adequately captured and managed these potential risks.[22] The commenter therefore requested additional analysis of whether: (1) ICC's existing risk management framework adequately captured the sovereign credit deterioration scenarios outlined in Appendix H to the comment letter and (2) ICC's Cover-2 stress scenarios, required under Rule 17Ad–22(e)(4)(ii),[23] reflected appropriate consideration of the cross-docket enforcement risk.[24]

In response, ICC provided additional information in support of the proposed rule change.[25] ICC explained that the commenter's Appendix H contained a Sixty-Economy Commercial Injury Record that covered a broader group of countries than those referenced by the additional contracts proposed for clearing.[26] ICC noted that the additional contracts proposed for clearing may be cleared by ICC under its existing risk management framework and clearing procedures, because the additional contracts have terms consistent with the other contracts currently approved for clearing at ICC.[27]

Regarding its Cover-2 stress scenarios, ICC noted that the commenter had not explained the meaning of ''cross-docket enforcement risk.'' [28] ICC noted, however, that it managed credit risk, liquidity risk, operational risk, legal risk, custody and investment risk, and general business risk, among other risks, as required by Commission Rule 17ad–22.[29] Because the additional contracts are substantially similar to contracts already cleared by ICC, ICC asserted that clearance of the additional contracts did not require ICC to change its stress testing framework or financial resource requirements.[30] Moreover, ICC asserted that it would continue to maintain sufficient financial resources, consistent with Commission Rule 17Ad–22(e)(4)(ii).[31]

In considering these comments, the Commission carefully reviewed the commenter's submission and ICC's response. With respect to whether ICC's existing risk management framework adequately captures certain ''sovereign credit deterioration scenarios'' the commenter outlined in an Appendix H, the Commissions finds that ICC's existing risk management framework is adequate. At the outset, the Commission notes that Appendix H does not contain any sovereign credit deterioration scenarios. Rather, Appendix H is a table of countries, each accompanied by a short summary of evidence. The commenter suggested that this evidence showed that the relevant country has acknowledged or documented instances of forced labor, trafficking, or labor exploitation. Even if we assume Appendix H provides evidence of instances of forced labor, trafficking, or labor exploitation, there is no evidence that such instances affect the price of sovereign credit instruments issued by the relevant governments, the price of CDS contracts referencing those sovereign credit instruments, or that ICC's existing risk management approach could not adequately capture and respond to any such potential effects on the price of such sovereign credit instruments or the related CDS contracts.

With respect to ICC's Cover-2 stress scenarios, the commenter did not explicitly define the term cross-docket enforcement risk. The commenter appeared to connect cross-docket enforcement risk to the possibility that the value of a government's sovereign credit instruments will be affected by enforcement actions against that government related to forced-labor practices.

Without further explanation of the sovereign credit deterioration scenarios and cross-docket enforcement risk, how these potential risks affect CDS prices, or why ICC's existing risk management cannot account for these potential risks, it is unclear why ICC's risk management could not account for the risks of clearing the additional contracts. As the commenter agreed, the additional contracts proposed for clearing have terms consistent with other contracts currently approved for clearing at ICC and will be cleared pursuant to ICC's existing clearing arrangements and related financial safeguards, protections, and risk management procedures, which should take into account any potential change in the value of a government's sovereign credit instruments resulting from potential enforcement actions. The clearing of the additional contracts will not require any changes to ICC's risk management or other policies and procedures. Therefore, ICC's existing risk management, including its margin methodology and stress testing framework, will continue to account for the risks and particular attributes of the additional contracts. Finally, ICC's existing stress testing scenarios will continue to ensure that it maintains the financial resources required by with Rule 17ad–22(e)(4)(ii) [32] while clearing the additional contracts. Thus, even assuming cross-docket enforcement risk does affect the price of sovereign credit instruments issued by a government and the price of CDS contracts referencing those sovereign credit instruments, ICC's existing risk management approach can adequately capture and respond to any such potential effects on the price of such sovereign credit instruments and the related CDS contracts.

Accordingly, the proposed rule change is consistent with the requirements of and Rule 17ad–22(e)(4)(ii).[33]

IV. Conclusion

On the basis of the foregoing, the Commission finds that the proposed rule change is consistent with the requirements of the Act, and in particular, with the requirements of Section 17A(b)(3)(F) of the Act [34] and Rules 17Ad–22(e)(1) and 17ad–22(e)(4)(ii) thereunder.[35]

It is therefore ordered pursuant to Section 19(b)(2) of the Act [36] that the proposed rule change (SR–ICC–2026–003), be, and hereby is, approved.[37]

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[38]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–15621 Filed 7–31–26; 8:45 am]

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[22] Obelisk Commenter at 10.

[23] 17 CFR 240.17ad–22(e)(4)(ii).

[24] Obelisk Commenter at 10.

[25] *See* letter from Stanislav Ivanov, President, ICE Clear Credit (June 16, 2016) (''ICC Response'').

[26] ICC Response at 2.

[27] ICC Response at 2.

[28] ICC Response at 2.

[29] ICC Response at 2.

[30] ICC Response at 3.

[31] ICC Response at 3.

[32] 17 CFR 240.17ad–22(e)(4)(ii).

[33] 17 CFR 240.17ad–22(e)(4)(ii).

[34] 15 U.S.C. 78q–1(b)(3)(F).

[35] 17 CFR 240.17Ad–22(e)(1) and (e)(4)(ii).

[36] 15 U.S.C. 78s(b)(2).

[37] In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

[38] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106011; File No. SR–CboeBZX–2026–061]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing, and Order Granting Accelerated Approval of, a Proposed Rule Change To Amend Rule 14.11(e)(4) (Commodity-Based Trust Shares)

July 29, 2026.

