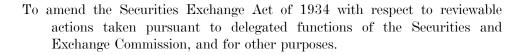
## [DISCUSSION DRAFT]

**H.R**.

118TH CONGRESS 2D Session



## IN THE HOUSE OF REPRESENTATIVES

Mr. MEUSER introduced the following bill; which was referred to the Committee on \_\_\_\_\_

## A BILL

- To amend the Securities Exchange Act of 1934 with respect to reviewable actions taken pursuant to delegated functions of the Securities and Exchange Commission, 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 ["\_\_\_\_\_ Act
    5 of 2024"].

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## 1 SEC. 2. REVIEWABLE ACTIONS.

2 (a) IN GENERAL.—Subsection (b) of section 4A of
3 the Securities Exchange Act of 1934 (15 U.S.C. 78d–1)
4 is amended—

5 (1) by striking "(1) denies" and inserting "(A)
6 denies";

7 (2) by striking "(2) suspends" and inserting
8 "(B) suspends";

9 (3) by striking "(3) is" and inserting "(C) is";
10 (4) by striking "With" and all that follows
11 through "upon its own" and inserting the following:
12 "(b) REVIEWABLE ACTIONS.—

13 "(1) IN GENERAL.—The Commission shall re14 tain a discretionary right to review a reviewable ac15 tion upon its own"; and

(5) by adding at the end the following:

17 "(2) REVIEWABLE ACTION DEFINED.—In this
18 subsection, the term 'reviewable action' means any
19 action delegated under subsection (a) that results
20 in—

21 "(A) the issuance of any letter or any
22 other communication granting or denying a re23 quest for no-action relief in connection with a
24 shareholder proposal; or

25 "(B) a rule (as defined in section 804 of
26 title 5, United States Code).".

(919092|8)

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(b) APPROVAL OF REVIEWABLE ACTIONS.—Section
 4A of the Securities Exchange Act of 1934 (15 U.S.C.
 78d-1) is amended by adding at the end the following:
 "(d) APPROVAL OF REVIEWABLE ACTIONS.—A re viewable action (as defined in subsection (b)) may only
 take effect—

- 7 "(1) with the signed approval of the Chairman;8 or
- 9 "(2) through agreement of the Chairman and
  10 Commissioners, which may be reached without con11 vening a meeting.

12 "(e) CIRCULATION WITH COMMISSION.—Upon re13 quest by a Commissioner, the Chairman of the Commis14 sion shall provide the Commissioner with—

15 "(1) copies of any signed approval under sub-16 section (d)(1) of a reviewable action; and

17 "(2) the record with respect to such reviewable18 action.

19 "(f) ANNUAL REPORT ON REVIEWABLE ACTIONS RE-20 LATING TO SHAREHOLDER PROPOSALS.—Not later than 21 1 year after the date of the enactment of this subsection 22 and annually thereafter, the Commission shall submit to 23 the Committee on Financial Services of the House of Rep-24 resentatives and the Committee on Banking, Housing, and 25 Urban Affairs of the Senate, a report that includes4

1	"(1) a summary of each reviewable action de-
2	scribed in subsection $(b)(2)(A)$ issued in the year
3	preceding the report;
4	((2) an analysis of how such reviewable action
5	is carried out in accordance with section 240.14a-8
6	of title 17, Code of Federal Regulations (or a suc-
7	cessor regulation); and
8	"(3) an analysis of how such reviewable ac-
9	tion—
10	"(A) protects investors;
11	"(B) maintains fair and orderly markets;
12	or
13	"(C) facilitates capital formation.".
	"(C) facilitates capital formation.". SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED
13 14 15	
14	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED
14 15	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS.
14 15 16 17	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS. Not later than 15 days after the date of the enact-
14 15 16 17	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS. Not later than 15 days after the date of the enact- ment of this Act, and not later than 30 days after any
14 15 16 17 18	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS. Not later than 15 days after the date of the enact- ment of this Act, and not later than 30 days after any change in the person or vacancy of the Chairman of the
14 15 16 17 18 19	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS. Not later than 15 days after the date of the enact- ment of this Act, and not later than 30 days after any change in the person or vacancy of the Chairman of the Securities and Exchange Commission thereafter, the Gen-
14 15 16 17 18 19 20	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS. Not later than 15 days after the date of the enact- ment of this Act, and not later than 30 days after any change in the person or vacancy of the Chairman of the Securities and Exchange Commission thereafter, the Gen- eral Counsel of the Securities and Exchange Commission
<ol> <li>14</li> <li>15</li> <li>16</li> <li>17</li> <li>18</li> <li>19</li> <li>20</li> <li>21</li> </ol>	SEC. 3. REPORT OF GENERAL COUNSEL ON DELEGATED FUNCTIONS. Not later than 15 days after the date of the enact- ment of this Act, and not later than 30 days after any change in the person or vacancy of the Chairman of the Securities and Exchange Commission thereafter, the Gen- eral Counsel of the Securities and Exchange Commission shall submit to Congress a report that—

- (15 U.S.C. 78d-1) as of the day before the date of
   the enactment of this Act; and
- 3 (2) in the case of each subsequent report, lists
  4 each function delegated by the Commission pursuant
  5 to such subsection during the period beginning on
  6 the date the preceding report was submitted.