

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 20

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. * SR 2024 - * 64

Amendment No. (req. for Amendments *)

Filing by Nasdaq PHLX LLC

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)
<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

A proposal to amend various PHLX rules related to options on Bitcoin Trusts

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Angela Last Name * Dunn

Title * Principal Associate General Counsel

E-mail * angela.dunn@nasdaq.com

Telephone * (215) 496-5692 Fax


Signature

Pursuant to the requirements of the Securities Exchange of 1934, Nasdaq PHLX LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 11/21/2024 (Title *)

By John Zecca EVP and Chief Legal Officer
(Name *)

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.



Date: 2024.11.21
16:38:49 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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SR-Phlx-2024-64 19b-4.docx

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

SR-Phlx-2024-64 Exhibit 1.docx

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2- Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

SR-Phlx-2024-64 Exhibit 5.docx

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) Nasdaq Phlx LLC (“Phlx” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to amend Options 9, Section 13, Position Limits, and Options 8, Section 34, FLEX Trading.

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors (the “Board”). Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to:

Angela Saccomandi Dunn
Principal Associate General Counsel
Nasdaq, Inc.
(215) 496-5692

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

a. Purpose

The Exchange proposes to: (1) amend Options 9, Section 13, Position Limits, to limit the position limits for options on the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF (collectively “Bitcoin Trusts”); and (2) except FLEX options on the Bitcoin Trusts from trading as a FLEX option contract.

Options 9, Section 13

Recently, Cboe Exchange, Inc. (“Cboe”) received approvals to list options on the Fidelity Wise Origin Bitcoin Fund, and the ARK21Shares Bitcoin ETF.³ Also, recently, NYSE American LLC (“NYSE American”) received approvals to list options on the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF.⁴ Nasdaq ISE, LLC (“ISE”) filed a rule change to also list and trade options on the Bitcoin Trusts.⁵ Phlx’s Options 4 Rules were amended by the ISE rule change as those Rules are incorporated by reference to ISE’s Options 4 Rules, so Phlx has the ability to list the options on the Bitcoin Trusts. The Cboe Approval Order and the NYSE American

³ See Securities Exchange Act Release No. 101387 (October 18, 2024), 89 FR 84948 (October 24, 2024) (SR-Cboe-2024-035) (Notice of Filing of Amendment Nos. 2 and 3 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment Nos. 2 and 3, To Permit the Listing and Trading of Options on Bitcoin Exchange-Traded Funds) (“Cboe Approval Order”).

⁴ See Securities Exchange Act Release No. 101386 (October 18, 2024), 89 FR 84960 (October 24, 2024) (SR-NYSEAMER-2024-49) (Notice of Filing of Amendment No. 3 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 3, To Permit the Listing and Trading of Options on Bitcoin Exchange-Traded Funds) (“NYSE American Approval Order”).

⁵ See SR-ISE-2024-6P.

Approval Order stated that the position and exercise limits for each of the Bitcoin Trusts shall be 25,000 contracts. At this time, the Exchange proposes to amend Phlx Option 9, Section 13 to similarly note that options on the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF shall have position limits of 25,000 contracts to mirror the Cboe Approval Order and the NYSE American Approval Order, respectively. Phlx Options 9, Section 15(a) provides that the exercise limits shall be determined in the manner described in Options 9, Section 13, therefore the exercise limits would also be 25,000 contracts for each of the Bitcoin Trusts.

Options 8, Section 34

Today, all options series listed on Phlx may trade as a FLEX Order on Phlx's trading floor.⁶ At this time, the Exchange proposes to note within Options 8, Section 34(a) that it will not authorize for trading a FLEX option on each of the Bitcoin Trusts. The Exchange proposes this amendment in light of the position and exercise limits of 25,000 contracts that were set for the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF in the Cboe Approval Order and the NYSE American Approval Order, respectively. If the Exchange were to permit trading in a FLEX option for any of the Bitcoin Trusts, it would establish different position and exercise limits than those set forth in the Cboe Approval Order and the NYSE American

⁶ Phlx Options 8, Section 34 rule text was previously amended by two rule changes which are effective, but not yet operative. These two prior rule changes will be implemented at the same time as the rule changes proposed herein. See Securities Exchange Act Release Nos. 97658 (June 7, 2023), 88 FR 38562 (June 13, 2023) (SR-Phlx-2023-22); and 100321 (June 12, 2024), 89 FR 51580 (June 18, 2024) (SR-Phlx-2024-24). Phlx further delayed the implementation so that it could implement SR-Phlx-2023-22 while also completing an OCC industry rule change prior.

