

*Summary of Application:* Applicants request an order to permit certain business development companies (“BDCs”) and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

*Applicants:* Willow Tree Capital Corporation, Willow Tree Capital Corp Advisors LLC, Willow Tree Credit Partners LP, Willow Tree Credit Partners SBIC Management LP, and certain of their affiliated entities as described in Schedule A to the Application.

*Filing Dates:* The application was filed on July 3, 2025.

*Hearing or Notification of Hearing:* An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the SEC’s Secretary at [Secretaries-Office@sec.gov](mailto:Secretaries-Office@sec.gov) and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on December 15, 2025, and should be accompanied by proof of service on the Applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0–5 under the Act, hearing requests should state the nature of the writer’s interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission’s Secretary at [Secretaries-Office@sec.gov](mailto:Secretaries-Office@sec.gov).

**ADDRESSES:** The Commission: [Secretaries-Office@sec.gov](mailto:Secretaries-Office@sec.gov). Applicants: Justin Lee, Willow Tree Credit Partners LP, [lee@willowtreelp.com](mailto:lee@willowtreelp.com), Anne G. Oberndorf, Esq., [anneoberndorf@eversheds-sutherland.com](mailto:anneoberndorf@eversheds-sutherland.com).

**FOR FURTHER INFORMATION CONTACT:** Adam Large, Senior Special Counsel, Stephan N. Packs, Senior Counsel, or Daniele Marchesani, Assistant Chief Counsel, at (202) 551–6825 (Division of Investment Management, Chief Counsel’s Office).

**SUPPLEMENTARY INFORMATION:** For Applicants’ representations, legal analysis, and conditions, please refer to Applicants’ application, dated July 3, 2025, which may be obtained via the Commission’s website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the

SEC’s EDGAR system. The SEC’s EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/companysearch.html>. You may also call the SEC’s Office of Investor Education and Advocacy at (202) 551–8090.

For the Commission, by the Division of Investment Management, under delegated authority.

**Sherry R. Haywood,**  
*Assistant Secretary.*

[FR Doc. 2025–20687 Filed 11–21–25; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104225; File No. SR–BOX–2025–28]

### Self-Regulatory Organizations; BOX Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Rule 5020 (Criteria for Underlying Securities) To Adopt Listing Criteria for Options on Commodity-Based Trust Shares

November 19, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b–4 thereunder,<sup>2</sup> notice is hereby given that on November 14, 2025, BOX Exchange LLC (“Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

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

The Exchange proposes to amend Rule 5020 (Criteria for Underlying Securities) to adopt listing criteria for options on Commodity-Based Trust Shares. Specifically, the Exchange is proposing to amend Rule 5020 to (1) redefine a Commodity-Based Trust Share, (2) require additional qualifying criteria to list options on a Commodity-Based Trust, and (3) require that the crypto asset held by the Commodity-Based Trust have a comprehensive surveillance sharing agreement. The text of the proposed rule change is available from the principal office of the Exchange, and also on the Exchange’s internet website at <https://rules.boxexchange.com/rulefilings>.

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

<sup>2</sup> 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, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 purpose of this filing is to amend Rule 5020 (Criteria for Underlying Securities). Specifically, the Exchange proposes to modify Rule 5020(h), regarding the criteria for listing and trading options on Exchange-Traded Fund Shares (“ETFs”), to allow options on units that represent interests in a trust that is a Commodity-Based Trust. The Exchange initially filed SR–BOX–2025–12, a proposed rule change to amend its listing rules at Rule 5020 (Criteria for Underlying Securities) to allow the listing and trading of options on interests in a Commodity-Based Trust on April 25, 2025. On May 7, 2025, the Exchange filed Amendment No. 1 to the proposed rule change and SR–BOX–2025–12 was published in the **Federal Register** on May 15, 2025.<sup>3</sup> On June 17, 2025, the Securities and Exchange Commission (the “Commission”) issued an order instituting proceedings and designated November 11, 2025, as the date by which to issue an order approving or disapproving SR–BOX–2025–12.<sup>4</sup> The Commission did not act to either approve or disapprove SR–BOX–2025–12 on or before November 11, 2025, therefore the proposal, as published in the **Federal Register** on May 15, 2025, was deemed approved as of November

