

EFFECTS ON DIRECT SPENDING AND REVENUES OF LEGISLATION CONSIDERED UNDER SUSPENSION OF THE RULES IN THE HOUSE OF REPRESENTATIVES—Continued

| Bill Number | Title | Effect on Direct Spending | Effect on Revenues | Additional Information on Direct Spending and Revenue Effects |
|-----------------|---|--|-------------------------------|---|
| H.R. 3174 | Made in America Manufacturing Finance Act, as amended. | None | None | |
| H.R. 3716 | Systemic Risk Authority Transparency Act | Increase by Less Than \$500K. | Reduce by Less Than \$500K. | |
| H.R. 4313 | Hospital Inpatient Services Modernization Act, as amended. | Change by Less Than \$500K, Direction Unknown. | None | |
| H.R. 4323 | Trafficking Survivors Relief Act, as amended | None | None | |
| H.R. 4423 | No New Burma Funds Act, as amended | None | None | |
| H.R. 4429 | Developing and Empowering our Aspiring Leaders Act of 2025, as amended. | None | None | |
| H.R. 4430 | Expanding WKSI Eligibility Act, as amended | None | None | |
| H.R. 4431 | Improving Capital Allocation for Newcomers Act of 2025, as amended. | None | None | |
| H.R. 4491 | SBA IT Modernization Reporting Act | None | None | |
| H.R. 4495 | SBA Fraud Enforcement Extension Act | Reduce by at Least \$500K | Increase by Less Than \$500K. | |
| H.R. 4549 | Office of Rural Affairs Enhancement Act | None | None | |
| H.R. 5284 | Claiming Age Clarity Act, as amended | None | None | |
| H.R. 5345 | Improving Social Security's Service to Victims of Identity Theft Act, as amended. | None | None | |
| H.R. 5346 | Fair and Accountable IRS Reviews Act, as amended | None | Increase by at least \$500K | Would increase revenues by \$117 million over 2026–2036. |
| H.R. 5348 | Social Security Child Protection Act of 2025, as amended. | None | None | |
| H.R. 5349 | Tax Court Improvement Act, as amended | None | Increase by at Least \$500K | Would increase revenues by \$6 million over 2026–2036. |
| S. 616 | Foundation of the Federal Bar Association Charter Amendments Act of 2025. | None | None | |

Source: Congressional Budget Office; Joint Committee on Taxation

Mr. DAVIDSON. Mr. Speaker, I yield myself the balance of my time.

For the reasons I explained earlier, I urge all of my colleagues to support this bill, and I yield back the balance of my time.

The SPEAKER pro tempore. The question is on the motion offered by the gentleman from Ohio (Mr. DAVIDSON) that the House suspend the rules and pass the bill, H.R. 4431, as amended.

The question was taken; and (two-thirds being in the affirmative) the rules were suspended and the bill, as amended, was passed.

A motion to reconsider was laid on the table.

EXPANDING WKSI ELIGIBILITY ACT

Mr. DAVIDSON. Mr. Speaker, I move to suspend the rules and pass the bill (H.R. 4430) to lower the aggregate market value of voting and non-voting common equity necessary for an issuer to qualify as a well-known seasoned issuer, as amended.

The Clerk read the title of the bill.

The text of the bill is as follows:

H.R. 4430

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,

SECTION 1. SHORT TITLE.

This Act may be cited as the “Expanding WKSI Eligibility Act”.

SEC. 2. DEFINITION OF WELL-KNOWN SEASONED ISSUER.

(a) IN GENERAL.—For purposes of the Federal securities laws, and regulations issued thereunder, an issuer shall be a “well-known seasoned issuer” if—

(1) the aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer is \$400,000,000 or more (as determined under Form S-3 general instruction I.B.1. as in effect on the date of enactment of this Act); and

(2) the issuer otherwise satisfies the requirements of the definition of “well-known seasoned

issuer” contained in section 230.405 of title 17, Code of Federal Regulations (as in effect on the date of enactment of this Act) without reference to any requirement in such definition relating to minimum worldwide market value of outstanding voting and non-voting common equity held by non-affiliates.