On July 23, 2026, Cboe BZX Exchange, Inc. (the ''Exchange'' or ''BZX'') filed with the Securities and Exchange Commission (the ''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'') [1] and Rule 19b–4 thereunder (''Rule 19b–4''),[2] a proposed rule change to amend BZX Rule 14.11(e)(4) to modify the generic listing standards for Commodity-Based Trust Shares. The proposed rule change is 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 and is approving the proposed rule change (the ''Proposal''), on an accelerated basis.

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 Rule 14.11(e)(4) to modify the generic listing standards for Commodity-Based Trust Shares to: (1) allow for a buffer of up to 15% of the net asset value (''NAV'') of the Commodity-Based Trust Shares holdings to consist of certain assets that do not meet the eligibility criteria under the generic listing standards; (2) add a definition for digital commodity; and (3) allow for actively-managed strategies. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Commission's website (*https://www.sec.gov/rules/sro.shtml*), the Exchange's website (*https://www.cboe.com/us/equities/regulation/rule_filings/bzx/*), 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 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.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

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

1. Purpose

The Exchange previously received approval to adopt generic listing standards (''GLS'') for Commodity-Based Trust Shares under Rule 14.11(e)(4).[3] The Exchange now proposes to amend Rule 14.11(e)(4) to modify the GLS for Commodity-Based Trust Shares to (1) allow for a buffer of up to 15% of the NAV of the Commodity-Based Trust Shares holdings to consist of certain assets that do not meet the GLS eligibility criteria; (2) add a definition for digital commodity; and (3) allow for actively-managed Commodity-Based Trust Shares.[4] Each change is discussed in detail below.

15% Buffer and Digital Commodity

Today, the GLS in Rule 14.11(e)(4)(C)(i) contemplates that Commodity-Based Trust Shares may hold one or more commodities or Commodity-Based Assets,[5] and, in addition to such commodities or Commodity-Based Assets, may hold securities, cash, and Cash Equivalents. Rule 14.11(e)(4)(D) sets forth specific eligibility requirements that the commodity, Commodity-Based Asset, and security holdings of Commodity-Based Trust Shares must meet on an initial and, except for the exchange-traded fund criterion described below, continuing basis. In particular, Rule 14.11(e)(4)(D)(i) sets forth the eligibility requirements for commodity and Commodity-Based Asset holdings of Commodity-Based Trust Shares. Specifically, each commodity or commodity that underlies a Commodity-Based Asset held by the Trust must meet at least one of the following criteria: (a) the commodity trades on a market that is an Intermarket Surveillance Group (''ISG'') member, provided that the Exchange may obtain information about trading in such commodity from the ISG member; (b) the commodity underlies a futures contract that has been made available to trade on a Designated Contract Market for at least six months, provided that the Exchange has a comprehensive surveillance sharing agreement, whether directly or through common membership in ISG, with such Designated Contract Market; or (c) on an initial basis only, an Exchange-Traded Fund designed to provide economic exposure of no less than 40% of its NAV to the commodity lists and trades on a national securities exchange.

These criteria are generally designed to ensure that the Exchange can obtain information regarding trading in the commodities or commodities underlying Commodity-Based Assets held by the Trust issuing the Commodity-Based Trust Shares, which would assist in monitoring trading in such Shares on the Exchange and to deter and detect violations of Exchange rules and applicable federal securities laws, thereby making the Commodity-Based Trust Shares less readily susceptible to fraud and manipulation. In addition, Rule 14.11(e)(4)(D)(ii) sets forth the eligibility requirements for the Trust's security holdings. Specifically, if the Trust holds any securities, each security held by the Trust must meet the criteria of Rule 14.11(i) (Managed Fund Shares), paragraphs (4)(C)(i) and (ii), or, if the security is a listed option, trades on an ISG market. The Commission previously found that the generic listing standards for Managed Fund Shares are consistent with the Act, including the requirements relating to component equity and fixed income securities underlying Managed Fund Shares.[6] Further, with respect to listed options, ISG membership would help to ensure the availability of information necessary to detect and deter potential manipulations and other trading abuses, thereby making the Commodity-Based Trust Shares less readily susceptible to manipulation.

The Exchange now proposes to amend Rule 14.11(e)(4)(D) to allow up to 15% of the NAV of the Commodity-Based Trust Shares holdings to consist of certain assets that do not meet the GLS eligibility criteria in Rule 14.11(e)(4)(D)(i) and (ii) as described above. Specifically, new Rule 14.11(e)(4)(D)(iii) will provide that, notwithstanding the eligibility requirements described above, up to 15% of the NAV of the Commodity-

[3] *See* Securities Exchange Act Release No. 103995 (September 17, 2025), 90 FR 45414 (September 22, 2025) (SR–CboeBZX–2025–104; SR–NASDAQ–2025–056; 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) (''Prior Approval'').

[4] The Exchange notes that this proposal is substantially the same as proposed rule changes submitted by The Nasdaq Stock Market LLC (''Nasdaq'') and NYSE Arca, Inc. (''Arca''). *See* Securities Exchange Act Nos. 105672 (June 9, 2026) 91 FR 36185 (June 16, 2026) (SR–NASDAQ–2026–032); 105311 (April 27, 2026) 91 FR 23327 (April 30, 2026) (SR–NYSEARCA–2026–42).

[5] *See* Exchange Rule 14.11(e)(4)(C)(iii).

[6] *See* Securities Exchange Act Release No. 78396 (July 22, 2016) 81 FR 49698 (July 28, 2016) (SR–BATS–2015–100) (approving BZX's generic listing standards for Managed Fund Shares).