<sup>3</sup> See Securities Exchange Act Release No. 103015 (May 9, 2025), 90 FR 20699 (May 15, 2025) (Notice of Filing of Proposed Rule Change, as Modified by Amendment No. 1, to Amend Rule 5020 (Criteria for Underlying Securities) to Permit the Listing of Options on Commodity-Based Trust Shares).

<sup>4</sup> See Securities Exchange Act Release No. 103284 (June 17, 2025), 90 FR 26629 (June 23, 2025) (Order Instituting Proceedings to Determine Whether to Approve or Disapprove a Proposed Rule Change, as Modified by Amendment No. 1, to Amend Rule 5020, Criteria for Underlying Securities, to Permit the Listing of Options on Commodity-Based Trust Shares).

12, 2025. On November 5, 2025, during the government shutdown, the Exchange submitted SR–BOX–2025–12, Amendment 2. The Exchange is now proposing the current rule change to reiterate the changes proposed in SR–BOX–2025–12, Amendment 2 to codify the proposed rule text in the Exchange’s Rulebook.<sup>5</sup> The Exchange also notes that this proposal is competitive as a substantially identical proposal from Nasdaq ISE, LLC (“Nasdaq ISE”) was deemed approved by the Commission.<sup>6</sup>

The Exchange proposes to amend Rule 5020 to adopt new listing criteria in subparagraph (h)(v) to permit the listing and trading of options on a Commodity-Based Trust that meets the generic criteria of a U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust,<sup>7</sup> except that the Commodity-Based Trust holds a single crypto asset as defined in subparagraph (3) below.

The Exchange also proposes to amend Rule 5020(h) to create a new subparagraph (3) that states:

Additionally, with respect to a Commodity-Based Trust that meets the requirements of Rule 5020(v), the following requirements are satisfied: (A) the total global supply of the underlying crypto asset held by the Commodity-Based Trust has an average daily market value of at least \$700 million over the last 12 months; and (B) the crypto

<sup>5</sup> See Regulatory Notice 2025–059 (Proposal to List and Trade Certain Options on a Commodity-Based Trust Deemed Approved). Available at <https://boxexchange.com/assets/Notice-2025-059-Proposal-to-List-and-Trade-Certain-Options-on-a-Commodity-Based-Trust-Deemed-Approved.pdf>. The Exchange notes that in Amendment No. 2 to SR–BOX–2025–12, proposed 5020(h)(v) provided that the security must represent interests in a Commodity-Based Trust that meet the generic criteria of The Nasdaq Stock Market LLC Rule 5711(d), but the Exchange is now proposing to require that the security meets the generic criteria of the U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust.

<sup>6</sup> SR–ISE–2025–08, Amendment 1 was deemed approved as of October 27, 2025. See Securities Exchange Act Release No. 102465 (February 20, 2025), 90 FR 10740 (February 26, 2025) (SR–ISE–2025–08 Amendment 1) (Notice of Filing of Proposed Rule Change to Amend Options 4, Section 3, Criteria for Underlying Securities to permit options on Commodity-Based Trust Shares).

<sup>7</sup> A Commodity-Based Trust is defined in Cboe BZX Exchange, Inc. 14.11(e)(4), NYSE Arca, Inc. Rule 8.201(c)(1), and The Nasdaq Stock Market LLC Rule 5711(d)(iv) (the three current U.S. equities exchanges that serve as primary listing markets) as a security (a) that is issued by a trust (“Trust”) that holds (1) a specified commodity deposited with the Trust, or (2) a specified commodity and, in addition to such specified commodity, cash; (b) that is issued by such Trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity and/or cash; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder’s request by such Trust which will deliver to the redeeming holder the quantity of the underlying commodity and/or cash (“Commodity-Based Trust Share”).

asset held by the Commodity-Based Trust underlies a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in the Intermarket Surveillance Group (“ISG”). For purposes of this rule the term “crypto asset” means an asset that is generated, issued and/or transferred using a blockchain or similar distributive ledger technology network, including but not limited to, assets known as “tokens,” “digital assets,” “virtual currencies,” and “coins” and that relies on cryptographic protocols.