Approval Order, respectively.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁸ in particular, in that it is designed to promote just and equitable principles of trade, 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's proposal to amend Options 9, Section 13, Position Limits, to provide that the position and exercise limits for each of the Bitcoin Trusts shall be 25,000 contracts is consistent with the Act as it will conform Phlx's options position and exercise limits with ISE's options position and exercise limits for the Bitcoin Trusts in order that there would be the same position and exercise limits on Phlx and ISE.⁹ Phlx Options 9, Section 15(a) provides that the exercise limits shall be determined in the manner described in Options 9, Section 13, therefore the exercise limits would also be 25,000 contracts and also consistent with ISE's options position and exercise limits for the Bitcoin Trusts.

The Exchange's proposal to amend Options 8, Section 34 to note that it will not authorize for trading a FLEX option on each of the Bitcoin Trusts is consistent with the spirit of the Cboe Approval Order and the NYSE American Approval Order, respectively, that limited the position and exercise limits for the Bitcoin Trusts to 25,000 contracts.

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

⁹ The Exchange believes that other exchanges will adopt position and exercise limits of 25,000 contracts for each of the Bitcoin Trusts. All Nasdaq affiliated markets are filing to adopt a 25,000 contract position and exercise limit for options on the Bitcoin Trusts.

The proposal will protect investors and the general public because without this prohibition, trading a FLEX option on the Bitcoin Trusts would otherwise establish different position and exercise limits than those set by Cboe Approval Order and the NYSE American Approval Order, respectively.

4. Self-Regulatory Organization's Statement on Burden on Competition

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Amending Options 9, Section 13 to provide that the position and exercise limits for options on each of the Bitcoin Trusts shall be 25,000 contracts does not impose an undue burden on competition as the position and exercise limits will apply to all trading for options on the Bitcoin Trusts trading on the Exchange as well as those trading on other exchanges that file a similar proposal.¹⁰

The Exchange's proposal to note that it will not authorize for trading a FLEX option on any of the Bitcoin Trusts does not impose an undue burden on competition as no Phlx member will be able to transact a FLEX option on any of Bitcoin Trusts.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The foregoing rule change has become effective pursuant to Section

¹⁰ All Nasdaq affiliated markets are filing to adopt a 25,000 contract position and exercise limit for options on the Bitcoin Trusts.

19(b)(3)(A)(iii)¹¹ of the Act and Rule 19b-4(f)(6) thereunder¹² in that it 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.

The Exchange's proposal does not significantly affect the protection of investors or the public interest, rather the proposal will conform Phlx's position and exercise limits in options on Bitcoin Trusts to ISE Options 9, Sections 13 and 15. The Exchange's proposal to note that it will not authorize for trading a FLEX option on each of the options on the Bitcoin Trusts does not significantly affect the protection of investors or the public interest¹¹ because the Cboe Approval Order and the NYSE American Approval Order, respectively, limited the position and exercise limits for each of the options on Bitcoin Trusts to 25,000 contracts. Without this prohibition, trading FLEX options on any of the Bitcoin Trusts would otherwise establish different position and exercise limits than those set by the aforementioned approval orders.

The Exchange's proposal does not impose an undue burden on competition because the position and exercise limits for options on each of the Bitcoin Trusts will apply to all trading for options on each of the Bitcoin Trusts on the Exchange as well as other exchanges that file a similar proposal.¹³ The Exchange's proposal to note that it

¹¹ 15 U.S.C. 78s(b)(3)(A)(iii).

¹² 17 CFR 240.19b-4(f)(6).

¹³ All Nasdaq affiliated markets are filing to adopt a 25,000 contract position and exercise limit for options on each of the Bitcoin Trusts.

will not authorize for trading a FLEX option on options on each of the Bitcoin Trusts does not impose an undue burden on competition as no Phlx member will be able to transact a FLEX options on any of the Bitcoin Trusts.

Furthermore, Rule 19b-4(f)(6)(iii)¹⁴ requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests that the Commission waive the 30-day operative delay contained in Rule 19b-4(f)(6)(iii) so that it may immediately set Phlx's position and exercise limits for options on each of the Bitcoin Trusts at 25,000 contracts similar to ISE¹⁵ so that options on each of the Bitcoin Trusts are subject to the same position and exercise limits on each of these exchanges.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

ISE's Options 9, Section 13 states that the position limit for options on each of the Bitcoin Trusts shall be 25,000 contracts. ISE's Options 9, Section 15 states that the exercise limits for options on each of the Bitcoin Trusts shall be 25,000 contracts.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not Applicable.

¹⁴ 17 CFR 240.19b-4(f)(6)(iii).

¹⁵ See ISE Options 9, Sections 13 and 15.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not Applicable.

