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**8011-01**

**SECURITIES AND EXCHANGE COMMISSION**

**17 CFR Part 240**

**[Release No. 33-10075A; 34-77757A; File No. S7-12-14]**

**RIN 3235-AL40**

**Changes to Exchange Act Registration Requirements to Implement Title V and Title VI of the JOBS Act; Correction**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Final rule; technical correction.

**SUMMARY:** This document makes technical corrections to a rule that was published in the Federal Register on May 10, 2016 (81 FR 28689). The Commission adopted revisions to Rule 12g-1 under the Securities Exchange Act of 1934 (“Exchange Act”) in light of the statutory changes made by Title V and Title VI of the Jumpstart Our Business Startups Act and Title LXXXV of the Fixing America’s Surface Transportation Act.

This document is being published to correct language in that rule to more precisely reflect the holder of record threshold established by Exchange Act Section 12(g)(1).

**DATE:** Effective [insert date of publication in the Federal Register].

**FOR FURTHER INFORMATION CONTACT:** Steven G. Hearne, Senior Special Counsel, at (202) 551-3430, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

**SUPPLEMENTARY INFORMATION:** We are making technical corrections to Rule 12g-1<sup>1</sup> under the Exchange Act.<sup>2</sup>

**List of Subjects in 17 CFR Part 240**

Reporting and recordkeeping requirements, Securities.

**TEXT OF THE AMENDMENTS**

For the reasons set out above, title 17, chapter II of the Code of Federal Regulations is amended as follows:

**PART 240 - GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934**

1. The general authority citation for part 240 continues to read as follows:

**Authority:** 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78c-3, 78c-5, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78o-10, 78p, 78q, 78q-1, 78s, 78u-5, 78w, 78x, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11, 7201 et seq., and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 18 U.S.C. 1350; Pub. L. 111-203, 939A, 124 Stat. 1376 (2010); and Pub. L. No. 112-106, sec. 503 and 602, 126 Stat. 326 (2012), unless otherwise noted.

\* \* \* \* \*

2. Amend § 240.12g-1 by revising paragraph (b)(1) to read as follows:

**§ 240.12g-1 Registration of securities; Exemption from section 12(g).**

\* \* \* \* \*

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<sup>1</sup> 17 CFR 240.12g-1.

<sup>2</sup> 15 U.S.C. 78a et seq.

(b)(1) The class of equity securities was held of record by fewer than 2,000 persons and fewer than 500 of those persons were not accredited investors (as such term is defined in § 230.501(a) of this chapter, determined as of such day rather than at the time of the sale of the securities); or

\* \* \* \* \*

December 21, 2016

Brent J. Fields  
Secretary

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