The proposed additional criteria would require a Commodity-Based Trust to: (1) meet the generic criteria of the U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust and hold only a single crypto asset; (2) meet the criteria and guidelines set forth in Rules 5020(a)<sup>8</sup> and (b),<sup>9</sup> or Rule 5020(h)(1)(ii);<sup>10</sup> and (3) meet the requirements in Rule 5020(h)(3) prior to listing options on the Commodity-Based Trust.

As proposed, Rule 5020(h)(3) requires a Commodity-Based Trust that meets the requirements of proposed 5020(h)(v) to also satisfy the following requirements: (A) the total global supply of the underlying crypto asset held by the Commodity-Based Trust has an average daily market value of at least \$700 million over the last 12 months; and (B) the crypto asset held by the Commodity-Based Trust underlies a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in the ISG.

<sup>8</sup> Rule 5020(a) provides that Underlying securities with respect to which put or call options contracts are approved for listing and trading on BOX must meet the following criteria: (1) the security must be registered with the SEC and be an “NMS stock” as defined in Rule 600 of Regulation NMS under the Exchange Act; and (2) the security shall be characterized by a substantial number of outstanding shares that are widely held and actively traded.

<sup>9</sup> Rule 5020(b) provides criteria and guidelines when evaluating potential underlying securities for the listing of options.

<sup>10</sup> Rule 5020(h)(1)(ii) provides that the Exchange-Traded Fund Shares are available for creation or redemption each business day from or through the issuing trust, investment company, commodity pool or other entity in cash or in kind at a price related to net asset value, and the issuer is obligated to issue Exchange-Traded Fund Shares in a specified aggregate number even if some or all of the investment assets and/or cash required to be deposited have not been received by the issuer, subject to the condition that the person obligated to deposit the investment assets has undertaken to deliver them 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 of the Exchange-Traded Fund Shares, all as described in the Exchange-Traded Fund Shares’ prospectus.

The Exchange defines a “crypto asset” at proposed Rule 5020(h)(3) to mean, for purposes of this rule, an asset that is generated, issued and/or transferred using a blockchain or similar distributive ledger technology network, including but not limited to, assets known as “tokens,” “digital assets,” “virtual currencies,” and “coins” and that relies on cryptographic protocols. The market value of the underlying crypto asset will be calculated by taking the total global supply of the particular crypto asset multiplied by the token price.<sup>11</sup> Total supply of crypto assets includes all crypto assets currently issued and does not include unissued crypto assets.<sup>12</sup> Further, the Exchange has specified in proposed Rule 5020(h)(3) that the crypto asset held by the Commodity-Based Trust must underlie a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in ISG.<sup>13</sup> The Exchange will be required to ensure that this requirement is met prior to listing options on a Commodity-Based Trust pursuant to proposed Rule 5020(h)(v). As a result of this amendment, the proposed listing criteria would permit a Commodity-Based Trust that is generically listed on a U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust and holds a single crypto asset to qualify for the listing of options on that ETF, provided Rule 5020(h)(3) has also been met, as well as the listing criteria in Rules 5020(a) and (b) or Rule 5020(h)(1)(ii).

The Exchange lastly proposes to amend Rule 5020(h)(iv) to replace the language that was added in SR–BOX–2025–12, Amendment 1, with the previously existing rule text. Specifically, the Exchange is proposing to replace current subsection (h)(iv) with the following:

(iv) Represents interests in the SPDR® Gold Trust, the iShares COMEX Gold Trust, the iShares Silver Trust, the abrdn Gold ETF

<sup>11</sup> The market supply information can be obtained from publicly available sources such as [coingecko.com](https://coingecko.com) or [coinmarketcap.com](https://coinmarketcap.com).

