

SECURITIES AND EXCHANGE COMMISSION**17 CFR Ch. II**

[Release Nos. 33–11118; 34–96009; IA–6165; IC–34725; File No. S7–24–22]

Regulatory Flexibility Agenda

AGENCY: Securities and Exchange Commission.

ACTION: Semiannual Regulatory Agenda.

SUMMARY: The Securities and Exchange Commission is publishing the Chair’s agenda of rulemaking actions pursuant to the Regulatory Flexibility Act (RFA) (Pub. L. 96–354, 94 Stat. 1164) (Sept. 19, 1980). The items listed in the Regulatory Flexibility Agenda for Fall 2022 reflect only the priorities of the Chair of the U.S. Securities and Exchange Commission, and do not necessarily reflect the view and priorities of any individual Commissioner.

Information in the agenda was accurate on October 6, 2022, the date on which the Commission’s staff completed compilation of the data. To the extent possible, rulemaking actions by the Commission since that date have been reflected in the agenda. The Commission invites questions and public comment on the agenda and on the individual agenda entries.

The Commission is now printing in the **Federal Register**, along with our preamble, only those agenda entries for which we have indicated that preparation of an RFA analysis is required.

The Commission’s complete RFA agenda will be available online at www.reginfo.gov.

DATES: Comments should be received on or before March 24, 2023.

ADDRESSES: Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission’s internet comment form (<https://www.sec.gov/rules/other.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number S7–24–22 on the subject line.

Paper Comments

- Send paper comments to Vanessa A. Countryman, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090.

All submissions should refer to File No. S7–24–22. 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 website (<https://www.sec.gov/rules/other.shtml>). Comments are also available for website viewing and printing in the Commission’s Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Operating conditions may limit access to the Commission’s Public Reference Room. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

FOR FURTHER INFORMATION CONTACT: Sarit Klein, Office of the General Counsel, 202–551–5037.

SUPPLEMENTARY INFORMATION: The RFA requires each Federal agency, twice each year, to publish in the **Federal Register** an agenda identifying rules that

the agency expects to consider in the next 12 months that are likely to have a significant economic impact on a substantial number of small entities (5 U.S.C. 602(a)). The RFA specifically provides that publication of the agenda does not preclude an agency from considering or acting on any matter not included in the agenda and that an agency is not required to consider or act on any matter that is included in the agenda (5 U.S.C. 602(d)). The Commission may consider or act on any matter earlier or later than the estimated date provided on the agenda. While the agenda reflects the current intent to complete a number of rulemakings in the next year, the precise dates for each rulemaking at this point are uncertain. Actions that do not have an estimated date are placed in the long-term category; the Commission may nevertheless act on items in that category within the next 12 months. The agenda includes new entries, entries carried over from prior publications, and rulemaking actions that have been completed (or withdrawn) since publication of the last agenda.

The following abbreviations for the acts administered by the Commission are used in the agenda:

“Securities Act”—Securities Act of 1933
 “Exchange Act”—Securities Exchange Act of 1934
 “Investment Company Act”—Investment Company Act of 1940
 “Investment Advisers Act”—Investment Advisers Act of 1940
 “Dodd Frank Act”—Dodd-Frank Wall Street Reform and Consumer Protection Act

The Commission invites public comment on the agenda and on the individual agenda entries.

By the Commission.

Vanessa A. Countryman,
Secretary.

DIVISION OF CORPORATION FINANCE—PROPOSED RULE STAGE

Sequence No.	Title	Regulation Identifier No.
588	Rule 144 Holding Period	3235–AM78

DIVISION OF CORPORATION FINANCE—FINAL RULE STAGE

Sequence No.	Title	Regulation Identifier No.
589	Listing Standards for Recovery of Erroneously Awarded Compensation	3235–AK99

DIVISION OF CORPORATION FINANCE—COMPLETED ACTIONS

Sequence No.	Title	Regulation Identifier No.
590	Pay Versus Performance	3235–AL00

DIVISION OF CORPORATION FINANCE—COMPLETED ACTIONS—Continued

Sequence No.	Title	Regulation Identifier No.
591	Updating EDGAR Filing Requirements and Form 144 Filings	3235-AM15
592	Proxy Voting Advice	3235-AM92