Based Trust Shares holdings in the aggregate may consist of (1) digital commodities that do not meet the criteria in Rule 14.11(e)(4)(D)(i), or (2) securities that do not meet the criteria in Rule 14.11(e)(4)(D)(ii). For purposes of calculating the 15% limitation, any derivative held by the Trust will be calculated based on its gross notional value.[7]

In connection with the proposed adoption of the 15% buffer, the Exchange also proposes to add a definition for ''digital commodity'' in new Rule 14.11(e)(4)(C)(v). As proposed, the term ''digital commodity'' will mean a commodity that is a digital asset and is intrinsically linked to and derives its value from the programmatic operation of a functional crypto system, as well as supply and demand dynamics, rather than from the expectation of profits from the essential managerial efforts of others. The Exchange is adopting this definition to make clear what types of digital assets may be included within the 15% buffer described above. The Exchange notes that the proposed definition of digital commodity is informed by the joint interpretive guidance issued by the SEC and the Commodity Futures Trading Commission (''CFTC''), effective March 23, 2026.[8] The Exchange represents that, to the extent legislation is enacted defining ''digital commodity'' or a substantially similar term, the Exchange will submit a rule filing to conform the definition in the GLS to the statutory definition. The proposed changes would effectively exclude other commodities, such as non-fungible assets or non-fungible collectibles, from being included in the 15% buffer for generically listed Commodity-Based Trust Shares. However, this would not preclude the Exchange from submitting a rule filing pursuant to Section 19(b) of the Act to seek the listing and trading of a Commodity-Based Trust Share that holds other commodities, including commodities that fall outside of the definition of digital commodity, if it determines to do so at a later date. The Exchange notes that generic listing standards are generally intended to apply to products that were known and contemplated at the time of adoption (*e.g.,* Commodity-Based Trust Shares holding digital commodities). They are not intended to apply to novel products or materially distinct structures that were not considered when the standards were adopted. The Exchange therefore believes it is appropriate to delineate the scope of what can be included in the 15% buffer to digital commodities.

As proposed, the GLS will still require that at least 85% of the NAV of the Commodity-Based Trust Shares holdings be comprised of assets that are already allowed under the GLS.[9] Further, the Trust must otherwise comply with all applicable requirements of the GLS (*e.g.,* the website disclosure requirements of Rule 14.11(e)(4)(E)) in order for the Commodity-Based Trust Share to be generically listed. The sponsor of the Commodity-Based Trust Share must monitor compliance with this 85% threshold daily and must promptly notify the Exchange if the Commodity-Based Trust Share breaches this requirement.[10]

The following examples illustrate how the 15% buffer will be applied:

1. A Commodity-Based Trust Share (''CBTS'') holds $95 million in market value of Bitcoin, Ether, Solana, and XRP, which all presently qualify as eligible commodities under Rule 14.11(e)(4)(D)(i)(b) and (c) (*i.e.,* each commodity underlies a futures contract that has been trading on an ISG market for at least six months, and has an Exchange-Traded Fund that provides at least 40% economic exposure to the commodity). The CBTS also holds $5 million in market value in several digital commodities that do not presently qualify as eligible commodities under the GLS. Because at least 95% of the Trust's NAV ($95 million/$100 million = 95%) meets the eligibility criteria under Rule 14.11(e)(4)(D)(i)(b) and (c), and the additional 5% consists of digital commodities that do not meet the eligibility criteria, consistent with the 15% buffer, the CBTS would qualify under the proposed generic criteria.

2. A CBTS holds gold and gold futures contracts. Both assets presently qualify as an eligible commodity or Commodity-Based Asset under Rule 14.11(e)(4)(D)(i)(b) because the commodity (gold) underlies gold futures contracts that are listed and trading on an ISG market for at least six months. The gold held by the Trust has a market value of $80 million. The gold futures contract trading unit size is 100 troy ounces and an ounce of gold is currently worth $4,000. The Trust holds 100 gold futures contracts with a gross notional value of $40 million (100 contracts * 100 troy ounces * $4,000). Both the gold and gold futures holdings of $120 million in total (100% of NAV) would meet the eligibility criteria under Rule 14.11(e)(4)(D)(i)(b). As such, the CBTS would qualify under the proposed generic criteria.

3. A CBTS holds bitcoin and OTC call options on a bitcoin ETF. Bitcoin presently qualifies as an eligible commodity under Rule 14.11(e)(4)(D)(i)(b) and (c) (*i.e.,* bitcoin underlies a futures contract that has been trading on an ISG market for at least six months, and has an Exchange-Traded Fund that provides at least 40% economic exposure to bitcoin). The bitcoin held by the Trust currently has a market value of $100 million. The Trust also holds 5,000 OTC call options (with each option contract representing 100 shares) on a bitcoin ETF with a current market price of $80 per share, resulting in a gross notional value of $40 million (5,000 option contracts * 100 option contract multiplier * $80 share price). Because these options are traded over-the-counter rather than on an ISG market, they do not meet the GLS eligibility criteria for securities under Rule 14.11(e)(4)(D)(ii). Accordingly, only the bitcoin holdings of $100 million, or approximately 71% of NAV ($100 million/$140 million = 71.42%), would meet the GLS eligibility criteria under Rule 14.11(e)(4)(D)(i)(b) and (c). While the CBTS could hold up to 15% of OTC options under the 15% buffer, here, the OTC options exceed the 15% limitation. Accordingly, the CBTS would not qualify under the proposed generic criteria.

The Exchange notes that the proposed 15% buffer for Commodity-Based Trust Shares is consistent with the thresholds recently approved by the Commission for similar digital commodity-based ETPs.[11] In those filings, the Commission

[7] Today, the Exchange similarly calculates percentage limitations on listed and over-the-counter (''OTC'') derivatives in its Managed Fund Shares rule based on the aggregate gross notional value of the listed and OTC derivatives. *See* Rule 14.11(i)(4)(C).

[8] *See* ''Application of the Federal Securities Laws to Certain Types of Crypto Assets and Certain Transactions Involving Crypto Assets,'' 91 FR 13714 (March 23, 2026).

[9] Specifically, the Exchange will still require that at least 85% of the NAV of the Commodity-Based Trust Shares holdings consist of (i) commodities, Commodity-Based Assets, and securities that meet the eligibility criteria in Rule 14.11(e)(4)(D)(i) and (ii), and/or (ii) cash and Cash Equivalents.

