

investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

APPLICANTS: NB Private Markets Access Fund LLC, NB Crossroads Private Markets Fund IV Holdings LLC, NB Crossroads Private Markets Fund V Holdings LP, NB Crossroads Private Markets Fund VI Holdings LP, NB Crossroads Private Markets Fund VII Holdings LP, NB Asset-Based Credit Fund, NB Alternatives Advisers LLC, Neuberger Berman Investment Advisers LLC, and certain of their affiliated entities as described in Schedule A to the application.

FILING DATES: The application was filed on June 13, 2025, and amended on October 10, 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 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 January 12, 2026, 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.

ADDRESSES: The Commission: Secretaries-Office@sec.gov. Applicants: Corey Issing, Neuberger Berman Investment Advisers LLC, Corey.Issing@nb.com; and Kirkland & Ellis LLP, Nicole M. Runyan, P.C., nicole.runyan@kirkland.com, Kim E. Kaufman, Esq., kim.kaufman@kirkland.com and Lisa Nosal, Esq., lisa.nosal@kirkland.com.

FOR FURTHER INFORMATION CONTACT:

Adam Large, Senior Special Counsel or Laura Solomon, Senior 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' amended application, filed October 10, 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. 2025–23396 Filed 12–18–25; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104414; File No. SR–NASDAQ–2025–085]

Self-Regulatory Organizations; Nasdaq Stock Market LLC; Order Instituting Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change To List and Trade Shares of the iShares Bitcoin Premium Income ETF Under Nasdaq Rule 5711(d) (Commodity Based Trust Shares)

December 16, 2025.

I. Introduction

On September 30, 2025, The Nasdaq Stock Market LLC (“Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”) ¹ and Rule 19b–4 thereunder, ² a proposed rule change to list and trade shares (“Shares”) of the iShares Bitcoin Premium Income ETF (“Trust”) under Nasdaq Rule 5711(d) (Commodity-Based Trust Shares). The proposed rule change was published for comment in the **Federal Register** on October 2, 2025. ³

On November 3, 2025, pursuant to Section 19(b)(2) of the Act, ⁴ the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change. ⁵ This order

institutes proceedings under Section 19(b)(2)(B) of the Act ⁶ to determine whether to approve or disapprove the proposed rule change.

II. Summary of the Proposal

As described in more detail in the Notice, ⁷ the Exchange proposes to list and trade the Shares of the Trust under Nasdaq Rule 5711(d), which governs the listing and trading of Commodity-Based Trust Shares on the Exchange.

According to the Exchange, the investment objective of the Trust is to reflect generally the performance of the price of bitcoin while providing income by writing (selling) call options primarily on iShares Bitcoin Trust ETF (“IBIT”) or indices that track spot exchange-traded products (“ETPs”). ⁸ The Trust will be actively-managed and will invest primarily in spot bitcoin and IBIT, will hold cash, and will write options on IBIT or indices tracking spot bitcoin ETPs. ⁹ Such options may consist of U.S. exchange-listed options, flexible exchange options, or over-the-counter (“OTC”) options. ¹⁰ The Exchange states that it is submitting this proposal because the Trust will be actively managed and may hold OTC options that are not listed and traded on an Intermarket Surveillance Group market; however, it will meet all of the other requirements under the generic listing standards for Commodity-Based Trust Shares set forth in Nasdaq Rule 5711(d). ¹¹

date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change.

⁶ 15 U.S.C. 78s(b)(2)(B).

⁷ See Notice, *supra* note 3.

⁸ See *id.* at 47847. The sponsor of the Trust is iShares Delaware Trust Sponsor LLC, an indirect subsidiary of BlackRock, Inc. (“Sponsor”). The Trust will operate pursuant to a trust agreement between the Sponsor, a third party as the trustee of the Trust, and Wilmington Trust, National Association, as Delaware trustee. A third party will be responsible for the custody of the Trust's bitcoin. See *id.*

⁹ See *id.* at 47847–48.

¹⁰ See *id.* at 47848. The Exchange states that the Trust is not an investment company registered under the Investment Company Act of 1940, as amended, and, in accordance therewith, will not own or acquire securities in excess of 40% of the value of the Trust's total assets (excluding Government Securities (as defined in the 1940 Act) and cash items) on an unconsolidated basis. See *id.* at 47847.

