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VANECK BITCOIN ETF

FORM 8-K
(Current report filing)

Filed 11/19/26 for the Period Ending 11/16/26

Address	C/O VANECK DIGITAL ASSETS, LLC 666 THIRD AVENUE, 9TH FLOOR NEW YORK, NY, 10017
Telephone	212-293-2048
CIK	0001838028
Symbol	HODL
SIC Code	6221 - Commodity Contracts Brokers and Dealers
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 16, 2026

VANECK BITCOIN ETF
(Exact name of registrant as specified in its charter)

Delaware	**001-41908**	**85-6811021**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**
666 Third Avenue, 9th Floor New York, New York		**10017**
(Address of principal executive offices)		**(Zip Code)**

Registrant's telephone number, including area code: (212) 293-2000

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Shares	HODL	Cboe BZX Exchange, Inc.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 1.02 Termination of a Material Definitive Agreement.

On November 16, 2026, VanEck Digital Assets, LLC (the "Sponsor"), on behalf of VanEck Bitcoin ETF (the "Trust"), delivered written notice to Gemini Trust Company, LLC ("Gemini") of the Trust's election to terminate (i) the Custodial Services Agreement, dated as of October 26, 2023, between the Trust (then named VanEck Bitcoin Trust) and Gemini (the "Gemini Custody Agreement"), and (ii) the Gemini Clearing Agreement, dated as of October 26, 2023, between the Trust and Gemini (the "Gemini Clearing Agreement" and, together with the Gemini Custody Agreement, the "Gemini Agreements").

Under the Gemini Custody Agreement, Gemini serves as the Trust's bitcoin custodian and maintains a custody account in which the Trust's bitcoin is held, as well as a fiat account for the Trust's cash. Under the Gemini Clearing Agreement, Gemini makes available to the Trust a service for the clearing and settlement of purchase and sale transactions in digital assets between the Trust and other Gemini customers.

The notice of termination will become effective on or about February 16, 2027 (the "Termination Effective Date"). The Gemini Agreements will remain in effect, and Gemini will continue to provide services to the Trust thereunder, until the Termination Effective Date. Coinbase Custody Trust Company, LLC will continue to serve as a custodian of the Trust's bitcoin pursuant to the Coinbase Prime Broker Agreement.

The foregoing description of the Gemini Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of those agreements. Capitalized terms used but not defined herein have the meanings ascribed to them in the Trust's most recent prospectus, as amended and supplemented from time to time.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 19, 2026

VanEck Bitcoin ETF *

By: VanEck Digital Assets, LLC, as Sponsor of the Trust

By: /s/ Matthew A. Babinsky
Name: **Matthew A. Babinsky**
Title: **Vice President**

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* The registrant is a trust. The individual specified above is signing in his capacity as an officer of VanEck Digital Assets, LLC, the Sponsor of the registrant.