
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Gemini Space Station, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

(CUSIP Number)

Winklevoss Capital Fund, LLC
301 N Market Street, Suite 1463,
Wilmington, DE, 19801
646-751-4444

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/14/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

Name of reporting person

Winklevoss Capital Fund, LLC

Check the appropriate box if a member of a Group (See Instructions)

☐ (a)

☐ (b)

SEC use only

4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
8	82,269,641.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	82,269,641.00
	Aggregate amount beneficially owned by each reporting person
11	82,269,641.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	65.1 %
14	Type of Reporting Person (See Instructions)
	OO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	Winklevoss Capital Management, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	DELAWARE
Number of Shares Beneficially Owned by	Sole Voting Power
7	0.00
8	Shared Voting Power

Each Reporting Person With:	82,269,641.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	82,269,641.00
	Aggregate amount beneficially owned by each reporting person
11	82,269,641.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	65.1 %
	Type of Reporting Person (See Instructions)
14	OO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	Tyler Howard Winklevoss
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
	Shared Voting Power
8	82,269,641.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	82,269,641.00
	Aggregate amount beneficially owned by each reporting person
11	82,269,641.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

	☐	Percent of class represented by amount in Row (11)
13		65.1 %
		Type of Reporting Person (See Instructions)
14		IN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person	
	Cameron Howard Winklevoss	
	Check the appropriate box if a member of a Group (See Instructions)	
2	☐ (a)	
	☐ (b)	
3	SEC use only	
	Source of funds (See Instructions)	
4	OO	
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
5	☐	
	Citizenship or place of organization	
6	UNITED STATES	
	Sole Voting Power	
7	0.00	
	Shared Voting Power	
8	82,269,641.00	
	Sole Dispositive Power	
9	0.00	
	Shared Dispositive Power	
10	82,269,641.00	
	Aggregate amount beneficially owned by each reporting person	
11	82,269,641.00	
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	
12	☐	
	Percent of class represented by amount in Row (11)	
13	65.1 %	
	Type of Reporting Person (See Instructions)	
14	IN	

SCHEDULE 13D

Item 1. Security and Issuer
Title of Class of Securities:

(a) Class A Common Stock
Name of Issuer:

(b) Gemini Space Station, Inc.
Address of Issuer's Principal Executive Offices:

(c) 600 Third Avenue, 2nd Floor, New York, NEW YORK , 10016.

Item 1 The Reporting Persons (as defined below) previously filed a Schedule 13G on November 14, 2025, pursuant to Rule
Comment: 13d-1(d) of the Securities Exchange Act of 1934, as amended (File No. 005-95238). The Reporting Persons are filing this Schedule 13D (the "Schedule 13D") after acquiring beneficial ownership of more than 2% of the outstanding shares of Class A common stock ("Class A Shares") of Gemini Space Station, Inc. (the "Issuer") within a 12-month period, as described more fully below.

Item 2. Identity and Background

This Schedule 13D is filed by the following persons and entities (each a "Reporting Person" and collectively the "Reporting Persons"): (i) Winklevoss Capital Fund, LLC, a Delaware limited liability company ("WCF"); (ii) Winklevoss Capital Management, LLC, a Delaware limited liability company ("WCM"), which is the manager of WCF; (iii) Tyler Howard Winklevoss ("Tyler Winklevoss"), who is a co-founder and manager of WCM; and (iv) Cameron Howard Winklevoss ("Cameron Winklevoss") who is a co-founder and manager of WCM.

(a) The business address of each of the Reporting Persons is Farmers Bank Building, 301 N. Market Street, Suite 1463, Wilmington, Delaware 19801.

(b) WCM is the manager of WCF. WCF is an entity engaged in investment activities. The principal occupation of Tyler Winklevoss is as Chief Executive Officer and director of the Issuer. The principal occupation of Cameron Winklevoss is as President and director of the Issuer.

(c) During the last five years, none of the Reporting Persons has been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors).

(d) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(e) WCF and WCM are each incorporated under the laws of the State of Delaware. Tyler Winklevoss and Cameron Winklevoss are United States citizens.

