

[DISCUSSION DRAFT]

119TH CONGRESS
1ST SESSION

H. R. _____

To amend the Securities Exchange Act of 1934 with respect to prohibitions
relating to the solicitation and influence of proxies.

IN THE HOUSE OF REPRESENTATIVES

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

A BILL

To amend the Securities Exchange Act of 1934 with respect
to prohibitions relating to the solicitation and influence
of proxies.

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 **[“**_____ **Act of**
5 **2025”]**.

1 **SEC. 2. PROHIBITIONS RELATING TO THE SOLICITATION**
2 **AND INFLUENCE OF PROXIES.**

3 (a) IN GENERAL.—Section 14(a) of the Securities
4 Exchange Act of 1934 (15 U.S.C. 78n(a)) is amended—

5 (1) by redesignating paragraph (2) as para-
6 graph (3);

7 (2) by inserting after paragraph (1) the fol-
8 lowing:

9 “(2) PROHIBITIONS RELATING TO THE SOLICITA-
10 TION AND INFLUENCE OF PROXIES.—

11 “(A) IN GENERAL.—It shall be unlawful for
12 any covered person, by the use of the mails or by
13 any means or instrumentality of interstate commerce
14 or of any facility of a national securities exchange or
15 otherwise, in contravention of such rules and regula-
16 tions as the Commission may prescribe as necessary
17 or appropriate in the public interest or for the pro-
18 tection of investors, to furnish or offer to furnish to
19 the holder of a security (other than an exempted se-
20 curity) registered pursuant to section 12 of this title
21 any recommendation, advice, analysis, or rating re-
22 lating to the vote of such holder in respect of such
23 security.

24 “(B) COVERED PERSON DEFINED.—In this
25 paragraph, the term ‘covered person’—

26 “(i) means a person that—

1 “(I) markets itself as having expertise
2 as a provider of recommendations, advice,
3 analysis, or ratings relating to the vote of
4 a holder of a security described in subpara-
5 graph (A); or

6 “(II) sells any such recommendation,
7 advice, analysis, or rating for a fee; and

8 “(ii) does not include an investment ad-
9 viser—

10 “(I) for which the performance of any
11 such recommendation, advice, analysis, or
12 rating is solely incidental to the conduct of
13 the business of such investment adviser as
14 an investment adviser; and

15 “(II) that does not receive special
16 compensation for such performance.”; and

17 (3) in paragraph (3), as so redesignated, by
18 striking “paragraph (1)” and inserting “paragraphs
19 (1) and (2)”.

20 (b) RULEMAKING.—Not later than 18 months after
21 the date of the enactment of this Act, the Securities and
22 Exchange Commission shall issue final rules implementing
23 subsection (a) of section 14 of the Securities Exchange
24 Act of 1934 (15 U.S.C. 78n), as amended by this section.