<sup>12</sup> For example, if Bitcoin were the underlying crypto asset, the Exchange would consider the total supply of all Bitcoin currently issued instead of the maximum supply, which would be currently issued as well as unmined Bitcoin. As of September 12, 2025, Bitcoin’s total supply was 19,919,915 (the maximum supply was 21,000,000). See <https://www.coingecko.com/en/coins/bitcoin>. The Exchange would calculate market value by utilizing the total supply number multiplied by the Bitcoin price on that day.

<sup>13</sup> For a list of the current members and affiliate members of ISG, see <https://isgportal.org/public-members>.

Trust, the abrdn Silver ETF Trust, the abrdn Palladium ETF Trust, the abrdn Platinum ETF Trust, 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 iShares Ethereum Trust, the Grayscale Ethereum Trust ETF, the Grayscale Ethereum Mini Trust ETF, the Bitwise Ethereum ETF, or the Fidelity Ethereum Fund; or.

The Exchange is proposing this change to revert existing Rule 5020(h)(iv) back to its previously existing rule text, because the proposed new subsection (h)(v) detailed in SR-BOX-2025-12, Amendment 2, and the current filing, codifies the requirements for Commodity-Based Trusts, thus making the previous change to 5020(h)(iv) unnecessary and duplicative. Accordingly, the Exchange is to amend Rule 5020(h)(iv) to align with the proposed changes herein.

The Exchange's initial listing standards in Rule 5020(a) will apply to options on Commodity-Based Trust Shares. Rule 5020(a) requires that, a security on which options may be listed and traded on the Exchange must be duly 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.<sup>14</sup> Further, for an ETF to qualify for options transactions pursuant to Rule 5020(h), the ETF must either (1) meet the criteria for underlying securities set forth in Rule 5020(a) and (b),<sup>15</sup> or (2) be available for creation and redemption each business day as set forth in Rule 5020(h)(1).<sup>16</sup>

Additionally, Commodity-Based Trust Shares will also be subject to the Exchange's continued listing standards for options on ETFs, including those set out in Rule 5030(h). Moreover,

<sup>14</sup> See BOX Rules 5020(a) and (b).

<sup>15</sup> The criteria and guidelines for a security to be considered widely held and actively traded are set forth in BOX Rule 5020(b), subject to the exceptions outlined in Rule 5020(b)(6).

<sup>16</sup> BOX Rule 5020(h)(1) requires that the Exchange-Traded Fund Shares are available for creation or redemption each business day from or through the issuing trust, investment company, commodity pool or other entity in cash or in kind at a price related to net asset value, and the issuer is obligated to issue Exchange-Traded Fund Shares in a specified aggregate number even if some or all of the investment assets and/or cash required to be deposited have not been received by the issuer, subject to the condition that the person obligated to deposit the investment assets has undertaken to deliver them 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 of the Exchange-Traded Fund Shares, all as described in the Exchange-Traded Fund Shares' prospectus.

Commodity-Based Trust Shares will not be deemed to meet the requirements for continued approval, and the Exchange will not open for trading any additional series of option contracts covering Commodity-Based Trust Shares if such security ceases to be an "NMS stock" as provided for in Rule 5030(b)(6) or the Commodity-Based Trust Share is halted from trading on its primary market.<sup>17</sup> The Exchange notes that ETFs that hold financial instruments, money market instruments, or precious metal commodities on which the Exchange may already list and trade options pursuant to Rule 5020(h), are trusts structured in substantially the same manner as options on a Commodity-Based Trust Share 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 any ETF options, including ETFs that hold commodities that it currently lists and trades on BOX.