DIVISION OF INVESTMENT MANAGEMENT—FINAL RULE STAGE

Sequence No.	Title	Regulation Identifier No.
593	Enhanced Reporting of Proxy Votes by Registered Management Investment Companies; Reporting on Executive Compensation Votes by Institutional Investment Managers.	3235-AK67
594	Tailored Shareholder Reports, Treatment of Annual Prospectus Updates for Existing Investors, and Improved Fee and Risk Disclosure for Mutual Funds and ETFs; Fee Information in Investment Company Ads.	3235-AM52
595	Private Fund Advisers; Documentation of Registered Investment Adviser Compliance Reviews	3235-AN07
596	Cybersecurity Risk Governance	3235-AN08

DIVISION OF TRADING AND MARKETS—FINAL RULE STAGE

Sequence No.	Title	Regulation Identifier No.
597	Removal of References to Credit Ratings From Regulation M	3235-AL14

SECURITIES AND EXCHANGE COMMISSION (SEC)*Division of Corporation Finance*

Proposed Rule Stage

588. Rule 144 Holding Period [3235-AM78]

Legal Authority: 15 U.S.C. 77b; 15 U.S.C. 77b note; 15 U.S.C. 77c; 15 U.S.C. 77d; 15 U.S.C. 77f; 15 U.S.C. 77g; 15 U.S.C. 77h; 15 U.S.C. 77j; 15 U.S.C. 77r; 15 U.S.C. 77s; 15 U.S.C. 77z-3; 15 U.S.C. 77sss; 15 U.S.C. 78c; 15 U.S.C. 78d; 15 U.S.C. 78j; 15 U.S.C. 78l; 15 U.S.C. 78m; 15 U.S.C. 78n; 15 U.S.C. 78o; 15 U.S.C. 78o-7 note; 15 U.S.C. 78t; 15 U.S.C. 78w; 15 U.S.C. 78ll(d); 15 U.S.C. 78mm; 15 U.S.C. 80a-8; 15 U.S.C. 80a-24; 15 U.S.C. 80a-26; 15 U.S.C. 80a-28; 15 U.S.C. 80a-29; 15 U.S.C. 80a-30; 15 U.S.C. 80a-37; sec. 201(a) Pub. L. 112-106, 126 Stat. 313 (2012); sec. 401 Pub. L. 112-106, 126 Stat. 313 (2012); 126 Stat. 313 (2012), unless otherwise noted; . . .

Abstract: The Division is considering recommending that the Commission repropose amendments to Rule 144, a non-exclusive safe harbor that permits the public resale of restricted or control securities if the conditions of the rule are met.

Timetable:

Action	Date	FR Cite
NPRM	01/19/21	86 FR 5063
NPRM Comment Period End.	03/22/21	

Action	Date	FR Cite
Second NPRM	10/00/23	

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: John Fieldsend, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, Phone: 202 551-3430, Email: fieldsendj@sec.gov, RIN: 3235-AM78

SECURITIES AND EXCHANGE COMMISSION (SEC)*Division of Corporation Finance*

Final Rule Stage

589. Listing Standards for Recovery of Erroneously Awarded Compensation [3235-AK99]

Legal Authority: Pub. L. 111-203, sec. 954; 15 U.S.C. 78j-4; 15 U.S.C. 78m; 15 U.S.C. 78n; 15 U.S.C. 78w(a); 15 U.S.C. 78mm; 15 U.S.C. 77f; 15 U.S.C. 77g; 15 U.S.C. 77j; 15 U.S.C. 77s(a); 15 U.S.C. 80a-20; 15 U.S.C. 80a-29; 15 U.S.C. 80a-37; . . .

Abstract: The Division is considering recommending that the Commission adopt rules to implement section 954 of the Dodd Frank Act, which requires the Commission to adopt rules to direct national securities exchanges to prohibit the listing of securities of issuers that have not developed and implemented a policy providing for disclosure of the

issuer's policy on incentive-based compensation and mandating the clawback of such compensation in certain circumstances.

Timetable:

Action	Date	FR Cite
NPRM	07/14/15	80 FR 41144
NPRM Comment Period End.	09/14/15	
NPRM Comment Period Re-opened.	10/21/21	86 FR 58232
NPRM Comment Period End.	11/22/21	
NPRM Comment Period Re-opened.	06/14/22	87 FR 35938
NPRM Comment Period End.	07/14/22	
Final Action	04/00/23	

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Anne M. Krauskopf, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, Phone: 202 551-3500, Email: krauskopfa@sec.gov.

