



101 Arch Street
Suite 610
Boston, MA 02110

141 W Jackson Blvd,
Suite 280
Chicago, IL 60604

April 16, 2025

Via Electronic Submission

Ms. Molly Kim
Assistant Director
Division of Trading and Markets
U.S. Securities and Exchange Commission
100 F Street N.E.
Washington, DC 20549

Re: BOX Exchange LLC
Amendment No. 89 to Form 1

Dear Ms. Kim:

Enclosed for filing is Amendment No. 89 to Form 1 (the "Amendment"). The Amendment includes an updated execution page and an amended Exhibit C to reflect a Director change, and Exhibit M to reflect a Participant change pursuant to Securities Exchange Act of 1934 Rule 6a-2(a).

Except as set forth above, neither the Form 1 nor any exhibits thereto are being changed by this Amendment.

This Amendment is being filed electronically based upon relief from Commission staff.

Please do not hesitate to contact me if you have any questions.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Chris Zaremba'.

Chris Zaremba
General Counsel


cc: Johnna Dumler
TM-Marketsupervision@sec.gov
Glen R. Openshaw, Esq.

Enclosures

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS


APPLICATION AMENDMENT

1. State the name of the applicant: BOX Exchange LLC
2. Provide the applicant's primary street address (Do not use a P.O. Box):
101 Arch Street, Suite 610, Boston, MA 02110  25000110
3. Provide the applicant's mailing address (if different):

4. Provide the applicant's business telephone and facsimile number:
617-235-2102 617-235-2253
 (Telephone) (Facsimile)
5. Provide the name, title, and telephone number of a contact employee:
Chris Zaremba General Counsel 617-235-2102
 (Name) (Title) (Telephone Number)
6. Provide the name and address of counsel for the applicant:
Chris Zaremba
101 Arch Street, Suite 610
Boston, MA 02110
7. Provide the date applicant's fiscal year ends: December 31
8. Indicate legal status of applicant: Corporation Sole Proprietorship Partnership
 Limited Liability Company Other (specify): _____
 If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):
 (a) Date (MM/DD/YY): 8/26/2010 (b) State/Country of formation: Delaware, USA
 (c) Statute under which applicant was organized: DLLCA Sec. 18-201

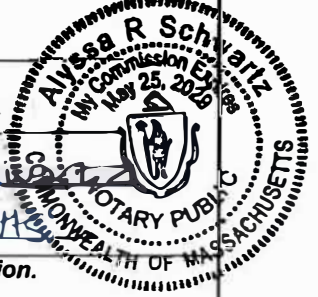
EXECUTION: The applicant consents that service of any civil action brought by , or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of , and with the authority of , said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

Date: 4/16/2025 BOX Exchange LLC
(MM/DD/YY) (Name of applicant)

By:  Chris Zaremba, General Counsel
(Signature) (Printed Name and Title)

Subscribed and sworn before me this 16 day of April, 2025 by Alyssa Schwartz
(Month) (Year) (Notary Public)

My Commission expires 5/25/29 County of Suffolk State of Massachusetts



This page must always be completed in full with original, manual signature and notarization.
Affix notary stamp or seal where applicable.



BOX EXCHANGE LLC

AMENDMENT No. 89 to FORM 1 APPLICATION and EXHIBITS

The Form 1 application is hereby amended as set forth in this Amendment No. 89. The Form 1 application is not being modified in any respect other than to the extent set forth below.



Amendment to:

Exhibit C

Request:

For each subsidiary or affiliate of the applicant, and for any entity with whom the applicant has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions on the exchange (“System”), provide the following information:

1. Name and address of organization.
2. Form of organization (e.g., association, corporation, partnership, etc.).
3. Name of state and statute citation under which organized. Date of incorporation in present form.
4. Brief description of nature and extent of affiliation.
5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System and/or execution, reporting, clearance, or settlement of transactions in connection with operation of the System.
6. A copy of the constitution.
7. A copy of the articles of incorporation or association including all amendments.
8. A copy of existing by-laws or corresponding rules or instruments.
9. The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions.
10. An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association.