Consistent with Rule 5050, which governs the opening of options series on a specific underlying security (including ETFs), BOX will open at least one expiration month for options on a Commodity-Based Trust Share<sup>18</sup> at the commencement of trading on BOX and may also list series of options on such Commodity-Based Trust Share for trading on a weekly,<sup>19</sup> monthly,<sup>20</sup> or quarterly<sup>21</sup> basis. BOX may also list long-term equity option series

<sup>17</sup> See BOX Rule 5030(h).

<sup>18</sup> See BOX Rule 5050(b). The standard expirations are subject to certain listing criteria for underlying securities described within BOX Rule 5020. Standard 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 BOX Rule 5050(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. 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 in the case of an option contract expiring on a business day, or, in the case of an option contract expiring on a day that is not a business day, on the second business day prior to the expiration.

<sup>19</sup> See BOX IM-5050-6.

<sup>20</sup> See BOX IM-5050-13.

<sup>21</sup> See BOX IM-5050-4.

("LEAPS") that expire from twelve to one hundred eighty months from the time they are listed.<sup>22</sup>

Pursuant to IM-5050-1(b), which governs strike prices of series of options on ETFs, the interval between strike prices of series of options on a Commodity-Based Trust Share will be \$1 or greater when the strike price is \$200 or less and \$5 or greater where the strike price is over \$200.<sup>23</sup> Additionally, BOX may list series of options pursuant to the \$1 Strike Price Interval Program,<sup>24</sup> the \$0.50 Strike Program,<sup>25</sup> the \$2.50 Strike Price Program,<sup>26</sup> and the \$5.00 Strike Program.<sup>27</sup> Pursuant to Rule 7050, where the price of a series of options on a Commodity-Based Trust Share 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.<sup>28</sup> Any and all new series of options on a Commodity-Based Trust Share that BOX lists will be consistent and comply with the expirations, strike prices, and minimum increments set forth in Rules 5050 and 7050, as applicable. Further, the Exchange notes that Rule Series 10100, which governs margin requirements applicable to the trading of all options on BOX, including options on ETFs, will also apply to the trading of options on a Commodity-Based Trust Share.

Options on a Commodity-Based Trust Share will trade in the same manner as options on other ETFs on BOX. The Exchange Rules that currently apply to the listing and trading of all options on ETFs on BOX, including, for example, Rules that govern listing criteria, expirations, exercise prices, minimum increments, position and exercise limits, margin requirements, customer accounts and trading halt procedures would apply to the listing and trading of options on a Commodity-Based Trust Share on BOX in the same manner as they apply to other options on all other ETFs that are listed and traded on BOX.

<sup>22</sup> See BOX Rule 5070.

<sup>23</sup> 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, IM-5050-6, IM-5050-13, and IM-5050-4, specifically set forth intervals between strike prices on Short Term Option Series, Monthly Options Series, and Quarterly Options Series, respectively.

<sup>24</sup> See BOX IM-5050-2.

<sup>25</sup> See BOX IM-5050-5.

<sup>26</sup> See BOX IM-5050-3.

<sup>27</sup> See BOX Rule 5050(d)(5).

<sup>28</sup> If options on a Commodity-Based Trust Share are eligible to participate in the Penny Interval Program, the minimum increment of \$0.01 below \$3.00 and \$0.05 above \$3.00 would apply. See BOX Rule 7050(a)(3). See also BOX Rule 7260 (which describes the requirements for the Penny Interval Program).

Position and exercise limits for options, including options on a Commodity-Based Trust Share are determined pursuant to Rules 3120 and 3140, respectively. Position and exercise limits for options on ETFs vary according to the number of outstanding shares and the trading volumes of the underlying security over the past six months, where the largest in capitalization and the most frequently traded funds 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 funds 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.<sup>29</sup>

The Exchange represents that the surveillance procedures applicable to all other options on ETFs will apply to options on Commodity-Based Trust Shares, and that the Exchange 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, including options on Commodity-Based Trust Shares. Also, the Exchange may obtain trading information via the ISG<sup>30</sup> related to a financial instrument that is based, in whole or in part, upon an interest in or performance of a crypto asset, as applicable, from other exchanges who are members of the ISG. The Exchange has specified in proposed Rule 5020(h)(3) that each crypto asset held by the Commodity-Based Trust must underlie a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in ISG.<sup>31</sup> The Exchange will be required to ensure that this requirement is met prior to listing options on a Commodity-Based Trust listed pursuant to proposed Rule 5020(h)(v). In addition, 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. Further, the Exchange will implement any new surveillance procedures it deems necessary to effectively monitor the trading of options on Commodity-Based Trust Shares.