RIN: 3235-AK99

SECURITIES AND EXCHANGE COMMISSION (SEC)*Division of Corporation Finance*

Completed Actions

590. Pay Versus Performance [3235–AL00]

Legal Authority: Pub. L. 111–203, sec. 953(a); 15 U.S.C. 78c(b); 15 U.S.C. 78n(i); 15 U.S.C. 78w(a); 15 U.S.C. 78mm; . . .

Abstract: The Commission adopted amendments to implement Section 14(i) of the Securities Exchange Act of 1934, as added by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Section 14(i) directs the Commission to adopt rules requiring registrants to provide disclosure of pay versus performance. The disclosure is required in proxy or information statements in which executive compensation disclosure is required. The disclosure requirements do not apply to emerging growth companies, registered investment companies, or foreign private issuers.

Timetable:

Action	Date	FR Cite
NPRM	05/07/15	80 FR 26329
NPRM Comment Period End.	07/06/15	
NPRM Comment Period Re-opened.	02/02/22	87 FR 5751
NPRM Comment Period End.	03/04/22	
Final Action	09/08/22	87 FR 55134
Final Action Effective.	10/11/22	

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Steven G. Hearne, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, Phone: 202 551–3430, Email: hearnes@sec.gov.

RIN: 3235–AL00

591. Updating EDGAR Filing Requirements and Form 144 Filings [3235–AM15]

Legal Authority: 15 U.S.C. 77d; 15 U.S.C. 77f; 15 U.S.C. 77g; 15 U.S.C. 77h; 15 U.S.C. 77j; 15 U.S.C. 77s(a); 15 U.S.C. 78c; 15 U.S.C. 78l; 15 U.S.C. 78m; 15 U.S.C. 78n; 15 U.S.C. 78o(d); 15 U.S.C. 78p; 15 U.S.C. 78w(a); 15 U.S.C. 78ll; 15 U.S.C. 80a–10; 15 U.S.C. 80a–37; 15 U.S.C. 77b; 15 U.S.C. 77b note; 15 U.S.C. 77c; 15 U.S.C. 77r; 15 U.S.C. 77s; 15 U.S.C. 77z–2; 15 U.S.C. 77z–3; 15 U.S.C. 77s(a); 15 U.S.C. 77eee; 15 U.S.C. 77ggg; 15 U.S.C. 77nnn; 15 U.S.C. 77sss; 15 U.S.C. 77sss(a); 15 U.S.C. 77ttt; 15

U.S.C. 78a *et seq.*; 15 U.S.C. 78c(b); 15 U.S.C. 78c–3; 15 U.S.C. 78c–5; 15 U.S.C. 78d; 15 U.S.C. 78e; 15 U.S.C. 78f; 15 U.S.C. 78g; 15 U.S.C. 78i; 15 U.S.C. 78j; 15 U.S.C. 78j–1; 15 U.S.C. 78k; 15 U.S.C. 78k–1; 15 U.S.C. 78n–1; 15 U.S.C. 78o; 15 U.S.C. 78o–4; 15 U.S.C. 78o–7 note; 15 U.S.C. 78o–10; 15 U.S.C. 78q; 15 U.S.C. 78q–1; 15 U.S.C. 78s; 15 U.S.C. 78t; 15 U.S.C. 78u–5; 15 U.S.C. 78w; 15 U.S.C. 78x; 15 U.S.C. 78dd; 15 U.S.C. 78ll(d); 15 U.S.C. 78mm; 15 U.S.C. 80a–2(a); 15 U.S.C. 80a–3; 15 U.S.C. 80a–6(c); 15 U.S.C. 80a–8; 15 U.S.C. 80a–9; 15 U.S.C. 80a–13; 15 U.S.C. 80a–20; 15 U.S.C. 80a–23; 15 U.S.C. 80a–24; 15 U.S.C. 80a–26; 15 U.S.C. 80a–28; 15 U.S.C. 80a–29; 15 U.S.C. 80a–30; 15 U.S.C. 80b–3; 15 U.S.C. 80b–4; 15 U.S.C. 80b–11; 15 U.S.C. 7201 *et seq.*; 15 U.S.C. 8302; 18 U.S.C. 1350; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 12 U.S.C. 5461 *et seq.*; Pub. L. 111–203, 939A, 124 Stat. 1376 (2010); Pub. L. 112–106, Sec. 107, Sec. 201(a), Sec. 401, Sec. 503 and Sec. 602, 126 Stat. 313 (2012); Sec. 102(a)(3), Pub. L. 112–106, 126 Stat. 209 (2012); Sec. 107, Pub. L. 112–106, 126 Stat. 209 (2012); Sec. 72001, Pub. L. 114–94, 129 Stat. 1312 (2015); Secs. 2 and 3, Pub. L. 116–222, 134 Stat. 1063 (2020), unless otherwise noted.; Sec. 249.220f is also issued under Secs. 3(a), 202, 208, 302, 306(a), 401(a), 401(b), 406 and 407, Pub. L. 107–204, 116 Stat. 745, and Secs. 2 and 3, Pub. L. 116–222, 134 Stat. 1063; Sec. 249.240f is also issued under Secs. 3(a), 202, 208, 302, 306(a), 401(a), 401(b), 406 and 407, Pub. L. 107–204, 116 Stat. 745, and Secs. 2 and 3, Pub. L. 116–222, 134 Stat. 1063; . . .