Exhibit C is hereby amended as set forth below. The Exhibit C is not being modified in any respect other than to the extent set forth below.



Amendment to Prior Response:

BOX Holdings Group LLC

9. Officers of BOX Holdings Group LLC:

- Drew Haney, SVP Finance and Administration
- Lisa Ruggiero, Secretary

Directors of BOX Holdings Group LLC:

- Michael Ptasznik, Chairman
- Luc Fortin, Vice Chairman
- William Easley, Managing Director, Aragon Solutions, Ltd.
- Ryan Gould, Senior Vice President, Interactive Brokers Group, LLC
- Amir Heravi, Managing Director, UBS Americas, Inc.
- Scott M. Litvinoff, Chief Regulatory Counsel, Interactive Brokers Group LLC
- Marin Nitzov, Director of Systematic Options Trading, Citadel Securities Principal Investments LLC
- Nate Pomeroy, Principal, Wolverine Holdings L.P.
- Nicole Rosenberg, Vice President, TMX Group Inc.

Committees:

Audit Committee:

- William Easley
- Scott Litvinoff
- Michael Ptasznik
- Nicole Rosenberg

Executive Committee:

- William Easley
- Luc Fortin
- Scott Litvinoff
- Michael Ptasznik
- Nicole Rosenberg



BOX Options Market LLC

9. Officers of BOX Options Market LLC:

- Patrick Zielinski, Chief Executive Officer
- Lisa Ruggiero, General Counsel and Secretary

Directors of BOX Options Market LLC:

- Michael Ptasznik, Chairman
- Luc Fortin, Vice Chairman
- Marguerite Donovan, Regulatory Director, Chief Market Supervision Officer, BOX Exchange LLC
- William Easley, Managing Director, Aragon Solutions, Ltd.
- Ryan Gould, Senior Vice President, Interactive Brokers Group, LLC
- Amir Heravi, Managing Director, UBS Americas, Inc.
- Scott M. Litvinoff, Chief Regulatory Counsel, Interactive Brokers Group LLC
- Marin Nitzov, Director of Systematic Options Trading, Citadel Securities Principal Investments LLC
- Nate Pomeroy, Principal, Wolverine Holdings L.P.
- Nicole Rosenberg, Vice President, TMX Group Inc.

Committees:

Audit Committee:

- William Easley
- Scott Litvinoff
- Michael Ptasznik
- Nicole Rosenberg

Compensation Committee:

- Ryan Gould
- Michael Ptasznik

Executive Committee:

- Luc Fortin
- Scott Litvinoff
- Michael Ptasznik
- Nicole Rosenberg
- Patrick Zielinski



BOX Technology LLC

9. Officers of BOX Technology LLC:

- Rosanna Teti, Chief Executive Officer
- David Wilson, Chief Technology Officer
- Lisa Ruggiero, Secretary

Directors of BOX Technology LLC:

- Michael Ptasznik, Chairman
- Luc Fortin, Vice Chairman
- Marguerite Donovan, Customer Director, Chief Market Supervision Officer, BOX Exchange LLC
- William Easley, Managing Director, Aragon Solutions, Ltd.
- Scott Litvinoff, Chief Regulatory Counsel, Interactive Brokers Group LLC
- Nicole Rosenberg, Vice President, TMX Group Inc
- Patrick Zielinski, Customer Director, Chief Executive Officer, BOX Options Market LLC

Committees:

Compensation Committee:

- Scott Litvinoff
- Michael Ptasznik



Amendment to:

Exhibit M

Request:

Provide an alphabetical list of all members, participants, subscribers or other users, including the following information:

1. Name;
2. Date of election to membership or acceptance as a participant, subscriber or other user;
3. Principal business address and telephone number;
4. If member, participant, subscriber or other user is an individual, the name of the entity with which such individual is associated and the relationship of such individual to the entity (e.g. partner, officer, director, employee, etc.);
5. Describe the type of activities primarily engaged in by the member, participant, subscriber, or other user (e.g. floor broker, specialist, odd lot dealer, other market maker, proprietary trader, non-broker dealer, inactive or other functions). A person shall be "primarily engaged" in an activity or function for purposes of this item when that activity or function is the one in which that person is engaged for the majority of their time. When more than one type of person at an entity engages in any of the six types of activities or functions enumerated in this item, identify each type (e.g. proprietary trader, Registered Competitive Trader and Registered Competitive Market Maker) and state the number of members, participants, subscribers, or other users in each; and
6. The class of membership, participation or subscription or other access.

Exhibit M is hereby amended by deleting the prior response in its entirety and inserting a new response to Exhibit M as set forth below.

Response:

A list of BOX Options Participants, including the requested information, is attached hereto as Exhibit M-1.



Exhibit M-1 – BOX Options Participants

Exhibit M-1 - List of BOX Options Participants

1. ORGANIZATION PRIMARY BUSINESS NAME	2. BOX APPROVED	3(a). PRINCIPAL BUSINESS ADDRESS	3(b). PHONE NUMBER	4. NOT APPLICABLE	5. ACTIVITIES ENGAGED IN	6. Class of Participation
ABN AMRO CLEARING USA LLC	05/07/12	175 W. Jackson Blvd., Suite 2050, Chicago, IL 60604	312-604-8000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
APEX CLEARING CORPORATION	06/06/12	One Dallas Center, 350 N. St. Paul, Suite 1300, Dallas, TX 75201	214-765-1055	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
AXOS CLEARING LLC	05/07/12	15950 W. Dodge Road, Suite 300, Omaha, NE 68118	402-384-6100	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
BARCLAYS CAPITAL INC.	05/07/12	745 7th Avenue, New York, NY 10019	212-526-7000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
BELVEDERE TRADING LLC	05/07/12	10 S. Riverside Plaza, Suite 2100, Chicago, IL 60606	312-893-3750	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic	See Previous Column
BMO CAPITAL MARKETS CORP	05/09/12	151 W. 47th Street, New York, NY 10036	212-885-4000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
BNP PARIBAS SECURITIES CORP	05/07/12	787 Seventh Avenue, New York, NY 10019	212-841-2000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
BOFA SECURITIES INC	09/06/18	One Bryant Park, New York, NY 10036	212-670-0454	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
CASEY SECURITIES LLC	05/23/24	100 Drakes Landing Road, Bldg. 100A, 2nd Fl., Ste. 210, Greenbrae, CA 94904	415-954-5579	Rule 2040(a) restricts participation on BOX.	Order Flow Provider and Trading Floor Floor Broker	See Previous Column
CIBC WORLD MARKETS CORP.	03/06/23	300 Madison Avenue, Sixth Floor, New York, NY 10017	212-856-4000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
CITADEL SECURITIES LLC	05/07/12	200 South Biscayne Blvd. 33rd Floor, Miami, FL 33131	312-395-2100	Rule 2040(e) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column
CITADEL SECURITIES LLC	05/07/12	200 South Biscayne Blvd 33rd Floor, Miami, FL 33131	312-395-2100	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column