(b) REPORT ON WITHDRAWN APPLICATIONS RELATED TO WELL-KNOWN SEASONED ISSUER STATUS.—The Securities and Exchange Commission shall, not later than 90 days after the end of each calendar year, publish the total number of applications submitted during such calendar year where the applicant—

(1) submitted the application under section 230.405 of title 17, Code of Federal Regulations, for a determination by the Commission that the applicant not be considered an ineligible issuer under such section;

(2) requested such determination in order to meet the definition of a well-known seasoned issuer under such section; and

(3) withdrew the application.

The SPEAKER pro tempore. Pursuant to the rule, the gentleman from Ohio (Mr. DAVIDSON) and the gentlewoman from California (Ms. WATERS) each will control 20 minutes.

The Chair recognizes the gentleman from Ohio.

GENERAL LEAVE

Mr. DAVIDSON. Mr. Speaker, I ask unanimous consent that all Members may have 5 legislative days to revise and extend their remarks and include extraneous material on this bill.

The SPEAKER pro tempore. Is there objection to the request of the gentleman from Ohio?

There was no objection.

Mr. DAVIDSON. Mr. Speaker, I yield 3 minutes to the gentleman from Wisconsin (Mr. STEIL).

Mr. STEIL. Mr. Speaker, I thank my colleague Mr. DAVIDSON for his broad work in the capital market space and for leading us here on the floor today.

I rise to urge my colleagues to support the Expanding WKSI Eligibility Act. I thank my co-leads, Mr. FIELDS, as well as Chairman HILL and Ranking Member WATERS, for their support.

We have far too many regulations in the United States, and this bill is

about rightsizing our regulations in support of investments and jobs.

This commonsense bill will help more well-run companies responsibly raise money in the public markets. It rightsizes regulatory burdens and frees up more resources for companies to invest in American jobs and American innovation.

The well-known seasoned issuer—also known as WKSI—status was first implemented around 20 years ago. It allows qualified public companies in good standing to use automatic shelf registration. This reduces the cost and complexity of a public offering and allows companies to be more responsive to market conditions.

The WKSI construct has a track record of success in expanding access to public markets while protecting investors.

According to Joel Trotter, one of the authors of the JOBS Act, “Decades of successful experience show that the well-known seasoned issuer category is long overdue for expansion.”

I couldn’t agree more, and this bill does exactly that. It lowers the size threshold for WKSI qualification while maintaining all the existing good governance requirements.

In other words, more small and midsized American public companies will be able to benefit from the privileges that already exist for larger businesses with similar compliance records.

The Expanding WKSI Eligibility Act also includes a helpful reporting requirement for the Securities and Exchange Commission. This report will provide Congress and the public with a better understanding of how many previously ineligible companies are trying to regain their WKSI status. Doing so will gain the insight needed to make future legislative adjustments.

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The Expanding WKSI Eligibility Act is a tailored, regulatory improvement

that will support small and mid-sized businesses, job creators, and investments.

Mr. Speaker, I ask my colleagues to support this legislation.

Ms. WATERS. Mr. Speaker, I yield myself such time as I may consume.

Mr. Speaker, I rise today in support of H.R. 4430, which expands the number of public companies that can qualify as a well-known seasoned issuer, or WKSI. This designation is a special status conferred on companies that frequently raise money by issuing securities from the public.

Think of WKSI status like having frequent-flyer privileges. It allows companies that are well known to regulators and the public to raise money without needing permission. These companies are widely followed in the markets, so there are a lot of eyes, so to speak, watching what they are doing. The main requirement for a company to meet WKSI status is that it has previously issued \$700 million or more in securities.

The current bill would lower that threshold to \$400 million. By reducing the current WKSI threshold, the bill allows an additional 400 companies to qualify on top of the 2,000 or so companies that qualify today.