[10] The Commodity-Based Trust Shares rule requires that an issuer of Commodity-Based Trust Shares must notify the Exchange of any failure to comply with the continued listing requirements. *See* Interpretation and Policy .01 to Rule 14.11(e)(4).

[11] *See* Securities Exchange Act Release No. 103996 (September 17, 2025), 90 FR 45440 (September 22, 2025) (SR–NYSEARCA–2024–87) (Order Setting Aside Action by Delegated Authority and Approving a Proposed Rule Change, as Modified by Amendment No. 1, to Amend NYSE Arca Rule 8.500–E (Trust Units) and to List and Trade Shares of the Grayscale Digital Large Cap Fund LLC under Amended NYSE Arca Rule 8.500–E (Trust Units)) (''Grayscale Order''). *See* Securities Exchange Act Release No. 104212 (November 18, 2025), 90 FR 52724 (November 21, 2025) (SR–

Continued

approved the listing and trading of digital commodity-based ETPs holding a diversified portfolio of underlying digital commodities that tracked transparent, rules-based indexes. There, the Commission found that the requirement that the Trusts hold at least 85% of their investments in assets approved by the Commission to underlie an ETP as primary investments (and the rest of their assets in other digital commodities) would enable adequate surveillance of the Shares on the Exchange, and found that the applicable exchange's rules were designed to prevent fraud and manipulation. Although the ETPs in the Grayscale Order and the Bitwise Order were listed under a different listing rule for Trust Units, the Exchange believes that the policy rationale applies with equal force to Commodity-Based Trust Shares listed under Rule 14.11(e)(4). Here, the Exchange is proposing to require that at least 85% of the NAV of the Trust's holdings be composed of assets that already qualify under the GLS (*i.e.,* commodities, Commodity-Based Assets, and securities that meet the eligibility criteria in Rule 14.11(e)(4)(D), as well as cash and Cash Equivalents). These eligibility criteria are designed to assist the Exchange in monitoring trading in such Shares on the Exchange, thereby mitigating risks around fraud and manipulation. The Exchange is also proposing to limit the 15% buffer to just digital commodities and securities that do not meet the eligibility criteria. The Exchange therefore believes that its proposal strikes an appropriate balance between ensuring that the primary exposure of the ETP is to assets meeting established eligibility standards approved by the Commission, and allowing limited exposure to certain additional assets that enhance diversification and flexibility without undermining market integrity or investor protection.

Actively-Managed Commodity-Based Trust Shares

Rule 14.11(e)(4)(C)(i) currently requires Commodity-Based Trust Shares to be designed to reflect the performance of one or more reference assets or an index of reference assets, less expenses and other liabilities. In other words, Commodity-Based Trust Shares are required to be passively managed under the GLS. The Exchange now proposes to delete this provision, and a similar provision, in the definition of Commodity-Based Trust Shares in order to allow for both passively- and actively-managed strategies. The Exchange will also make non-substantive changes to renumber the paragraphs in the definition of Commodity-Based Trust Shares to reflect the deletion. The Exchange also proposes to add the phrase ''consistent with the Trust's investment objective and policies'' to align with language in the Exchange's Managed Fund Shares rule in Rule 14.11(i), which governs the listing of actively-managed ETFs today.

The Exchange also proposes to implement additional requirements around material non-public information in Rule 14.11(e)(4)(M) that would apply specifically to actively-managed Commodity-Based Trust Shares. In particular, proposed Rule 14.11(e)(4)(M)(iii) will provide that any person associated with, or an agent of (including a Reporting Authority), the Trust who has access to non-public information regarding the portfolio of the Commodity-Based Trust Shares, including any change thereto, must be subject to procedures designed to prevent the use and dissemination of material non-public information regarding the portfolio. In connection with this change, the Exchange proposes to add a definition for Reporting Authority in proposed Rule 14.11(e)(4)(C)(xii), which would provide that the term ''Reporting Authority'' with respect to Commodity-Based Trust Shares means an institution or reporting service designated by the Exchange or the Trust as the official source for calculating and reporting information relating to the Commodity-Based Trust Shares, including, but not limited to, its portfolio, the amount of any cash distribution to holders of Commodity-Based Trust Shares, net asset value, or other information relating to the issuance, redemption or trading of Commodity-Based Trust Shares. Each Commodity-Based Trust Shares may have more than one Reporting Authority, each having different functions. In connection with the foregoing changes, the Exchange proposes non-substantive changes to renumber the existing firewall provisions of Rule 14.11(e)(4)(M). These additional requirements are substantively rooted in the current prohibitions against the use and dissemination of material non-public information within the Exchange's rules governing actively-managed ETFs, and would apply to anyone associated with, or is an agent of, the Trust who has access to non-public information regarding the Trust's portfolio. These proposed requirements would apply in addition to what is already required under Rule 14.11(e)(4)(M).[12] The proposed requirements would provide additional protection against the potential misuse of material, non-public information relating to the Trust's actively-managed portfolio.

Additionally, while actively-managed Commodity-Based Trust Shares would remain subject to the existing trading halt requirements of Rule 14.11(e)(4)(J), the Exchange proposes to amend Rule 14.11(e)(4)(J) to provide that if the Exchange becomes aware that the information required by Rule 14.11(e)(4)(E)(i) is not disseminated to all market participants at the same time, it will halt trading in the Commodity-Based Trust Shares until such time as the information is available to all market participants.[13] This additional trading halt requirement will help ensure that all market participants have transparency relating to the Trust's

NYSEARCA–2024–98) (Order Setting Aside Action by Delegated Authority and Approving a Proposed Rule Change, as Modified by Amendment No. 1, to Amend NYSE Arca Rule 8.500–E (Trust Units) and to List and Trade Shares of the Bitwise 10 Crypto Index ETF under Amended NYSE Arca Rule 8.500–E (Trust Units)) (''Bitwise Order'').