The Exchange has also analyzed its capacity and represents that it believes the Exchange and the Options Price Reporting Authority ("OPRA") have the necessary systems capacity to handle the additional traffic associated with the listing of new series of ETFs, including options on a Commodity-Based Trust Share, up to the number of expirations currently permissible under the Exchange Rules.

Finally, today, the Exchange lists and trades options on ETFs that would qualify for listing as an option on a Commodity-Based Trust under proposed Rule 5020(h)(v),<sup>32</sup> and it has not identified any issues with the listing and trading of options on those ETFs.

## 2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Act,<sup>33</sup> in general, and Section 6(b)(5) of the Act,<sup>34</sup> in particular, in that it is designed to promote just and equitable principles of trade, 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.

In particular, the Exchange believes that its proposal to establish new listing criteria at Rule 5020(h)(v) with respect to options on Commodity-Based Trusts, without the need for additional approvals, 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 it would allow the Exchange to immediately list and trade qualifying options on Commodity-Based Trusts, provided the initial listing criteria has been met, without any additional approvals from the Commission.

Specifically, the Exchange's proposal to adopt Rule 5020(h)(v) to allow the listing and trading of options on units that represent interests in Commodity-Based Trusts that meet the generic criteria of the U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust,<sup>35</sup> and hold a single crypto asset, is consistent with the Act because it will permit the Exchange to offer options on certain Commodity-Based Trusts soon after the listing of the ETF on Nasdaq, provided all listing criteria have been met. Listing these options will avail market participants of the opportunity to hedge their positions in the Commodity-Based Trusts in a timely manner, thereby providing investors with the ability to hedge their exposure to the underlying Commodity-Based Trust. Options on Commodity-Based Trusts benefits investors, similar to the listing of any other option on an ETF, by providing investors with a relatively lower-cost risk management tool to manage their positions and associated risk in their portfolios more easily in connection with exposure to the price of a crypto asset. Additionally, listing options on Commodity-Based Trusts provides investors with the ability to transact in such options on a listed market as opposed to the OTC options market, which increases market transparency and enhances the process of price discovery to the benefit of all investors.

Also, this proposal would permit options on certain Commodity-Based Trusts to be listed on the Exchange in the same manner as options on ETFs that are subject to the current listing criteria in Rule 5020(h). The Exchange notes that the majority of ETFs are able to list and trade options once the initial listing criteria have been met without the need for additional approvals. The proposed rule change would allow options on certain Commodity-Based Trusts to likewise list and trade once the proposed listing criteria have been met without the need for additional approvals.

As proposed, the Exchange would list options in a Commodity-Based Trust that met the generic criteria of the U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust, provided the Commodity-Based Trust held only a single crypto asset. Further, these options on Commodity-Based Trusts would also be required to satisfy the conditions in proposed Rule 5020(h)(3). Specifically, a Commodity-Based Trust that met the requirements of proposed

<sup>29</sup> See BOX Rules 3120(d) and 3140(c).

<sup>30</sup> A complete list of the current members of the ISG, is available at <http://www.isgportal.org>.

<sup>31</sup> There are a number of futures contracts on digital asset commodities that are listed and trading on the CME and Coinbase Derivatives, both of which are ISG members. See <https://www.cmegroup.com/markets/cryptocurrencies.html#products>. See also <https://www.coinbase.com/derivatives>.

