

[DISCUSSION DRAFT]

119TH CONGRESS
1ST SESSION

H. R. _____

To require certification examinations for accredited investors, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

Mr. FLOOD introduced the following bill; which was referred to the Committee on _____

A BILL

To require certification examinations for accredited investors, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Equal Opportunity for
5 All Investors Act of 2025”.

6 **SEC. 2. CERTIFICATION EXAMINATIONS FOR ACCREDITED**
7 **INVESTORS.**

8 (a) IN GENERAL.—The Commission shall revise the
9 definition of “accredited investor” under Regulation D

1 (section 230.501 of title 15, Code of Federal Regulations)
2 to include any natural person who is certified through the
3 examination required under subsection (b).

4 (b) ESTABLISHMENT OF EXAMINATION.—Not later
5 than 1 year after the date of the enactment of this Act,
6 the Commission shall establish an examination (including
7 a test, certification, or examination program)—

8 (1) to certify an individual as an accredited in-
9 vestor; and

10 (2) that—

11 (A) is designed with an appropriate level of
12 difficulty such that an individual with financial
13 sophistication would be unlikely to fail; and

14 (B) includes methods to determine whether
15 an individual seeking to be certified as an ac-
16 credited investor demonstrates competency with
17 respect to—

18 (i) the different types of securities;

19 (ii) the disclosure requirements under
20 the securities laws applicable to issuers
21 and private companies as compared to
22 public companies;

23 (iii) corporate governance;

24 (iv) financial statements and the com-
25 ponents of such statements;

1 (v) aspects of unregistered securities,
2 securities issued by private companies, and
3 investments into private funds, including
4 risks associated with—

- 5 (I) limited liquidity;
6 (II) limited disclosures;
7 (III) variance in valuation meth-
8 ods;
9 (IV) information asymmetry;
10 (V) leverage risks;
11 (VI) concentration risk; and
12 (VII) longer investment horizons;

13 (vi) potential conflicts of interest,
14 when the interests of the financial profes-
15 sionals and their clients are misaligned or
16 when their professional responsibilities are
17 compromised by financial motivations; and

18 (vii) other criteria the Commission de-
19 termines necessary or appropriate in the
20 public interest or for the protection of in-
21 vestors.

22 (c) ADMINISTRATION.—Beginning not later than 180
23 days after the date the examination is established under
24 subsection (b), such examination shall be administered
25 and offered free of charge to the public by a registered

1 national securities association under section 15A of the
2 Securities Exchange Act of 1934 (15 U.S.C. 78o–3).

3 (d) COMMISSION DEFINED.—In this section, the term
4 “Commission” means the Securities and Exchange Com-
5 mission.