MEMORANDUM

TO: File No. SR-NASDAQ-2023-016

FROM: David Remus, Office of Market Supervision, Division of Trading and Markets

DATE: December 19, 2023

SUBJECT: Meeting with BlackRock re: iShares Bitcoin Trust

On December 19, 2023, David Shillman, Eric Juzenas, Thomas McGowan, Randall Roy, Ray Lombardo, Sarah Schandler, Stacia Sowerby, and David Remus, from the Division of Trading and Markets, and Justin Dobbie and Andrew Schoeffler, from the Division of Corporation Finance, participated in a meeting with the following individuals:

Robert Mitchnick, BlackRock Adithya Attawar, BlackRock Shannon Ghia, BlackRock Charles Park, BlackRock Marisa Rolland, BlackRock Ben Tecmire, BlackRock Joseph Cusick, The NASDAQ Stock Market Jonathan Cayne, The NASDAQ Stock Market Giang Bui, The NASDAQ Stock Market Alison Doyle, The NASDAQ Stock Market

The discussion concerned The NASDAQ Stock Market's proposed rule change to list and trade shares of the iShares Bitcoin Trust under NASDAQ Rule 5711(d).