Exhibit M-1 - List of BOX Options Participants

I. ORGANIZATION PRIMARY BUSINESS NAME	2. BOX APPROVED	3(a). PRINCIPAL BUSINESS ADDRESS	3(b).PHONE NUMBER	4. NOT APPLICABLE	5. ACTIVITIES ENGAGED IN	6. Class of Participation
CITIGROUP GLOBAL MARKETS INC	05/01/19	388 Greenwich Street, Tower Building, New York, NY 10013	716-730-8446	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
CLEAR STREET LLC	10/02/24	4 World Trade Center, 150 Greenwich Street, 45th Floor, New York, NY 10007	646-845-0036	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
CTC, LLC	05/11/21	425 S. Financial Plaza, 4th Floor, Chicago, IL 60605	312-863-8000	Rule 2040(a) restricts participation on BOX.	Trading Floor Market Maker only	See Previous Column
D&D SECURITIES, INC	08/16/24	703 North Jerome Avenue, Margate City, NJ 08402	215-510-7773	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
DASH FINANCIAL TECHNOLOGIES LLC	05/07/12	200 S. Wacker Drive, Suite 2450, Chicago, IL 60606	312-986-2006	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
DRW SECURITIES LLC	06/06/18	540 West Madison Street, Suite 2500, Chicago, IL 60661	312-542-1000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
GLOBAL EXECUTION BROKERS, LP	05/07/12	401 City Avenue, Bala Cynwyd, PA 19004	610-617-2600	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
GOLDMAN, SACHS & CO., LLC	05/07/12	200 West Street, New York, NY 10282	212-902-1000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
GROUP ONE TRADING, LLC	10/05/16	425 S. Financial Plaza, Suite 3400, Chicago, IL 60605	312-347-8864	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column
HRT FINANCIAL, L.P.	10/28/21	3 World Trade Center, 175 Greenwich Street, 76th Floor, New York, NY 10007	212 293-1444	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
IMC FINANCIAL MARKETS, LLC	01/01/14	233 S. Wacker Drive, #4300, Chicago, IL 60606	312-244-3300	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column
INSTINET, LLC	05/07/12	Worldwide Plaza, 309 West 49th Street, New York, NY 10019	212-310-9500	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column

Exhibit M-1 - List of BOX Options Participants

1. ORGANIZATION PRIMARY BUSINESS NAME	2. BOX APPROVED	3(a). PRINCIPAL BUSINESS ADDRESS	3(b). PHONE NUMBER	4. NOT APPLICABLE	5. ACTIVITIES ENGAGED IN	6. Class of Participation
INTERACTIVE BROKERS LLC	05/07/12	One Pickwick Plaza, Greenwich, CT 06830	203 618-5710	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
J.P. MORGAN SECURITIES LLC	05/07/12	383 Madison Avenue, New York, NY 10179	212-272-2000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
JANE STREET CAPITAL, LLC	10/04/16	250 Vesey Street, 5th Floor, New York, NY 10281	646-759-6000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
JANE STREET CAPITAL, LLC	04/10/25	250 Vesey Street, 5th Floor, New York, NY 10281	646-759-6000	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic	See Previous Column
JANE STREET OPTIONS, LLC	10/04/16	250 Vesey Street, 5th Floor, New York, NY 10281	646-759-6000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
JANE STREET OPTIONS, LLC	10/04/16	250 Vesey Street, 5th Floor, New York, NY 10281	646-759-6000	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column
JEFFERIES LLC	05/07/12	520 Madison Avenue, New York, NY 10022	212-284-2300	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
MATRIX EXECUTIONS LLC	05/07/12	141 W. Jackson Blvd., Suite 2020A, Chicago, IL 60604	312-334-8040	Rule 2040(a) restricts participation on BOX.	Order Flow Provider and Trading Floor Floor Broker	See Previous Column
MORGAN STANLEY & CO. LLC	05/07/12	1585 Broadway, New York, NY 10036	212-761-4000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
NATIONAL FINANCIAL SERVICES LLC	05/07/12	245 Summer Street, Boston, MA 02210	617-563-7000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
NOMURA SECURITIES INTERNATIONAL, INC	05/07/12	Worldwide Plaza, 309 West 49th Street, New York, NY 10019	212-667-9000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
OLD MISSION CAPITAL LLC	08/02/24	1 N. Dearborn Street, 8th Floor, Chicago, IL 60602	312-235-5383	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic	See Previous Column