[12] *See* Rule 14.11(i) (Managed Fund Shares) (providing that, if the investment adviser to the Investment Company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser shall erect and maintain a 'fire wall' between the investment adviser and the broker-dealer with respect to access to information concerning the composition of and/or changes to such Investment Company portfolio, and that personnel who make decisions on the Investment Company's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Investment Company portfolio). See also Rule 14.11(l) (Exchange-Traded Fund Shares) (providing that, if the investment adviser to the investment company issuing an actively managed series of ETF Shares is affiliated with a broker-dealer, such investment adviser shall erect and maintain a 'fire wall' between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such Exchange-Traded Fund's portfolio, and that, for actively managed Exchange-Traded Funds, personnel who make decisions on the portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable portfolio). Rule 14.11(l) defines 'Reporting Authority,' with respect to a particular series of ETF Shares, to mean the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of ETF Shares (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the amount of any dividend equivalent payment or cash distribution to holders of ETF Shares, net asset value, index or portfolio value, the current value of the portfolio of securities required to be deposited in connection with issuance of ETF Shares, or other information relating to the issuance, redemption or trading of ETF Shares.

[13] This additional trading halt requirement is substantively identical to the Exchange's rule governing the listing and trading of actively-managed ETFs, and would apply in addition to what is otherwise required under Rule 14.11(e)(4)(J). *See* Rule 14.11(i)(4)(B)(iii).

underlying portfolio, which information is key to pricing the Commodity-Based Trust Shares, and that no market participant has an unfair informational advantage. Ensuring such transparency relating to the Trust's underlying portfolio for all market participants will help facilitate a fair and orderly market for the Commodity-Based Trust Shares, as well as help to ensure that the Commodity-Based Trust Shares are not susceptible to manipulation.

Actively-managed ETFs have become a significant and growing segment of the U.S. and global ETF markets. For example, in 2024, around 49% of all ETFs launched globally were active, and in the U.S., active ETF launches outnumbered index launches by nearly 4:1.[14] Active ETFs in the U.S. represent the vast majority of total ETF launches in 2025,[15] with over a third of U.S. ETF inflows coming from active strategies over the past two years.[16] By the end of 2025, approximately 83% of the year's new ETFs were actively managed.[17] The Exchange believes that these figures demonstrate substantial market demand for actively-managed strategies, and that this proposal would benefit investors by providing a transparent, regulated investment vehicle as an alternative to less regulated avenues that investors could use to obtain commodity (including digital commodity) exposure.

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 Section 6(b) of the Act.[18] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5) [19] 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5) [20] requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The proposed rule change is designed to perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest because it would facilitate the listing and trading of additional Commodity-Based Trust Shares, which would enhance competition among market participants, to the benefit of investors and the marketplace. As discussed above, the Exchange is requiring at least 85% of the NAV of the Trust's holdings to be composed of assets that already qualify under the GLS (*i.e.,* cash and Cash Equivalents, as well as commodities, Commodity-Based Assets, and securities that meet the eligibility criteria in Rule 14.11(e)(4)(D)). By requiring that the primary exposure of Commodity-Based Trust Shares be in assets meeting established eligibility criteria under this Rule, the Exchange believes that its proposal will ensure flexibility for product innovation while maintaining robust investor protections. As discussed above, these eligibility criteria are generally designed to ensure that the Exchange can obtain information regarding trading in the assets held by the Trust issuing the Commodity-Based Trust Shares. This, in turn, would assist in monitoring the trading in such Shares on the Exchange and to deter and detect violations of Exchange rules and applicable federal securities laws, thereby making Commodity-Based Trust Shares less readily susceptible to fraud and manipulation.

The Exchange also believes it is consistent with the Act to add the definition of digital commodity in the GLS, and to clearly delineate that the proposed 15% buffer could only include digital commodities that do not meet the GLS eligibility criteria as well as securities that do not meet the GLS eligibility criteria. As discussed above, this approach provides appropriate specificity as to the types of assets that may be included in the buffer, while maintaining flexibility for product innovation. With novel products that were not contemplated at the time of adoption, the Exchange may submit an individual rule filing pursuant to Section 19(b) of the Act to seek the listing and trading of such Commodity-Based Trust Shares if it determines to do so at a later date. The Exchange believes that the 15% buffer is consistent with the Act for the reasons discussed above and because the Commission has approved comparable 85%/15% thresholds for similar digital commodity-based ETPs.[21]

The Exchange also believes that the proposed expansion of the GLS to allow for actively-managed Commodity-Based Trust Shares is consistent with the Act. The Exchange notes that the Commission has approved individual rule filings for the listing and trading of actively-managed Commodity-Based Trust Shares.[22] In approving those products, the Commission found that the applicable generic listing standards, coupled with additional firewall and trading halt representations regarding the listing and trading of the actively-managed product, were designed to prevent fraudulent and manipulative acts and practices and to protect investors and the public interest consistent with Section 6(b)(5) of the Act. Notably, the Commission cited a prior approval order where it had stated, in the context of ETFs, that ''the mere addition of active management to a portfolio that would otherwise qualify for generic listing as an index-based ETF should not affect the portfolio's susceptibility to manipulation or the availability of arbitrage between the ETF and its underlying portfolio.'' [23] The Exchange agrees that this principle holds true for Commodity-Based Trust Shares as well, and believes that the proposed amendments to the GLS to permit actively-managed Commodity-

[14] *See* ''Decoding Active ETFs,'' BlackRock, available at *https://www.ishares.com/us/literature/whitepaper/decoding-active-etfs.pdf.*

[15] *See* ''How Active ETFs Are Unlocking Innovation and Opportunity for Investors,'' BlackRock, available at *https://www.ishares.com/us/insights/active-etf-investors/.*

[16] (see ''Monthly Active ETF Monitor (August 31, 2025),'' J.P. Morgan, available at *https://am.jpmorgan.com/content/dam/jpm-am-aem/americas/us/en/insights/etf-insights/monthly-active-etf.pdf*).