One final thing this bill does is provide transparency around companies that have been disqualified from operating as WSIs. Notably, a company can lose its WKSI status if it has been convicted of a securities-related felony or a misdemeanor or has violated the antifraud provisions of the securities laws. Notable examples include UBS and Bank of America, which each previously lost their WKSI status due to fraud violations.

However, even if a company loses their status through such a violation, it can ask the SEC for a waiver to continue operating as a WKSI. UBS and Bank of America both sought and received such waivers.

Importantly, though, waivers are rarely formally denied because SEC staff normally gives a company a heads-up that their waiver is likely to be denied, so many companies simply withdraw their waiver requests. The final provision of this bill provides investors on an annual basis a view into the number of waiver requests that have been withdrawn.

Mr. Speaker, I support this bill and urge all Members to do the same.

Mr. Speaker, I reserve the balance of my time.

Mr. DAVIDSON. Mr. Speaker, I am prepared to close, and I reserve the balance of my time.

Ms. WATERS. Mr. Speaker, I yield myself the balance of my time.

Mr. Speaker, I support this bill, and I yield back the balance of my time.

Mr. DAVIDSON. Mr. Speaker, I include in the RECORD the CBO estimate for this bill.

Legislation Considered Under Suspension of the Rules

The Majority Leader of the House of Representatives announces bills that will be considered under suspension of the rules in that chamber. Under suspension, floor debate is limited, all floor amendments are prohibited, points of order against the bill are waived, and final passage requires a two-thirds majority vote.

At the request of the Majority Leader and the House Committee on the Budget, CBO estimates the effects of those bills on direct spending and revenues. CBO has limited time to review the legislation before consideration. Although it is possible in most cases to determine whether the legislation would affect direct spending or revenues, time may be insufficient to estimate the magnitude of those effects. If CBO has prepared estimates for similar or identical legislation, a more detailed assessment of budgetary effects, including effects on spending subject to appropriation, may be included.

EFFECTS ON DIRECT SPENDING AND REVENUE OF LEGISLATION CONSIDERED UNDER SUSPENSION OF THE RULES IN THE HOUSE OF REPRESENTATIVES WEEK OF DECEMBER 1, 2025

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|------------------|---|--|-------------------------------|--|
| H.R. 176 | No Immigration Benefits for Hamas Terrorists Act of 2025, as amended. | Reduce by Less Than \$500K. | None | Section 3 would increase revenues by an insignificant amount. Section 10 would reduce direct spending and increase revenues for a net \$1.219 billion reduction in the deficit. Section 11 would appropriate \$1.219 billion to the Medicare Improvement Fund. On net, the bill would reduce the deficit by an insignificant amount over the 2026–2035 period. |
| H.R. 225 | HUD Transparency Act, as amended | None | None | |
| H.R. 1262 | Mikaela Naylon Give Kids a Chance Act, as amended .. | Increase by at Least \$500K | Increase by at Least \$500K | |
| H.R. 2066 | Investing in All of America Act of 2025, as amended .. | None | None | Includes insignificant costs for Postal Service Fund, which are classified as off-budget direct spending. |
| H.R. 2159 | Count the Crimes to Cut Act, as amended | Increase by Less Than \$500K. | None | |
| H.R. 3174 | Made in America Manufacturing Finance Act, as amended. | None | None | |
| H.R. 3716 | Systemic Risk Authority Transparency Act | Increase by Less Than \$500K. | Reduce by Less Than 500K | |
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The question was taken; and (two-thirds being in the affirmative) the rules were suspended and the bill, as amended, was passed.

A motion to reconsider was laid on the table.

ANNOUNCEMENT BY THE SPEAKER PRO TEMPORE

The SPEAKER pro tempore. Proceedings will resume on motions to suspend the rules previously postponed.

Votes will be taken in the following order:

- H.R. 5348; and
- H.R. 4423.