11. Exhibits

1. Notice of Proposed Rule Change for publication in the Federal Register.
5. Rule text of proposed rules.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2024-64)

November __, 2024

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Options 9, Section 13 and Options 8, Section 34

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 November 21, 2024, Nasdaq PHLX LLC (“Phlx” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, 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 Options 9, Section 13, Position Limits, and Options 8, Section 34, FLEX Trading.

The text of the proposed rule change is available on the Exchange’s Website at <https://listingcenter.nasdaq.com/rulebook/phlx/rules>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Exchange proposes to: (1) amend Options 9, Section 13, Position Limits, to limit the position limits for options on the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF (collectively "Bitcoin Trusts"); and (2) except FLEX options on the Bitcoin Trusts from trading as a FLEX option contract.

Options 9, Section 13

Recently, Cboe Exchange, Inc. ("Cboe") received approvals to list options on the Fidelity Wise Origin Bitcoin Fund, and the ARK21Shares Bitcoin ETF.³ Also, recently, NYSE American LLC ("NYSE American") received approvals to list options on the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF.⁴ Nasdaq ISE, LLC ("ISE") filed a rule change to also list and trade options on the Bitcoin

³ See Securities Exchange Act Release No. 101387 (October 18, 2024), 89 FR 84948 (October 24, 2024) (SR-Cboe-2024-035) (Notice of Filing of Amendment Nos. 2 and 3 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment Nos. 2 and 3, To Permit the Listing and Trading of Options on Bitcoin Exchange-Traded Funds) ("Cboe Approval Order").

⁴ See Securities Exchange Act Release No. 101386 (October 18, 2024), 89 FR 84960 (October 24, 2024) (SR-NYSEAMER-2024-49) (Notice of Filing of Amendment No. 3 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 3, To Permit the Listing and Trading of Options on Bitcoin Exchange-Traded Funds) ("NYSE American Approval Order").

Trusts.⁵ Phlx's Options 4 Rules were amended by the ISE rule change as those Rules are incorporated by reference to ISE's Options 4 Rules, so Phlx has the ability to list the options on the Bitcoin Trusts. The Cboe Approval Order and the NYSE American Approval Order stated that the position and exercise limits for each of the Bitcoin Trusts shall be 25,000 contracts. At this time, the Exchange proposes to amend Phlx Option 9, Section 13 to similarly note that options on the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF shall have position limits of 25,000 contracts to mirror the Cboe Approval Order and the NYSE American Approval Order, respectively. Phlx Options 9, Section 15(a) provides that the exercise limits shall be determined in the manner described in Options 9, Section 13, therefore the exercise limits would also be 25,000 contracts for each of the Bitcoin Trusts.

Options 8, Section 34

Today, all options series listed on Phlx may trade as a FLEX Order on Phlx's trading floor.⁶ At this time, the Exchange proposes to note within Options 8, Section 34(a) that it will not authorize for trading a FLEX option on each of the Bitcoin Trusts. The Exchange proposes this amendment in light of the position and exercise limits of 25,000 contracts that were set for the Fidelity Wise Origin Bitcoin Fund, the ARK21Shares Bitcoin ETF, the Grayscale Bitcoin Trust (BTC), the Grayscale Bitcoin

⁵ See SR-ISE-2024-6P.

⁶ Phlx Options 8, Section 34 rule text was previously amended by two rule changes which are effective, but not yet operative. These two prior rule changes will be implemented at the same time as the rule changes proposed herein. See Securities Exchange Act Release Nos. 97658 (June 7, 2023), 88 FR 38562 (June 13, 2023) (SR-Phlx-2023-22); and 100321 (June 12, 2024), 89 FR 51580 (June 18, 2024) (SR-Phlx-2024-24). Phlx further delayed the implementation so that it could implement SR-Phlx-2023-22 while also completing an OCC industry rule change prior.

Mini Trust BTC, and the Bitwise Bitcoin ETF in the Cboe Approval Order and the NYSE American Approval Order, respectively. If the Exchange were to permit trading in a FLEX option for any of the Bitcoin Trusts, it would establish different position and exercise limits than those set forth in the Cboe Approval Order and the NYSE American Approval Order, respectively.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁸ in particular, in that it is designed to promote just and equitable principles of trade, 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's proposal to amend Options 9, Section 13, Position Limits, to provide that the position and exercise limits for each of the Bitcoin Trusts shall be 25,000 contracts is consistent with the Act as it will conform Phlx's options position and exercise limits with ISE's options position and exercise limits for the Bitcoin Trusts in order that there would be the same position and exercise limits on Phlx and ISE.⁹ Phlx Options 9, Section 15(a) provides that the exercise limits shall be determined in the manner described in Options 9, Section 13, therefore the exercise limits would also be 25,000 contracts and also consistent with ISE's options position and exercise limits for the Bitcoin Trusts.

⁷ 15 U.S.C. 78f(b)

⁸ 15 U.S.C. 78f(b)(5).

