SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Winklevoss Capital Fund, LLC

(Last) (First) (Middle)
FARMERS BANK BUILDING
301 N. MARKET STREET, SUITE 1463

(Street)
WILMINGTON DE 19801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Gemini Space Station, Inc. [GEMI]

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/14/2026		A		7,142,857[(1)]	A	$14	7,142,857	D[(2)]	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*
Winklevoss Capital Fund, LLC

(Last) (First) (Middle)
FARMERS BANK BUILDING
301 N. MARKET STREET, SUITE 1463

(Street)
WILMINGTON DE 19801

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Winklevoss Cameron Howard

(Last) (First) (Middle)
600 THIRD AVENUE
2ND FLOOR

(Street)
NEW YORK NY 10016

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Winklevoss Tyler Howard
(Last) (First) (Middle)
600 THIRD AVENUE 2ND FLOOR
(Street)
NEW YORK NY 10016
(City) (State) (Zip)

Explanation of Responses:

1. On May 14, 2026, Winklevoss Capital Fund, LLC ("WCF") purchased from the Issuer, in a private placement, 7,142,857 shares of Class A Common Stock, at a price of $14 per share, for aggregate proceeds to the Issuer of $100 million.

2. Messrs. Tyler Winklevoss and Cameron Winklevoss are the Co-Founders and Principals of WCF, as well as the Managers of the managing entity of WCF, and exercise shared voting and dispositive control over the shares held by WCF. As a result, each of Messrs. Tyler Winklevoss and Cameron Winklevoss may be deemed the beneficial owner of the securities beneficially owned by WCF and disclaims such beneficial ownership except to the extent of their respective pecuniary interest therein.

Winklevoss Capital Fund, LLC, By Winklevoss Capital Management, LLC, Its Manager, By /s/ Cameron H. Winklevoss, Manager	05/18/2026
/s/ Cameron H. Winklevoss	05/18/2026
/s/ Tyler H. Winklevoss	05/18/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.