

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-100245; File No. SR-CboeBZX-2024-040)

May 29, 2024

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Franklin Bitcoin ETF

Pursuant to 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 May 16, 2024, Cboe BZX Exchange, Inc. (“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 Exchange. The Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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

Cboe BZX Exchange, Inc. (“BZX” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change to amend the Franklin Bitcoin ETF (the “Fund”), shares of which are listed and traded on the Exchange pursuant to BZX Rule 14.11(e)(4), to amend the time at which purchase orders for cash transaction creation baskets must be placed.

The text of the proposed rule change is also available on the Exchange’s website (http://markets.cboe.com/us/equities/regulation/rule_filings/bzx/), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

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 Exchange 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 Exchange 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 Commission approved the listing and trading of shares of the Fund (the “Shares”) on the Exchange pursuant to Exchange Rule 14.11(e)(4), Commodity-Based Trust Shares, on January 10, 2024.⁵ Exchange Rule 14.11(e)(4) governs the listing and trading of Commodity-Based Trust Shares, which means 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. The Shares are issued by the Fund, a series of Franklin Templeton Digital Holdings Trust (the “Trust”). The Trust was formed as a Delaware statutory trust on September 6, 2023.

⁵ See Securities Exchange Act Release No. 99306 (January 10, 2024) 89 FR 3008 (January 17, 2024) (File Nos. SR-NYSEARCA-2021-90; SR-NYSEARCA-2023-44; SRNYSEARCA-2023-58; SR-NASDAQ-2023-016; SR-NASDAQ-2023-019; SR-CboeBZX-2023- 028; SR-CboeBZX-2023-038; SR-CboeBZX-2023- 040; SR-CboeBZX-2023-042; SRCboeBZX-2023-044; SR-CboeBZX-2023-072) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to List and Trade Bitcoin-Based Commodity-Based Trust Shares and Trust Units) (the “Approval Order”).

The Exchange proposes to amend a representation set forth in the Exchange’s previous rule filing to list and trade Shares of the Fund.⁶ Specifically, Amendment No. 1 represented that purchase orders for cash transaction creation baskets must be placed by 3:00 p.m. Eastern Time, or the close of regular trading on the Exchange, whichever is earlier. Now, the Exchange proposes to amend the time purchase orders for cash transaction creation baskets must be placed to 2:00 p.m. Eastern Time, the close of regular trading on the Exchange, or another time determined by the Sponsor.⁷ The proposed change would provide additional flexibility for the Sponsor in determining the cut-off time for submitting purchase orders for cash transaction creation baskets. Furthermore, at least one other issuer of spot bitcoin exchange-traded products (“ETPs”) has similarly provided for flexibility to the sponsor in determining the cut-off time for submitting such purchase orders.⁸

Except for the above change, all other representations in Amendment No. 1 and the Approval Order remain unchanged and will continue to constitute continuing listing requirements. In addition, the Fund will continue to comply with the terms of Amendment No. 1, the Approval Order, and the requirements of Rule 14.11(e)(4).

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

⁶ See supra note 5 and see also Securities Exchange Act Release No. 99286 (January 8, 2024) 89 FR 2372 (January 12, 2024) (SR-CboeBZX-2023-072) (Notice of Filing of Amendment No. 1 to a Proposed Rule Change to List and Trade Shares of Franklin Bitcoin ETF Under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares) (“Amendment No. 1”).

⁷ The sponsor of the Fund is Franklin Holdings, LLC (the “Sponsor”).

⁸ For example, the proposal to list and trade shares of the ARK 21Shares Bitcoin ETF provided for that purchase orders must be placed by 12:00 p.m. Eastern Time, the close of regular trading on the Exchange, or another time determined by the Sponsor. See Securities Exchange Act No. 99288 (January 8, 2024) 89 FR 2387 (January 12, 2024) (SR-CboeBZX-2023-028) (Notice of Filing of Amendment No. 5 to a Proposed Rule Change to List and Trade Shares of the ARK 21Shares Bitcoin ETF under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares). See also the Approval Order.

Section 6(b) of the Act.⁹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹⁰ 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.

The Exchange believes the proposed rule change is designed to remove impediments to and perfect the mechanism of a free and open market and, in general, to protect investors and the public interest because it would update a representation in Amendment No. 1 regarding the time at which purchase orders for cash transaction creation baskets must be placed. As described above, the proposed change would provide additional flexibility to the Sponsor in determining the cut-off time for such purchase orders. The Exchange believes the proposal will remove impediments to and perfect the mechanism of a free and open market because it would provide additional flexibility to the creation and redemption of Shares, which may result in tighter spreads and a more efficient market, to the benefit of all market participants. Specifically, allowing for a later cut-off time would provide additional time for market participants to submit purchase orders which may result in additional creation and/or redemption units on the day, which may in turn lead to tighter spreads and a more efficient market, and conversely, an earlier cut-off time may provide additional time for the trust to manage creation and redemptions, which may be necessary due to unforeseen circumstances. The Exchange believes permitting this

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

flexibility to the Sponsor regarding the time at which purchase orders for cash transaction creation baskets must be placed, consistent with at least one other issuer of spot bitcoin ETP,¹¹ would perfect the mechanism of a free and open market, and is therefore, consistent with section 6(b)(5) of the Act.

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. As noted above, the proposed amendment is intended to change the time at which purchase orders for cash transaction creation baskets must be placed. The Exchange believes that this change will not impose any burden on competition.

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

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

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

Pursuant to Section 19(b)(3)(A) of the Act¹² and Rule 19b-4(f)(6)¹³ 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 protection of investors and the public interest.¹⁴

¹¹ Supra note 7.

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f)(6).

¹⁴ In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file 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

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)(iii)¹⁵ permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requested that the Commission waive the 30-day operative delay so that the proposal may become operative immediately upon filing. As discussed in greater detail above, the Exchange represents that the proposal would provide additional flexibility to the Sponsor in determining the cut-off time for submitting purchase orders for cash transaction creation baskets, which may result in tighter spreads and a more efficient market. Furthermore, at least one other issuer of spot bitcoin ETPs has similarly provided for flexibility to the sponsor in determining the cut-off time for submitting purchase orders.¹⁶ The Exchange further represents that except for the change discussed herein, all other representations in Amendment No. 1 and the Approval Order remain unchanged and will continue to constitute continuing listing requirements, and the Fund will continue to comply with the terms of Amendment No. 1, the Approval Order, and the requirements of Rule 14.11(e)(4). The proposed rule change thus raises no novel legal or regulatory issues. Therefore, the Commission believes that waiver of the 30-day 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 proposed rule change operative upon filing.¹⁷

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

this requirement.

¹⁵ 17 CFR 240.19b-4(f)(6)(iii).

¹⁶ See *supra* note 8.

¹⁷ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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 email to rule-comments@sec.gov. Please include file number SR-CboeBZX-2024-040 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-CboeBZX-2024-040. 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-CboeBZX-2024-040 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸

Sherry R. Haywood,

Assistant Secretary.

¹⁸ 17 CFR 200.30-3(a)(12), (59).