⁹ The Exchange believes that other exchanges will adopt position and exercise limits of 25,000 contracts for each of the Bitcoin Trusts. All Nasdaq affiliated markets are filing to adopt a 25,000 contract position and exercise limit for options on the Bitcoin Trusts.

The Exchange's proposal to amend Options 8, Section 34 to note that it will not authorize for trading a FLEX option on each of the Bitcoin Trusts is consistent with the spirit of the Cboe Approval Order and the NYSE American Approval Order, respectively, that limited the position and exercise limits for the Bitcoin Trusts to 25,000 contracts. The proposal will protect investors and the general public because without this prohibition, trading a FLEX option on the Bitcoin Trusts would otherwise establish different position and exercise limits than those set by Cboe Approval Order and the NYSE American Approval Order, respectively.

B. Self-Regulatory Organization's Statement on Burden on Competition

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Amending Options 9, Section 13 to provide that the position and exercise limits for options on each of the Bitcoin Trusts shall be 25,000 contracts does not impose an undue burden on competition as the position and exercise limits will apply to all trading for options on the Bitcoin Trusts trading on the Exchange as well as those trading on other exchanges that file a similar proposal.¹⁰

The Exchange's proposal to note that it will not authorize for trading a FLEX option on any of the Bitcoin Trusts does not impose an undue burden on competition as no Phlx member will be able to transact a FLEX option on any of Bitcoin Trusts.

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

No written comments were either solicited or received.

¹⁰ All Nasdaq affiliated markets are filing to adopt a 25,000 contract position and exercise limit for options on the Bitcoin Trusts.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act¹¹ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹²

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 action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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:

¹¹ 15 U.S.C. 78s(b)(3)(A)(iii).

¹² 17 CFR 240.19b-4(f)(6). 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 this requirement.

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-Phlx-2024-64 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-Phlx-2024-64. 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-Phlx-2024-64 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.¹³

Sherry R. Haywood,

Assistant Secretary.

¹³ 17 CFR 200.30-3(a)(12).

Exhibit 5

New text is underlined; deleted text is in brackets.

Nasdaq PHLX LLC Rules

* * * * *

Options Rules

* * * * *

Options 9 Business Conduct

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Section 13. Position Limits

(a) Except with the prior written approval of the Exchange in each instance, no member or member organization shall effect, for any account in which such member or member organization has an interest or for the account of any partner, officer, director or employee thereof or for the account of any customer, an opening transaction (whether on the Exchange or on another participating exchange) in an option contract of any class of options dealt in on the Exchange if the member or member organization has reason to believe that, as a result of such transaction, the member or member organization or partner, officer, director or employee thereof or customer would, acting alone or in concert with others, directly or indirectly control an aggregate position: (a) of more than 25,000, 50,000, 75,000, 200,000 or 250,000 option contracts (whether long or short), put or call option contracts on the same side of the market relating to the same underlying security, which limit is determined in accordance with section (g)(1)(a) herein, in the case of options on a stock or Exchange-Traded Fund Share, except with respect to put or call option contracts overlying:

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- VanEck Vectors Gold Miners ETF (“GDX”), for which the position limit shall be 500,000 contracts on the same side of the market;
- iShares Bitcoin Trust ETF (“IBIT”), for which the position limit shall be 25,000 contracts on the same side of the market;
- Fidelity Wise Origin Bitcoin Fund, for which the position limit shall be 25,000 contracts on the same side of the market;
- ARK21Shares Bitcoin ETF, for which the position limit shall be 25,000 contracts on the same side of the market;

- Grayscale Bitcoin Trust (BTC), for which the position limit shall be 25,000 contracts on the same side of the market;
- Grayscale Bitcoin Mini Trust BTC, for which the position limit shall be 25,000 contracts on the same side of the market;
- Bitwise Bitcoin ETF, for which the position limit shall be 25,000 contracts on the same side of the market;

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Options 8 Floor Trading

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Section 34. FLEX Trading

(a) A Requesting Member shall obtain quotes and execute trades in certain non-listed FLEX options at the post of the non-FLEX option on the Exchange. The term “FLEX option” means a FLEX option contract that is traded subject to this Rule. Although FLEX options are generally subject to the Rules in this section, to the extent that the provisions of this Rule are inconsistent with other applicable Exchange Rules, this Rule takes precedence with respect to FLEX options. The Exchange will not authorize for trading a FLEX Option on iShares Bitcoin Trust ETF (“IBIT”), Fidelity Wise Origin Bitcoin Fund, ARK 21Shares Bitcoin ETF, Grayscale Bitcoin Trust (BTC), Grayscale Bitcoin Mini Trust BTC, and Bitwise Bitcoin ETF.

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