



DENVER
REGIONAL OFFICE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

BYRON G. ROGERS FEDERAL BUILDING, 1961 STOUT ST., SUITE 1700
DENVER, CO 80294-1961

March 22, 2023

VIA EMAIL (peikins@sullcrom.com)

Steven Peikin, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004-2498

Dear Mr. Peikin:

This letter confirms our telephone conversation earlier today. In that conversation, we advised you that the staff of the Securities and Exchange Commission has made a preliminary determination to recommend that the Commission file an enforcement action against your client, Coinbase, Inc. This proposed action would allege violations of Sections 5, 15(a), and 17A of the Securities Exchange Act of 1934 (“Exchange Act”) and Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”). The recommendation may involve a civil injunctive action, public administrative proceeding, and/or cease-and-desist proceeding, and may seek remedies that include injunctions, a cease-and-desist order, disgorgement, pre-judgment interest, and civil money penalties.

As described in Rule 5(c) of the Commission’s Rules on Informal and Other Procedures, 17 C.F.R. § 202.5(c), we are offering your client the opportunity to make a Wells submission. For further information, you may wish to review Securities Act Release No. 5310, “Procedures Relating to the Commencement of Enforcement Proceedings and Termination of Staff Investigations,” which can be found at: <http://www.sec.gov/divisions/enforce/wells-release.pdf>.

If your client wishes to make a written or videotaped submission setting forth any reasons of law, policy, or fact why the proposed enforcement action should not be filed, or bringing any facts to the Commission’s attention in connection with its consideration of this matter, you should send the submission to Steven Buchholz and me by April 5, 2023. Any written submission should be limited to 40 pages, and any video submission should not exceed 12 minutes. A submission that exceeds the applicable limitation on length or is sent after the above-referenced date may not be accepted by the staff. Please inform us by no later than March 29, 2023 whether your client will be making a Wells Submission. Any submission should be sent to:

Steven Buchholz
Assistant Regional Director, Division of Enforcement
Securities and Exchange Commission
buchholzs@sec.gov

and

Danielle R. Voorhees
Assistant Regional Director, Division of Enforcement
Securities and Exchange Commission
voorheesd@sec.gov

If the staff makes an enforcement recommendation to the Commission in this matter with respect to your client, we will send to the Commission any submission that your client makes that complies with the terms in this letter. Wells submissions that are not accepted by the staff generally will not be provided to the Commission, although the staff may review and consider them.

The Commission may use the information contained in a submission as an admission, or in any other manner permitted by the Federal Rules of Evidence, or for any of the Routine Uses of Information described in Form 1662, "Supplemental Information for Persons Requested to Supply Information Voluntarily or Directed to Supply Information Pursuant to a Commission Subpoena." Form 1662 can be found at: <http://www.sec.gov/about/forms/sec1662.pdf>; paper copies are available upon request. The staff will not accept any submission that purports to limit (including by reserving the right to do so) its admissibility under the Federal Rules of Evidence or the Commission's ability to use the submission for any purpose identified in Form 1662. Nor will the staff accept a submission that contains or discusses a settlement offer. Offers of settlement should be in a separate document, and not combined with, or included in, Wells submissions. Any submission your client makes may be discoverable by third parties in accordance with applicable law.

If you have any questions, please contact Steven Buchholz at (415) 705-8101 and buchholzs@sec.gov or me.

Sincerely,



Danielle R. Voorhees
Assistant Regional Director
Division of Enforcement