¹¹ See *id.* at 47847. See also Securities Exchange Act Release No. 103995 (Sept. 17, 2025), 90 FR 45414 (Sept. 22, 2025) (SR–NASDAQ–2025–056; SR–CboeBZX–2025–104; SR–NYSEARCA–2025–54) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to Adopt Generic Listing Standards for Commodity-Based Trust Shares).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ See Securities Exchange Act Release No. 104148 (Sept. 30, 2025), 90 FR 47846 (“Notice”). The Commission has received no comments on the proposed rule change.

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release No. 104173, 90 FR 57424 (Nov. 17, 2025). The Commission designated December 31, 2025, as the

III. Proceedings To Determine Whether To Approve or Disapprove SR–NASDAQ–2025–085 and Grounds for Disapproval Under Consideration

The Commission is instituting proceedings pursuant to Section 19(b)(2)(B) of the Act¹² to determine whether the proposed rule change should be approved or disapproved. Institution of proceedings is appropriate at this time in view of the legal and policy issues raised by the proposed rule change. Institution of proceedings does not indicate that the Commission has reached any conclusions with respect to any of the issues involved. Rather, the Commission seeks and encourages interested persons to provide comments on the proposed rule change.

Pursuant to Section 19(b)(2)(B) of the Act,¹³ the Commission is providing notice of the grounds for disapproval under consideration. The Commission is instituting proceedings to allow for additional analysis of the proposed rule change's consistency with Section 6(b)(5) of the Act, which requires, among other things, that the rules of a national securities exchange be "designed to prevent fraudulent and manipulative acts and practices" and "to protect investors and the public interest."¹⁴

The Commission asks that commenters address the sufficiency of the Exchange's statements in support of the proposal, which are set forth in the Notice, in addition to any other comments they may wish to submit about the proposed rule change. In particular, the Commission seeks comment on whether the proposal to list and trade Shares of the Trust, which would be actively managed and would write OTC options on IBIT or indices tracking spot bitcoin ETPs, is designed to prevent fraudulent and manipulative acts and practices or raises any new or novel concerns not previously contemplated by the Commission.

IV. Procedure: Request for Written Comments

The Commission requests that interested persons provide written submissions of their views, data, and arguments with respect to the issues identified above, as well as any other concerns they may have with the proposal. In particular, the Commission invites the written views of interested persons concerning whether the proposal is consistent with Section 6(b)(5) or any other provision of the Act,

and the rules and regulations thereunder. Although there do not appear to be any issues relevant to approval or disapproval that would be facilitated by an oral presentation of views, data, and arguments, the Commission will consider, pursuant to Rule 19b–4, any request for an opportunity to make an oral presentation.¹⁵

Interested persons are invited to submit written data, views, and arguments regarding whether the proposed rule change should be approved or disapproved by January 9, 2026. Any person who wishes to file a rebuttal to any other person's submission must file that rebuttal by January 23, 2026.

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–NASDAQ–2025–085 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–NASDAQ–2025–085. 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. 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–NASDAQ–2025–085 and should be submitted on or before January 9, 2026. Rebuttal comments

¹⁵ Section 19(b)(2) of the Act, as amended by the Securities Acts Amendments of 1975, Public Law 94–29 (June 4, 1975), grants the Commission flexibility to determine what type of proceeding—either oral or notice and opportunity for written comments—is appropriate for consideration of a particular proposal by a self-regulatory organization. See Securities Acts Amendments of 1975, Senate Comm. on Banking, Housing & Urban Affairs, S. Rep. No. 75, 94th Cong., 1st Sess. 30 (1975).

should be submitted by January 23, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁶

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025–23335 Filed 12–18–25; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104413; File No. SR–NYSEARCA–2025–86]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Grayscale Bitcoin Mini Trust Shares To Trade Under NYSE Arca Rule 8.201–E (Generic) Commodity-Based Trust Shares

December 16, 2025.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 ("Act"),² and Rule 19b–4 thereunder,³ notice is hereby given that on December 3, 2025, NYSE Arca, Inc. ("NYSE Arca" or the "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. 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

The Exchange proposes to amend the Grayscale Bitcoin Mini Trust (the "Trust"), shares of which are currently listed and traded on the Exchange pursuant to Rule 8.201–E (Non-Generic), to list and trade on the Exchange pursuant to Rule 8.201–E (Generic). The proposed rule change is available on the Exchange's website at www.nyse.com and at the principal office of the Exchange.

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

¹⁶ 17 CFR 200.30–3(a)(57).

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b–4.

¹² 15 U.S.C. 78s(b)(2)(B).

¹³ *Id.*

¹⁴ 15 U.S.C. 78f(b)(5).