[17] *See* ''2025 ETF & ETP Market Trends: Flow and Tell Year in Review,'' BlackRock, available at *https://www.ishares.com/us/insights/2025-etf-market-trends-record-flows.*

[18] 15 U.S.C. 78f(b).

[19] 15 U.S.C. 78f(b)(5).

[20] *Id.*

[21] *See* Grayscale Order and Bitwise Order.

[22] *See* Securities Exchange Act Release No. 105582 (May 29, 2026), 91 FR 33252 (June 3, 2026) (SR–NASDAQ–2025–085) (Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1 Thereto, to List and Trade Shares of the iShares Bitcoin Premium Income ETF under Nasdaq Rule 5711(d) (Commodity-Based Trust Shares)) (''iShares Approval Order''). *See* Securities Exchange Act Release No. 105681 (June 12, 2026), 91 FR 36629 (June 17, 2026) (SR–NYSEARCA–2025–77) (Order Granting Approval of a Proposed Rule Change, as Modified by Amendment No. 2 Thereto, To List and Trade Shares of the T. Rowe Price Active Crypto ETF under NYSE Arca Rule 8.201–E (Generic) Commodity-Based Trust Shares) (''T. Rowe Price Approval Order'').

[23] *See* iShares Approval Order at 33253 (citing to Securities Exchange Act Release Nos. 78396 (July 22, 2016), 81 FR 49698, 49702 (July 28, 2016) (SR–BATS–2015–100) (Order Approving Generic Listing Standards for Managed Fund Shares); and 78397 (July 22, 2016), 81 FR 49320, 49324–25 (July 27, 2016) (SR–NYSEArca–2015–110) (Order Approving Generic Listing Standards for Managed Fund Shares)).

Based Trust Shares are therefore consistent with the Act. As discussed above, the Exchange is adopting safeguards around trading halts and material non-public information that are already in place for other actively-managed products listed and trading on the Exchange today. Further, these actively-managed Commodity-Based Trust Shares would be subject to the same requirements under the GLS that are currently applicable to passively-managed strategies, including requirements related to portfolio transparency, valuation, and dissemination. As the Commission stated in the Prior Approval, consistently applying listing standards across products with economic exposures to the same underlying commodities levels the playing field between issuers, which should promote competition and would more readily afford investors greater investment options. The Exchange believes that extending the GLS to accommodate actively-managed strategies would further this objective by enabling additional issuers to bring innovative products to market through a transparent, regulated framework.

For the above reasons, the Exchange believes that the proposed rule change is consistent with the requirements of 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. To the contrary, the Exchange believes that the proposed rule change would enhance competition by facilitating the listing and trading of additional types of Commodity-Based Trust Shares pursuant to generic listing standards, provided that the applicable requirements are satisfied. Accordingly, the proposal is designed to facilitate product innovation and efficient listing processes, thereby enhancing competition among issuers and listing venues, to the benefit of investors and the marketplace. The Exchange also believes that the proposed change would enhance competition among Commodity-Based Trust Shares by ensuring the application of uniform listing standards.

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 written comment letters on this proposal.

III. 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–2026–061 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–2026–061. 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–CboeBZX–2026–061 and should be submitted on or before August 24, 2026.

IV. Commission's Findings and Order Granting Accelerated Approval of Proposed Rule Change

After careful review, the Commission finds that the Proposal is consistent with the Act and rules and regulations thereunder applicable to a national securities exchange.[24] In particular, the Commission finds that the Proposal is consistent with Section 6(b)(5) of the Act,[25] which requires, among other things, that the Exchange's rules be designed to prevent fraudulent and manipulative acts and practices, 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 and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Since the Prior Approval, which established generic listing standards[26] for Commodity-Based Trust Shares on the Exchange, the Commission has approved Commodity-Based Trust Shares that hold up to 15% of the portfolio in digital assets not previously approved by the Commission as permissible investments of an exchange-traded product (''ETP'').[27] In each of the Grayscale Order and the Bitwise Order, the Commission stated that the risks associated with fraud and manipulation are sufficiently mitigated if an ETP holds at least 80% of the investments in assets that do not raise concerns relating to fraud and manipulation.[28] Accordingly, the Commission found that the requirement that each ETP holds at least 85% of its investments in commodities approved by the Commission to underlie an ETP as primary investments will enable adequate surveillance of the shares on the listing exchange.[29]

Likewise, since the Prior Approval, the Commission has approved Commodity-Based Trust Shares that are not ''designed to reflect the performance of one or more reference assets or an index of reference assets, less expenses and other liabilities,'' but are actively managed.[30] In each of the iShares Approval Order and the T. Rowe Price Approval Order, the Commission stated that, in the context of exchange-traded

[24] In approving the Proposal, the Commission has considered the Proposal's impacts on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[25] 15 U.S.C. 78f(b)(5).

[26] Generic listing standards for Commodity-Based Trust Shares permit the Exchange, pursuant to Rule 19b–4(e) under the Act (''Rule 19b–4(e)''), to list and trade Commodity-Based Trust Shares without first submitting a proposed rule change with the Commission pursuant to Section 19(b) of the Act. *See* 17 CFR 240.19b–4(e). The Exchange, however, is required to submit a rule filing with the Commission when seeking to list and trade Commodity-Based Trust Shares that do not meet the generic listing standards set forth in BZX Rule 14.11(e)(4)(A).

[27] *See* Grayscale Order, *supra* note 11; Bitwise Order, *supra* note 11.

[28] *See* Grayscale Order at 45443; Bitwise Order at 52726.

[29] *See id.* In each case, 85% of the ETP's holdings were in bitcoin and/or ether and the remainder of its holdings were in other digital assets.

