

March 13, 2022

Ms. Vanessa Countryman
Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-0609

Re: File No. SR-NYSEArca-2021-90, Notice of Filing of Proposed Rule Change to List and Trade Shares of Grayscale Bitcoin Trust (BTC) under NYSE Arca Rule 8.201-E

Dear Ms. Countryman:

I'm writing to express my support for the conversion of Grayscale Bitcoin Trust (Symbol: GBTC), currently the world's largest Bitcoin fund, to the first Spot Bitcoin ETF in the United States.

As for my rationale, I submit for the record the following commentary by **Former SEC Commissioner Joseph Grundfest**, given on March 9th, 2022:

"Now, the SEC is allowing ETFs that are indexed to the futures price, but it's prohibiting ETFs that are indexed to the cash price. And the primary argument why it's prohibiting the ETF's indexed to the cash price is that, gee, there could be manipulation in there. And we're not sure that this is a clean market."

"Let's assume that is true. It is true. Let's assume it's true. But if that is true, it has to equally be true of the futures market, where those prices are set on the same manipulated prices that you see in a cash market. And there's no mechanism in the futures market to filter out, to monitor, to cleanse the effect of any alleged fraud or impropriety or manipulation occurring in the cash market."

"So there is no, in my mind, and obviously the people at the SEC, they might be smarter than I am on this, but I just don't see how you rationally distinguish between ETFs that are indexed to cash and ETFs that are indexed to futures by saying, gee, we're worried about manipulation when the effective manipulation on both markets is identical."

"Now, the legal phrase here under the administrative procedures act is arbitrary and capricious. If a rule or decision is arbitrary and capricious, it can't stand. Well, from my perspective, allowing ETFs indexed to futures but prohibiting ETFs indexed to cash, it's arbitrary and capricious. You either have neither or you have both. You can't take one and not the other, all right?"

"And the SEC is basically, in my view, taking the one position that is a matter of simple logic is totally indefensible. Why nobody has sued them on this to this point is again another one of these mysteries in life. But I wouldn't be surprised if they wind up getting sued sooner or later on this. And then if you ask me to predict, if you asked me to put on my Las Vegas booky hat over and under, the SEC loses."

-- Joseph Grundfest
Former SEC Commissioner
Professor at Stanford Law School
<https://youtu.be/u8SCtNyXR-A?t=2882>

Sincerely,

Michael D. Moffitt, Ph.D.