(f) Item 3. Source and Amount of Funds or Other Consideration

Acquisitions of Class B Common Stock at Issuer's IPO On September 15, 2025, immediately prior to the consummation of the Issuer's initial public offering ("IPO"), Tyler Winklevoss and Cameron Winklevoss received an aggregate of 75,085,013 shares of Class B common stock of the Issuer ("Class B Shares") in exchange for their interests in units of Gemini Space Station, LLC, a Nevada limited liability company, which is considered the predecessor of the Issuer for accounting purposes, including the units automatically converted from (i) approximately \$228.0 million in aggregate principal (plus accrued and unpaid interest thereon) in the Issuer's certain convertible notes previously issued to WCF and (ii) approximately \$467.6 million in aggregate principal (plus accrued and unpaid interest thereon) in the Issuer's certain convertible term loans with WCF, each outstanding as of the closing date of the IPO. In connection with the Issuer's IPO and related reorganizational transactions, WCF also received 41,771 Class B Shares in exchange for its corresponding incentive profits interest units in Gemini Astronaut Corps, LLC. Private Placement On May 14, 2026, the Issuer entered into a securities purchase agreement (the "Securities Purchase Agreement") with WCF, pursuant to which the Issuer agreed to issue and sell to WCF, in a private placement, 7,142,857 Class A Shares, at a price of \$14 per share for aggregate proceeds to the Issuer of \$100 million (the "Private Placement"). WCF delivered to the Issuer approximately 1,258 Bitcoin as payment-in-kind for the Class A Shares pursuant to the terms of the Securities Purchase Agreement. The Private Placement closed on May 14, 2026. The foregoing description of the Securities Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Securities Purchase Agreement, a copy of which is filed as Exhibit 99.2 hereto and incorporated by reference herein.

Item 4. Purpose of Transaction

The information set forth in Items 3 and 6 of this Schedule 13D is incorporated by reference in its entirety into this Item 4. The Reporting Persons initially acquired beneficial ownership of the Class A Shares for investment purposes. The Reporting Persons intend to continue to review their investment in the Issuer on an ongoing basis and, in the course of their review, may take actions (including through their affiliates) with respect to their investment or the Issuer, including communicating with the board of directors of the Issuer (the "Board"), members of management or other securityholders of the Issuer, or other third parties, including potential acquirers, from time to time, taking steps to implement a course of action, including, without limitation, engaging advisors, including legal, financial, regulatory, technical, industry and/or other advisors, to assist in any review, and evaluating strategic alternatives as they may become available. Such discussions and other actions may relate to various alternative courses of action, including, without limitation, those related to an extraordinary corporate transaction (including a merger, demerger,

reorganization, business combination, acquisition or liquidation) involving the Issuer or any of its subsidiaries, including any public offer for all or part of the Issuer's securities; business combinations involving the Issuer or any of its subsidiaries, a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; material asset purchases, contributions or similar transactions; the formation of joint ventures or other commercial partnerships or arrangements with the Issuer or any of its subsidiaries or the entry into other material projects; changes in the present business, operations, strategy, future plans or prospects of the Issuer, financial or governance matters; changes to the Board (including Board composition) or management of the Issuer; acting as a participant in debt financings of the Issuer or any of its subsidiaries, changes to the capitalization, ownership structure, dividend policy, business, governance or corporate structure or governance documents of the Issuer; de-listing or de-registration of the Issuer's securities, or any action similar to those enumerated above. Such discussions and actions may be preliminary and exploratory in nature, and not rise to the level of a plan or proposal. Additionally, the Reporting Persons may from time to time increase or decrease their investment in the Issuer depending upon the price and availability of the Issuer's securities, subsequent developments affecting the Issuer, the Issuer's business and prospects, other investment and business opportunities available to the Reporting Persons, general stock market and economic conditions, tax considerations and other factors. Other than as described above, the Reporting Persons do not currently have any plans or proposals that relate to, or may result in, any of the matters listed in subparagraphs (a) through (j) of Item 4 of Schedule 13D. However, as part of their ongoing evaluation of this investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan or proposal with respect to such matters, and, from time to time, may hold discussions with or make formal proposals to management or the Board, other stockholders of the Issuer or other third parties regarding such matters. Tyler Winklevoss and Cameron Winklevoss serve as Chief Executive Officer and director and President and director of the Issuer, respectively. Accordingly, each of Tyler Winklevoss and Cameron Winklevoss may have influence over the corporate activities of the Issuer, including activities that may relate to items described in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