<sup>32</sup> The following ETFs currently have options listed on them on the Exchange: iShares Bitcoin Trust ETF (IBIT), the Fidelity Wise Origin Bitcoin Fund (FBTC), the ARK21Shares Bitcoin ETF (ARKB), the Grayscale Bitcoin Trust ETF (GBTC), the Grayscale Bitcoin Mini Trust ETF (BTC), and the Bitwise Bitcoin ETF (BITB). See Rule 5020(h)(iv). The Exchange filed rule proposals and received the appropriate regulatory notice or approval to list the aforementioned options on the ETFs.

<sup>33</sup> 15 U.S.C. 78f(b).

<sup>34</sup> 15 U.S.C. 78f(b)(5).

<sup>35</sup> See *supra* note 7.

Rule 5020(h)(v) would also have to satisfy the following requirements in proposed Rule 5020(h)(3): (A) the total global supply of the underlying crypto asset held by the Commodity-Based Trust has an average daily market value of at least \$700 million over the last 12 months; and (B) the crypto asset held by the Commodity-Based Trust underlies a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in the ISG.

These requirements are consistent with the Act and the protection of investors as they should ensure that the underlying ETF has sufficient liquidity prior to listing options, which will serve to prevent disruption to the underlying market. The Exchange believes that market supply serves as a good measure of liquidity to prevent the addition of options trading on the Commodity-Based Trust from disrupting the market for the underlying security. Requiring the underlying crypto asset to have a requisite amount of deliverable supply, in addition to all the other criteria the ETF is required to have under the rules of the primary equities listing market for the ETF, should ensure adequate liquidity prior to listing. Further, ensuring the crypto asset held by the Commodity-Based Trust underlies a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in the ISG, will provide the Exchange with information to adequately surveil options on qualifying Commodity-Based Trusts. Today, the Exchange has a comprehensive surveillance sharing agreement in place with both the CME and Coinbase Derivatives through its common membership in ISG. This facilitates the sharing of information that is available to the CME and Coinbase Derivatives through their surveillance of their respective markets, including their surveillance of their respective digital asset futures markets.

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 qualifying Commodity-Based Trusts must 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 crypto assets already deemed appropriate for options trading on the

Exchange in addition to the proposed criteria. Options on qualifying Commodity-Based Trusts would trade in the same manner as any other ETF options—the same Exchange Rules that currently govern the listing and trading of all ETF options, including permissible expirations, strike prices and minimum increments, and applicable position and exercise limits and margin requirements, will govern the listing and trading of options on qualifying Commodity-Based Trusts.

The Exchange represents that it has the necessary systems capacity to support the listing and trading of options on qualifying Commodity-Based Trusts. 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 of these options on Commodity-Based Trust, particularly in light of the additional requirement that the crypto asset held by the Commodity-Based Trust underlies a derivatives contract that trades on a market with which the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in ISG. Finally, today, the Exchange lists and trades options on ETFs that would qualify for listing as an option on a Commodity-Based Trust under proposed Rule 5020(h)(v),<sup>36</sup> and it has not identified any issues with the listing and trading of options on those ETFs.

The Exchange believes the proposed changes to Rule 5020(h)(iv) will remove impediments to and perfect the mechanism of a free and open market and a national market system, because it will revert the rule text back to the previously existing language to remove the now unnecessary and duplicative requirements relating to Commodity-Based Trust Shares and conform the subsection with the changes proposed herein.

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

The Exchange does not believe that the proposal to amend the listing criteria at Rule 5020(h)(v), with respect to ETFs, to adopt new criteria to permit the listing and trading of options on certain Commodity-Based Trusts that hold a single crypto asset, and that were listed pursuant to the generic criteria of the U.S. securities exchange that is the primary equities listing market for the Commodity-Based Trust, without the need for additional approvals, will impose any burden on intramarket

competition that is not necessary or appropriate in furtherance of the purposes of the Act. Options on qualifying Commodity-Based Trusts 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, options on qualifying Commodity-Based Trusts will be equally available to all market participants who wish to trade such options. The 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 qualifying Commodity-Based Trusts.

Additionally, the Exchange notes that listing and trading options on qualifying Commodity-Based Trusts 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 in a timely manner.

