillance Group Agreement. ISG members work together to coordinate surveillance and investigative information sharing in the stock, options, and futures markets. In addition to the surveillance that is conducted by the Exchange's market surveillance staff, the Exchange would also be able to obtain information regarding trading in shares of the Ether Funds on other exchanges through ISG. Further, the Exchange has a Regulatory Services Agreement with the FINRA and as noted herein, pursuant to a multi-party 17d-2 joint plan, all options exchanges allocate regulatory responsibilities to FINRA to conduct certain options-related market surveillances. Further, the Exchange will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on the Ether Funds.

The underlying shares of spot ether ETPs, including the Ether Funds, are also subject to safeguards related to addressing market abuse and manipulation. As the Commission stated in its order approving proposals of several exchanges to list and trade shares of spot ether-based ETPs, "[e]ach Exchange has a comprehensive surveillance-sharing agreement with the CME via their

common membership in the Intermarket Surveillance Group. This facilitates the sharing of information that is available to the CME through its surveillance of its markets, including its surveillance of the CME ether futures market.”⁴⁴ The Exchange states that, given the consistently high correlation between the CME ethereum futures market and the spot ethereum market, as confirmed by the Commission through robust correlation analysis, the Commission was able to conclude that such surveillance sharing agreements could reasonably be “expected to assist in surveilling for fraudulent and manipulative acts and practices in the specific context of the [Ether ETPs].”⁴⁵ In light of surveillance measures related to both options and futures as well as the underlying Ether Funds,⁴⁶ the Exchange believes that existing surveillance procedures are designed to deter and detect possible manipulative behavior which might potentially arise from listing and trading the proposed options on the Ether Funds. Further, the Exchange will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on ether ETPs.

Finally, the Exchange notes that this proposal will remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, protect investors because applicable Exchange rules will require that customers receive appropriate disclosure before trading options in Ether Funds⁴⁷ and will require that brokers opening accounts

⁴⁴ See Ether ETP Approval Order, 89 FR, at 46938.

⁴⁵ See Ether ETP Approval Order, 89 FR, at 46938.

⁴⁶ See Amendment No. 2 to Proposed Rule Change to List and Trade Shares of the Grayscale Ethereum ETF under NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares) (SR-NYSEARCA-2023-70), filed May 21, 2024, available at <https://www.sec.gov/comments/sr-nysearca-2023-70/srnysearca202370-475871-1363474.pdf>; Amendment No. 1 to Proposed Rule Change to List and Trade Shares of the Bitwise Ethereum ETF under NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares) (SR-NYSEARCA-2024-31), filed May 21, 2024, available at <https://www.sec.gov/comments/sr-nysearca-2024-31/srnysearca202431-475891-1363514.pdf>; and Amendment No.2 to Proposed Rule Change to List and Trade Shares of the Grayscale Ethereum Mini ETF under NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares) (SR-NYSEARCA-2024-44), filed May 22, 2024, available at <https://www.sec.gov/comments/sr-nysearca-2024-44/srnysearca202444-476231-1364174.pdf>.

⁴⁷ See Exchange’s affiliate MIA X Rules 1307(b) and (e).

and recommending options transactions must comply with relevant customer suitability standards.⁴⁸

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. In this regard and as indicated above, the Exchange notes that the rule change is being proposed as a competitive response to the filing submitted by NYSE American.⁴⁹

Intramarket Competition: The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act as options on the Ether Funds would need to satisfy the initial listing standards set forth in the Exchange Rules in the same manner as any other ETF before the Exchange could list options on them. Additionally, Ether Fund options will be equally available to all market participants who wish to trade such options and will trade generally in the same manner as other options. Exchange Rules currently applicable to the listing and trading of options on ETFs on the Exchange will apply in the same manner to the listing and trading of all options on Ether Funds. Also, and as stated above, the Exchange already lists options on other commodity-based ETPs.⁵⁰

Intermarket Competition: The Exchange does not believe that the proposal to list and trade options on Ether Funds will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the extent that the advent of the Ether Funds options trading on the Exchange may make the Exchange a more attractive marketplace to market participants at other exchanges, such market participants are free to elect

⁴⁸ See Exchange's affiliate MIAX Rule 1309.

⁴⁹ See *supra* note 5.

⁵⁰ See Exchange Rule 402(i).

to become market participants on the Exchange. Additionally, other options exchanges are free to amend their listing rules, as applicable, to permit them to list and trade options on the Ether Funds. The Exchange notes that listing and trading Ether Funds options on the Exchange will subject such options to transparent exchange-based rules as well as price discovery and liquidity, as opposed to alternatively trading such options in the OTC market.

The Exchange believes that the proposed rule change may relieve any burden on, or otherwise promote, competition as it is designed to increase competition for order flow on the Exchange in a manner that is beneficial to investors by providing them with a lower-cost option to hedge their investment portfolios. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues that offer similar products. Ultimately, the Exchange believes that offering the Ether Funds options for trading on the Exchange will promote competition by providing investors with an additional, relatively low-cost means to hedge their portfolios and meet their investment needs in connection with ether prices and ether-related products and positions on a listed options exchange.

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

Written comments were neither solicited nor received.

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

Pursuant to Section 19(b)(3)(A) of the Act⁵¹ and Rule 19b-4(f)(6)⁵² thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the

⁵¹ 15 U.S.C. 78s(b)(3)(A).

⁵² 17 CFR 240.19b-4(f)(6).

protection of investors and the public interest.

At any time within 60 days of the filing of this 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.

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 e-mail [to rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-PEARL-2025-16 on the subject line.

Paper comments:

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

All submissions should refer to file number SR-PEARL-2025-16. 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-PEARL-2025-16 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].s

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁵³

Sherry R. Haywood,
Assistant Secretary

⁵³ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

New text is underlined;
Deleted text is in [brackets]

MIAX Pearl Options Exchange Rules

Rule 402. Criteria for Underlying Securities

(a) — (h) No Change.

(i) Securities deemed appropriate for options trading shall include shares or other securities (“Exchange-Traded Fund Shares”) that are traded on a national securities exchange and are defined as an “NMS stock” under Rule 600 of Regulation NMS, and that:

(1) — (3) No Change.

(4) are issued by the SPDR® Gold Trust, the iShares COMEX Gold Trust, the iShares Silver Trust, the Aberdeen Standard Silver ETF Trust, the Aberdeen Standard Physical Gold Trust, the Aberdeen Standard Palladium ETF Trust, the Aberdeen Standard Platinum ETF Trust, the Goldman Sachs Physical Gold ETF, the Sprott Physical Gold Trust, the iShares Bitcoin Trust, the Grayscale Bitcoin Trust, the Grayscale Bitcoin Mini Trust, the Bitwise Bitcoin ETF, the Fidelity Wise Origin Bitcoin Fund, the ARK 21Shares Bitcoin ETF, the Fidelity Ethereum Fund, [or] the iShares Ethereum Trust, the Grayscale Ethereum Trust, the Grayscale Ethereum Mini Trust, or the Bitwise Ethereum ETF; or

(5) No change.

(j) — (k) No change.