Exhibit M-1 - List of BOX Options Participants

1. ORGANIZATION PRIMARY BUSINESS NAME	2. BOX APPROVED	3(a). PRINCIPAL BUSINESS ADDRESS	3(b). PHONE NUMBER	4. NOT APPLICABLE	5. ACTIVITIES ENGAGED IN	6. Class of Participation
OPTIVER US LLC	03/16/23	130 E. Randolph Street, Suite 800, Chicago, IL 60601	312-203-6765	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column
PEAK6 CAPITAL MANAGEMENT LLC	05/07/12	141 W. Jackson Blvd., Suite 500, Chicago, IL 60604	312-444-8000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
PERSHING LLC	05/07/12	1 Pershing Plaza, Jersey City, NJ 07399	201-413-2000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
RBC CAPITAL MARKETS, LLC	05/07/12	3 World Financial Center, 200 Vesey Street, New York, NY 10281	212-858-7000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
RQD* CLEARING LLC	05/07/12	One World Trade Center, Suite 47N, New York, NY 10007	646-804-7900	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
SG AMERICAS SECURITIES, LLC	05/07/12	245 Park Avenue, New York, NY 10167	212-278-6000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
SIMPLEX TRADING, LLC	08/05/16	230 S. LaSalle Street, Suite 8-500, Chicago, IL 60604	312-360-2440	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic	See Previous Column
SUSQUEHANNA INVESTMENT GROUP	02/08/24	401 City Avenue, Suite 220, Bala Cynwyd, PA 19004	610-617-2600	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic	See Previous Column
SUSQUEHANNA SECURITIES LLC	05/07/12	401 City Avenue, Suite 220, Bala Cynwyd, PA 19004	610-617-2600	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column
TRADITION SECURITIES AND DERIVATIVES LLC	07/21/22	32 Old Ship, 28th Floor, New York, NY 10005	212-943-6567	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
TWO SIGMA SECURITIES LLC	08/02/17	100 Avenue of the Americas, 2nd Floor, New York, NY 10013	212-625-5700	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
UBS FINANCIAL SERVICES INC	05/09/12	1200 Harbor Blvd., Weehawken, NJ 07086	201-352-3000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column

Exhibit M-1 - List of BOX Options Participants

1. ORGANIZATION PRIMARY BUSINESS NAME	2. BOX APPROVED	3(a). PRINCIPAL BUSINESS ADDRESS	3(b).PHONE NUMBER	4. NOT APPLICABLE	5. ACTIVITIES ENGAGED IN	6. Class of Participation
UBS SECURITIES LLC	05/07/12	1285 Avenue of the Americas, New York, NY 10019	203-719-3000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
VIRTU AMERICAS LLC	08/09/23	1633 Broadway, 41st Floor, New York, NY 10019	949-394-6622	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic	See Previous Column
VISION FINANCIAL MARKETS LLC	08/05/21	1010 Washington Blvd., Suite 300, Stamford, CT 06901	203-489-0447	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
WALLEYE TRADING LLC	05/07/12	2800 Niagara Lane North, Plymouth, MN 55447	952-345-6611	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
WEDBUSH SECURITIES INC.	05/07/12	1000 Wilshire Blvd, Suite 900, Attn: Compliance, Los Angeles, CA 90017	213-688-8090	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
WELLS FARGO SECURITIES, LLC	05/07/12	550 S. Tryon Street, 6th Floor, D1086-060, Charlotte, NC 28202	704-410-1913	Rule 2040(a) restricts participation on BOX.	Order Flow Provider	See Previous Column
WOLVERINE EXECUTION SERVICES, LLC	05/07/12	175 W. Jackson Blvd., Suite 200, Chicago, IL 60604	312-884-4000	Rule 2040(a) restricts participation on BOX.	Order Flow Provider and Trading Floor - Floor Broker	See Previous Column
WOLVERINE TRADING, LLC	05/07/12	175 W. Jackson Blvd., Suite 200, Chicago, IL 60604	312-884-4000	Rule 2040(a) restricts participation on BOX.	Market Maker - Electronic and Trading Floor Market Maker	See Previous Column