Abstract: The Commission adopted rule and form amendments that mandate the electronic filing or submission of documents that are currently permitted electronic submissions, including the “glossy” annual report to security holders, notices of exempt solicitations and exempt preliminary roll-up communications, notices of sales of securities of certain issuers, filings of required reports by foreign private issuers and filings made by multilateral development banks on our Electronic Data Gathering, Analysis, and Retrieval system.

Timetable:

Action	Date	FR Cite
NPRM	11/22/21	86 FR 66231
NPRM Comment Period End.	12/22/21	
Final Action	06/10/22	87 FR 35393
Final Action Effective.	07/11/22	

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Noel Sean Harrison, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, Phone: 202 551–3249, Email: harrisons@sec.gov.

RIN: 3235–AM15

592. Proxy Voting Advice [3235–AM92]

Legal Authority: 15 U.S.C. 78c(b); 15 U.S.C. 78n; 15 U.S.C. 78w(a); 15 U.S.C. 78mm; 15 U.S.C. 80B *et seq.*; . . .

Abstract: The Commission adopted amendments to the Federal proxy rules governing proxy voting advice as part of its reassessment of those rules and in light of feedback from market participants on those rules, certain developments in the market for proxy voting advice, and comments received regarding the proposed amendments. The amendments remove a condition to the availability of certain exemptions from the information and filing requirements of the Federal proxy rules for proxy voting advice businesses. The release also rescinds certain guidance that the Commission issued to investment advisers about their proxy voting obligations. In addition, the amendments remove a note that provides examples of situations in which the failure to disclose certain information in proxy voting advice may be considered misleading within the meaning of the Federal proxy rules’ prohibition on material misstatements or omissions. Finally, the release discusses the Commission’s views regarding the application of that prohibition to proxy voting advice, in particular with respect to statements of opinion.

Timetable:

Action	Date	FR Cite
NPRM	11/26/21	86 FR 67383
NPRM Comment Period End.	12/27/21	
Final Action	07/19/22	87 FR 43168
Final Action Effective.	09/19/22	

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Valian Afshar, Special Counsel, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, Phone: 202 551–3440, Email: afsharv@sec.gov.

RIN: 3235–AM92

SECURITIES AND EXCHANGE COMMISSION (SEC)*Division of Investment Management*

Final Rule Stage

593. Enhanced Reporting of Proxy Votes by Registered Management Investment Companies; Reporting on Executive Compensation Votes by Institutional Investment Managers [3235-AK67]

Legal Authority: 15 U.S.C. 78m; 15 U.S.C. 78w(a); 15 U.S.C. 78mm; 15 U.S.C. 78x; 15 U.S.C. 80a-8; 15 U.S.C. 80a-29; 15 U.S.C. 80a-30; 15 U.S.C. 80a-37; 15 U.S.C. 80a-44; Pub. L. 111-203, sec. 951

Abstract: The Division is considering recommending that the Commission adopt rule amendments to implement section 951 of the Dodd-Frank Act and to enhance the information reported on Form N-PX. The Commission previously proposed amendments to rules and Form N-PX that would require institutional investment managers subject to section 13(f) of the Exchange Act to report how they voted on any shareholder vote on executive compensation or golden parachutes pursuant to sections 14A(a) and (b) of the Exchange Act.

Timetable:

Action	Date	FR Cite
NPRM	10/28/10	75 FR 66622
NPRM Comment Period End.	11/18/10	
Second NPRM	10/15/21	86 FR 57478
Final Action	04/00/23	

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Nathan Schurr, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-6394, *Email:* schuurna@sec.gov.