[30] *See* iShares Approval Order, *supra* note 22; T. Rowe Price Approval Order, *supra* note 22.

funds (''ETFs'') registered under the 1940 Act, the mere addition of active management to a portfolio that would otherwise qualify for generic listing as an index-based ETF does not affect the portfolio's susceptibility to manipulation or the availability of arbitrage between the ETF and its underlying portfolio.[31] The Commission stated that this principle also holds true for Commodity-Based Trust Shares.[32] Further, the Commission stated that consistently applying listing standards across products with economic exposures to the same underlying commodities levels the playing field between issuers, which should promote competition and would more readily afford investors greater investment options.[33]

Rule 19b–4(e) provides that the listing and trading of a new derivative securities product by a national securities exchange shall not be deemed a proposed rule change pursuant to paragraph (c)(1) of Rule 19b–4 [34] if the Commission has approved, pursuant to Section 19(b) of the Act,[35] the exchange's trading rules, procedures, and listing standards for the product class that would include the new derivatives securities product, and the exchange has a surveillance program for the product class.[36] The Exchange proposes to amend its generic listing standards for Commodity-Based Trust Shares to include the 15% buffer and active-management that the Commission has previously considered and approved in separate Rule 19b–4 filings. Accordingly, the Proposal fulfills the intended objective of Rule 19b–4(e) by permitting Commodity-Based Trust Shares that satisfy the requirements previously found to be consistent with the Act to commence trading without public comment and Commission approval.[37] The Exchange's ability to rely on Rule 19b–4(e) to list and trade additional Commodity-Based Trust Shares that meet the applicable requirements and minimum standards will reduce the time frame for bringing the shares to market and thereby reduce the burdens on issuers and other market participants, while also promoting competition.[38]

Similarly, the Exchange's proposed additional trading halt and firewall provisions are consistent with the Act.[39] Because BZX Rule 14.11(e)(4) currently contemplates only passive management,[40] the Exchange proposes changes designed to address active management of Commodity-Based Trust Shares, namely provisions related to (1) trading halts if Commodity-Based Trust Shares' portfolio information [41] is not disseminated to all market participants at the same time,[42] and (2) procedures designed to prevent the use and dissemination of material non-public portfolio information.[43] The Exchange's proposed changes are substantively identical to BZX's rule governing the listing and trading of actively managed ETFs,[44] and apply in addition to what is already required under BZX Rule 14.11(e)(4)(J) and (M). The additional trading halt provision will help to ensure that all market participants have transparency relating to the Commodity-Based Trust Shares' underlying portfolio, which information is key to pricing the shares and that no market participant has an unfair informational advantage. Ensuring such transparency relating to the underlying portfolio for all market participants will help facilitate a fair and orderly market for the Commodity-Based Trust Shares, as well as help to ensure that the Commodity-Based Trust Shares are not susceptible to manipulation. Likewise, the additional firewall provision will provide additional protection against the potential misuse of material, non-public information relating to a Commodity-Based Trust Share's actively-managed portfolio.

Finally, Commodity-Based Trust Shares listed pursuant to BZX Rule 14.11(e)(4), as modified by the Proposal, would be required to comply with all applicable requirements of BZX Rule 14.11(e)(4). In addition, all Commodity-Based Trust Shares listed under BZX Rule 14.11(e)(4) will be subject to the rules and procedures of the Exchange that currently govern the trading of equity securities on the Exchange.[45] The Exchange would continue to be required to submit a rule filing with the Commission when seeking to list and trade Commodity-Based Trust Shares that do not meet the generic listing standards under BZX Rule 14.11(e)(4), as proposed to be modified.

For the same reasons discussed above, the Commission finds good cause, pursuant to Section 19(b)(2) of the

[31] *See* iShares Approval Order at 33252–3; T. Rowe Price Approval Order at 36630. *See also* Securities Exchange Act Release Nos. 78396 (July 22, 2016), 81 FR 49698, 49702 (July 28, 2016) (SR–BATS–2015–100) (Order Approving Generic Listing Standards for Managed Fund Shares); and 78397 (July 22, 2016), 81 FR 49320, 49324–25 (July 27, 2016) (SR–NYSEArca–2015–110) (Order Approving Generic Listing Standards for Managed Fund Shares).

[32] *See* iShares Approval Order at 33253; T. Rowe Price Approval Order at 36630.

[33] *See id. See also* Prior Approval at 45419.

[34] 17 CFR 240.19b–4(c)(1).

[35] 15 U.S.C. 78s(b).

[36] *See* 17 CFR 240.19b–4(e). *See also supra* note 26.

[37] The failure of any particular Commodity-Based Trust Shares to satisfy the proposed generic listing standards pursuant to Rule 19b–4(e) would not preclude the Exchange from submitting a separate filing pursuant to Section 19(b) to list and trade those Commodity-Based Trust Shares. *See* BZX Rule 14.11(e)(4)(A).

[38] BZX Rule 14.11(e)(4), as modified by the Proposal, also continues to require the Exchange to maintain surveillance procedures for Commodity-Based Trust Shares, consistent with the requirements of Rule 19b–4(e). 17 CFR 240.19b–4(e). *See* BZX Rule 14.11(e)(4)(I).

[39] 15 U.S.C. 78f(b)(5).

[40] *See, e.g.,* BZX Rules 14.11(e)(4)(I)(iv) and 14.11(e)(4)(J)(i)(a), requiring the Exchange to initiate delisting procedures and halt trading if the value of the underlying reference asset(s) or index is not made widely available on at least a 15-second basis from a source unaffiliated with the sponsor or the trust; BZX Rule 14.11(e)(4)(M)(i), requiring that if the value of a Commodity-Based Trust Share is based on an index that is maintained by a broker-dealer, the broker-dealer erect and maintain a firewall around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index; and BZX Rule 14.11(e)(4)(M)(ii), requiring that any advisory committee, supervisory board, or similar entity that advises an index licensor or administrator or that makes decisions regarding the index composition, methodology, and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, non-public information regarding the applicable index.