The Exchange does not believe that the proposal to adopt new listing criteria at Rule 5020(h)(v) to permit the listing and trading of certain options on a Commodity-Based Trust, without the need for additional approvals, will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, as nothing prevents other options exchanges from proposing similar rules to list and trade options on Commodity-Based Trusts. Other options exchanges are free to amend their listing rules, as applicable, to permit them to list and trade options on Commodity-Based Trusts. As noted herein, a substantively identical proposal submitted by another options exchange has recently been deemed approved by the Securities and Exchange Commission.<sup>37</sup>

The Exchange does not believe the proposed change to revert Rule 5020(h)(iv) back to the previously existing rule text will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act because it seeks to remove the now unnecessary and duplicative requirements relating to Commodity-Based Trust Shares and

<sup>36</sup> See *supra* note 32.

<sup>37</sup> See *supra* note 6.

conform the subsection with the changes proposed herein.

As such, the Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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

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

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

Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.<sup>38</sup>

A proposed rule change filed under Rule 19b-4(f)(6)<sup>39</sup> normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),<sup>40</sup> the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has requested that the Commission waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Exchange states that waiver of the 30-day operative delay would be consistent with the protection of investors and the public interest because it would ensure fair competition among the exchanges and reduce the potential for investor confusion. The Exchange states that waiver of the 30-day operative delay would allow the Exchange to update Rule 5020 to codify the changes proposed in SR-BOX-2025-12, Amendment 2, which was filed during the government shutdown, and which is

<sup>38</sup> 17 CFR 240.19b-4(f)(6)(iii). In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>39</sup> 17 CFR 240.19b-4(f)(6).

<sup>40</sup> 17 CFR 240.19b-4(f)(6)(iii).

substantially similar in all material respects to a proposal submitted by another exchange that was recently deemed approved by the Commission.<sup>41</sup> For these reasons, the Commission finds that waiver of the operative delay is consistent with the protection of investors and the public interest. Accordingly, the Commission hereby waives the 30-day operative delay and designates the proposal operative upon filing.<sup>42</sup>

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)<sup>43</sup> of the Act to determine whether the proposed rule change should be approved or disapproved.

**IV. Solicitation of Comments**

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

*Electronic Comments*

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include file number SR-BOX-2025-28 on the subject line.

*Paper Comments*

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

All submissions should refer to file number SR-BOX-2025-28. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange.

<sup>41</sup> See *supra* note 6.

<sup>42</sup> For purposes only of accelerating the operative date of this proposal, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

<sup>43</sup> 15 U.S.C. 78s(b)(2)(B).

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-BOX-2025-28 and should be submitted on or before December 15, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>44</sup>

**Sherry R. Haywood,**

*Assistant Secretary.*

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**BILLING CODE 8011-01-P**

**SECURITIES AND EXCHANGE COMMISSION**

**Sunshine Act Meetings**

**TIME AND DATE:** 2:00 p.m. on Thursday, December 4, 2025.

**PLACE:** The meeting will be held via remote means and at the Commission's headquarters, 100 F Street NE, Washington, DC 20549.

**STATUS:** This meeting will be closed to the public.

**MATTERS TO BE CONSIDERED:**

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters also may be present.

In the event that the time, date, or location of this meeting changes, an announcement of the change, along with the new time, date, and/or place of the meeting will be posted on the Commission's website at <https://www.sec.gov>.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (6), (7), (8), 9(B) and (10) and 17 CFR 200.402(a)(3), (a)(5), (a)(6), (a)(7), (a)(8), (a)(9)(ii) and (a)(10), permit consideration of the scheduled matters at the closed meeting.

The subject matter of the closed meeting will consist of the following topics:

Institution and settlement of injunctive actions;

Institution and settlement of administrative proceedings;

Resolution of litigation claims; and

Other matters relating to examinations and enforcement proceedings.

<sup>44</sup> 17 CFR 200.30-3(a)(12), (59).