RIN: 3235-AK67

594. Tailored Shareholder Reports, Treatment of Annual Prospectus Updates for Existing Investors, and Improved Fee and Risk Disclosure for Mutual Funds and ETFs; Fee Information in Investment Company Ads [3235-AM52]

Legal Authority: 15 U.S.C. 77e; 15 U.S.C. 77g; 15 U.S.C. 77j; 15 U.S.C. 77s; 15 U.S.C. 78c(b); 15 U.S.C. 77f; 15 U.S.C. 78j; 15 U.S.C. 78m; 15 U.S.C. 78n; 15 U.S.C. 78o; 15 U.S.C. 78mm; 15 U.S.C. 80a-6; 15 U.S.C. 80a-8; 15 U.S.C. 80a-20; 15 U.S.C. 80a-24; 15 U.S.C. 80a-29; 15 U.S.C. 80a-37; 44 U.S.C. 3506; 44 U.S.C. 3507

Abstract: The Division is considering recommending that the Commission adopt a new streamlined shareholder report under the Investment Company Act of 1940. The Division is also considering recommending that the Commission adopt rule and form amendments to improve and modernize certain aspects of the current disclosure framework under the Investment Company Act.

Timetable:

Action	Date	FR Cite
NPRM	11/05/20	85 FR 70716
NPRM Comment Period End.	01/04/21	
Final Action	04/00/23	

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Michael Kosoff, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-6754, *Email:* kosoffm@sec.gov.

RIN: 3235-AM52

595. Private Fund Advisers; Documentation of Registered Investment Adviser Compliance Reviews [3235-AN07]

Legal Authority: 15 U.S.C. 80b-1 et seq.

Abstract: The Division is considering recommending that the Commission adopt rules under the Advisers Act to address lack of transparency, conflicts of interest, and certain other matters involving private fund advisers.

Timetable:

Action	Date	FR Cite
NPRM	03/24/22	87 FR 16886
NPRM Comment Period End.	04/25/22	
NPRM Comment Period Re-opened.	05/12/22	87 FR 29059
NPRM Comment Period End.	06/13/22	
Final Action	04/00/23	

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Melissa Harke, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-6722, *Email:* harkem@sec.gov.

RIN: 3235-AN07

596. Cybersecurity Risk Governance [3235-AN08]

Legal Authority: 15 U.S.C. 80b-1 et seq.; 15 U.S.C. 80a-1 et seq.

Abstract: The Division is considering recommending that the Commission adopt rules to enhance fund and investment adviser disclosures and governance relating to cybersecurity risks.

Timetable:

Action	Date	FR Cite
NPRM	03/09/22	87 FR 13524
NPRM Comment Period End.	04/11/22	
Final Action	04/00/23	

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Christopher Staley, Branch Chief, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-8475, *Email:* staleyc@sec.gov.

RIN: 3235-AN08

SECURITIES AND EXCHANGE COMMISSION (SEC)*Division of Trading and Markets*

Final Rule Stage

597. Removal of References to Credit Ratings From Regulation M [3235-AL14]

Legal Authority: Pub. L. 111-203, sec. 939A

Abstract: Section 939A of the Dodd-Frank Act requires the Commission to remove certain references to credit ratings from its regulations and to substitute such standards of creditworthiness as the Commission determines to be appropriate. The Division is considering recommending that the Commission adopt proposed amendments to eliminate the exceptions for investment grade non-convertible debt, non-convertible preferred, and asset-backed securities (as rated by at least one Nationally Recognized Statistical Rating Organization) from Rules 101 and 102 of Regulation M and replace the exception in Rule 101 with alternative standards one based on distance to default using a Structural Credit Risk Model for non-convertible debt and non-convertible preferred debt, and one based on SF-3 shelf registration for asset-backed securities.

Timetable:

Action	Date	FR Cite
NPRM	05/06/11	76 FR 26550
NPRM Comment Period End.	07/05/11	
Final Action	01/08/14	79 FR 1522
Final Action Effective.	07/07/14	
NPRM	03/30/22	87 FR 18312

Action	Date	FR Cite	100 F Street NE, Washington, DC 20549, <i>Phone: 202 551-6439, Email: guidrozj@sec.gov.</i>
NPRM Comment Period End.	05/23/22		<i>RIN: 3235-AL14</i>
Final Action	04/00/23		

Regulatory Flexibility Analysis
Required: Yes.
Agency Contact: John Guidroz,
Division of Trading and Markets,
Securities and Exchange Commission,

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