[41] BZX Rule 14.11(e)(4)(E)(i) requires that the trust disclose prominently on its website, which is publicly available and free of charge, before the opening of regular trading on the Exchange, for the trust's commodities, commodity-based assets, securities, cash and cash equivalent, to the extent applicable: (i) ticker symbol; (ii) identifier; (iii) description of the holding; (iv) the quantity of each commodity, commodity-based asset, security, cash, and cash equivalent held; and (v) percentage weighting of the trust's assets.

[42] *See supra* note 13 and accompanying text.

[43] *See supra* note 12 and accompanying text.

[44] *See* BZX Rules 14.11(i)(4)(B)(iii) (Managed Fund Shares) (setting forth trading halt requirement if certain information with respect to a series of Managed Fund Shares is not disseminated to all market participants at the same time); 14.11(m)(4)(B)(v)(b) (Tracking Fund Shares) (setting forth trading halt requirement if certain information with respect to a series of Tracking Fund Shares is not being made available to all market participants at the same time). *See also* BZX Rules 14.11(i)(7) (Managed Fund Shares) (setting forth firewall and procedure requirements that apply to the investment adviser to the investment company issuing Managed Fund Shares and to personnel who make decisions on the investment company's portfolio composition); 14.11(l)(4)(A) (Exchange-Traded Fund Shares) (setting forth firewall requirements that apply to the investment adviser to an actively-managed Exchange-Traded Fund and to personnel who make decisions on the Exchange-Traded Fund's portfolio composition); and 14.11(m)(2)(E) (Tracking Fund Shares) (setting forth procedure and firewall requirements that apply to any person or entity, including a Reporting Authority, who has access to nonpublic information regarding the fund's portfolio). Further, these requirements are substantially similar to requirements applicable to actively-managed Commodity-Based Trust Shares previously approved by the Commission. *See* iShares Approval Order at 33253–4; T. Rowe Price Approval Order at 36630–1.

[45] *See* BZX Rule 14.11(e)(4)(B).

Act,[46] for approving the proposed rule change prior to the thirtieth day after the date of publication of the notice of the filing thereof in the **Federal Register**. The Proposal conforms the Exchange's rules to the changes the Commission previously considered and approved for generic listing standards for Commodity-Based Trust Shares.[47] Accordingly, the Commission finds good cause, pursuant to Section 19(b)(2) of the Act,[48] to approve the Proposal on an accelerated basis.

V. Conclusion

This approval order is based on all of the Exchange's representations and descriptions in the Proposal, which the Commission has evaluated as discussed above. For the reasons set forth above, the Commission finds, pursuant to Section 19(b)(2) of the Act,[49] that the Proposal is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange, and in particular, with Section 6(b)(5) of the Act.[50]

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[51] that the proposed rule change (SR–CBOEBZX–2026–061) be, and hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[52]

Sherry R. Haywood,

Assistant Secretary.

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[46] 15 U.S.C. 78s(b)(2).

[47] *See* Securities Exchange Act Release Nos. 105995 (July 27, 2026) (SR–NASDAQ–2026–032) (Order Granting Approval of a Proposed Rule Change, as Modified by Amendment No. 1, to Amend Nasdaq Rule 5711(d) (Commodity-Based Trust Shares)); 106001 (July 28, 2026) (SR–NYSEArca–2026–42) (Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, to Amend NYSE Arca Rule 8.201–E (Generic) Commodity-Based Trust Shares).

[48] 15 U.S.C. 78s(b)(2).

[49] 15 U.S.C. 78s(b)(2).

[50] 15 U.S.C. 78f(b)(5).

[51] 15 U.S.C. 78s(b)(2).

[52] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106010; File No. SR–NASDAQ–2026–060]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Nasdaq General 4, Rule 1210

July 29, 2026.

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 July 21, 2026, The Nasdaq Stock Market LLC (''Nasdaq'' 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 Nasdaq General 4, Rule 1210, Registration Requirements.

The text of the proposed rule change is available on the Exchange's website at *https://listingcenter.nasdaq.com/rulebook/nasdaq/rulefilings,* 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 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 Exchange proposes to reduce the waiting periods for retaking FINRA qualification examinations at Supplementary Material .06 to General 4, Rule 1210 (Waiting Periods for Retaking a Failed Examination) to align with a recent amendment to FINRA Rule 1210 at Supplementary Material .06.[3]

Nasdaq General 4, Rule 1210 requires each person engaged in the securities business of a member to be registered with the Exchange as a representative or principal in each category of registration appropriate to his or her functions and responsibilities as specified in General 4, Rule 1220 (Registration Categories), unless exempt from registration pursuant to General 4, Rule 1230 (Associated Persons Exempt from Registration). Pursuant to Supplementary Material .03 to General 4, Rule 1210 (Qualification Examinations and Waivers of Examinations), before a person can be registered with the Exchange, he or she must pass the appropriate qualification examinations or obtain a waiver of the qualification examination requirement. If a person fails a qualification examination, Supplementary Material .06 to General 4, Rule 1210 (Waiting Periods for Retaking a Failed Examination) sets forth the time the person must wait before he or she can retake that qualification examination.

For the first and second failed attempts, the person must currently wait 30 calendar days to retake the qualification examination. A person who fails a qualification examination three or more times in succession within a two-year period must currently wait 180 calendar days before he or she can retake that examination. These waiting periods apply to the Securities Industry Essentials (''SIE'') examination and the representative and principal examinations specified under General 4, Rule 1220.

FINRA amended its Rule 1210 at Supplementary Material .06 to shorten the required qualification examination retake waiting periods to 15 calendar days after the first and second failed attempts, and 60 calendar days after the third and all subsequent failed attempts that occur within a two-year period.[4] As described in SR–FINRA–2026–014, since the current waiting periods were adopted in 1989, FINRA's qualification program has undergone significant changes that have shifted the principal risks that originally informed the rule. FINRA noted in SR–FINRA–2026–014 that today's high-volume FINRA qualification examinations use extensive question banks that contain thousands of questions, with each test

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 105885 (July 13, 2026) (''SR–FINRA–2026–014'') (not yet published).

[4] *See id.*