- (a) The information set forth in Rows 11 and 13 of the cover pages to this Schedule 13D is incorporated by reference. As of the date hereof, the Reporting Persons beneficially own 82,269,641 Class A Shares, which include (i) 7,142,857 Class A Shares held by WCF and (ii) 75,126,784 Class B Shares held by WCF that may be exchanged at any time, at the option of the holder, for newly issued Class A Shares on a one-on-one basis. The foregoing beneficial ownership percentage is based on a total of (i) 44,163,149 Class A Shares outstanding as of May 8, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on May 14, 2026, plus (ii) 75,126,784 Class A Shares issuable upon the conversion of the same number of Class B Shares held by WCF and (iii) 7,142,857 Class A Shares issued to WCF pursuant to the Private Placement.
- (b) The information set forth in Rows 7 through 10 of the cover pages to this Schedule 13D is incorporated by reference.
- (c) Except as set forth in this Schedule 13D, the Reporting Persons have not effected any transactions in Class A Shares during the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Item 3 of this Schedule 13D is incorporated by reference in its entirety into this Item 6. Registration Rights Agreement On September 12, 2025, in connection with the completion of the Issuer's IPO, the holders of up to 19,040,525 Class A Shares and 75,372,380 Class B Shares, including the Reporting Persons, entered into a registration rights agreement (the "Existing Registration Rights Agreement"), which entitles the holders to certain registration rights. At any time beginning 180 days after the IPO, subject to certain exceptions and limitations, the holders of at least 25% of the registrable securities then outstanding can request that the Issuer register the offer and sale of their shares on a registration statement on Form S-1 so long as the amount of anticipated aggregated offering proceeds, net of underwriting discounts and commissions and offering expenses, is at least \$75 million. The foregoing description of the Existing Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 99.3 hereto and incorporated by reference herein. On May 14, 2026, in connection with the Stock Purchase Agreement, the Issuer entered into an amendment (the "Amendment") to its existing Registration Rights Agreement dated as of September 12, 2025 (the "Existing Registration Rights Agreement") with the WCF pertaining to the Class A Shares, which provides that the Class A Shares are "Registrable Securities" under the Existing Registration Rights Agreement and subject to the demand registration, piggyback registration and shelf registration rights contained therein. The Amendment also lowers the minimum anticipated aggregate offering proceeds threshold, net of Selling Expenses (as defined in the Existing Registration Rights Agreement), required to trigger a Form S-3 demand registration from \$75.0 million to \$50.0 million. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 99.4 hereto and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Joint Filing Agreement among the Reporting Persons. Exhibit 99.2 - Stock Purchase Agreement, dated as of May 14, 2026 by and between WCF and the Issuer (incorporated by reference to Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed May 14, 2026). Exhibit 99.3 - Registration Rights Agreement, dated as of September 12, 2025 by and among the Issuer and certain of its stockholders (incorporated by reference to Exhibit 4.2 to the Issuer's Quarterly Report on Form 10-Q filed November 10, 2025). Exhibit 99.4 - Amendment No. 1 to

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Winklevoss Capital Fund, LLC

Signature: /s/ Cameron H. Winklevoss

Name/Title: By Winklevoss Capital Management, LLC, Its
Manager, By Cameron H. Winklevoss, Manager

Date: 05/18/2026

Winklevoss Capital Management, LLC

Signature: /s/ Cameron H. Winklevoss

Name/Title: By Cameron H. Winklevoss, Manager

Date: 05/18/2026

Tyler Howard Winklevoss

Signature: /s/ Tyler H. Winklevoss

Name/Title: Tyler H. Winklevoss

Date: 05/18/2026

Cameron Howard Winklevoss

Signature: /s/ Cameron H. Winklevoss

Name/Title: Cameron H. Winklevoss

Date: 05/18/2026

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

In accordance with Rule 13d-1(k), the undersigned acknowledge and agree that the foregoing statement on Schedule 13D with respect to the Class A common stock, par value of \$0.001 per share, of Gemini Space Station, Inc. is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning such person contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that such person knows or has reason to believe that such information is inaccurate.

Dated this 18th day of May 2026.

**Winklevoss Capital Fund,
LLC**

By: Winklevoss Capital
Management, LLC
Its: Manager

By: /s/ Cameron H.
Winklevoss
Name: Cameron H.
Winklevoss
Title: Manager

**Winklevoss Capital
Management, LLC**

By: /s/ Cameron H.
Winklevoss
Name: Cameron H.
Winklevoss
Title: Manager

Tyler H. Winklevoss

By: /s/ Tyler H. Winklevoss
Name: Tyler H.
Winklevoss

Cameron H. Winklevoss

By: /s/ Cameron H.
Winklevoss
Name: Cameron H.
Winklevoss