



## SECURITIES AND EXCHANGE COMMISSION

### 17 CFR Ch. II

[Release Nos. 33- 10620, 34- 85401, IA- 5207, IC- 33428, File No. S7-04-19]

#### Regulatory Flexibility Agenda

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Semiannual regulatory agenda.

**SUMMARY:** The Securities and Exchange Commission is publishing the Chairman's agenda of rulemaking actions pursuant to the Regulatory Flexibility Act (RFA) (Pub. L. No. 96-354, 94 Stat. 1164) (Sep. 19, 1980). The items listed in the Regulatory Flexibility Agenda for Spring 2019 reflect only the priorities of the Chairman of the U.S. Securities and Exchange Commission, and do not necessarily reflect the view and priorities of any individual Commissioner.

Information in the agenda was accurate on March 18, 2019, the date on which the Commission's staff completed compilation of the data. To the extent possible, rulemaking actions by the Commission since that date have been reflected in the agenda. The Commission invites questions and public comment on the agenda and on the individual agenda entries.

The Commission is now printing in the **Federal Register**, along with our preamble, only those agenda entries for which we have indicated that preparation of an RFA analysis is required.

The Commission's complete RFA agenda will be available online at [www.reginfo.gov](http://www.reginfo.gov).

**DATES:** Comments should be received on or before **[30 days after publication in the Federal Register]**.

**ADDRESSES:** Comments may be submitted by any of the following methods:

*Electronic comments:*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/other.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number S7-04-19 on the subject line.

*Paper comments:*

- Send paper comments to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to File No. S7-04-19. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/other.shtml>). Comments are also available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** Mykaila DeLesDernier, Office of the General Counsel, (202) 551-5129.

**SUPPLEMENTARY INFORMATION:** The RFA requires each Federal agency, twice each year, to publish in the **Federal Register** an agenda identifying rules that the agency expects to consider in the next 12 months that are likely to have a significant economic impact on a substantial number of small entities (5 U.S.C. 602(a)). The RFA specifically provides that publication of the agenda does not preclude an agency from considering or acting on any matter not included in the agenda and that an agency is not required to consider or act on any matter that is included in the agenda (5 U.S.C. 602(d)). The Commission may consider or act on any matter earlier or later than the estimated date provided on the agenda. While the agenda reflects the current intent to complete a number of rulemakings in the next year, the precise dates for each rulemaking at this point are uncertain. Actions that do not have an estimated date are placed in the long-term category; the Commission may nevertheless act on items in that category within the next 12 months. The agenda includes new entries, entries carried over from prior publications, and rulemaking actions that have been completed (or withdrawn) since publication of the last agenda.

The following abbreviations for the acts administered by the Commission are used in the agenda:

"Securities Act"-- Securities Act of 1933

"Exchange Act"-- Securities Exchange Act of 1934

"Investment Company Act"-- Investment Company Act of 1940

“Investment Advisers Act”-- Investment Advisers Act of 1940

“Dodd Frank Act” -- Dodd-Frank Wall Street Reform and Consumer Protection Act

“JOBS Act” -- Jumpstart Our Business Startups Act

“FAST Act” – Fixing America’s Surface Transportation Act

The Commission invites public comment on the agenda and on the individual agenda entries.

By the Commission.

**Dated:** March 18, 2019.

**Vanessa A. Countryman,**  
*Secretary.*

#### DIVISION OF CORPORATION FINANCE—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
336	Listing Standards for Recovery of Erroneously Awarded Compensation	3235–AK99
337	Pay Versus Performance	3235–AL00
338	Universal Proxy	3235–AL84
339	Form 10-K Summary	3235–AL89

#### DIVISION OF CORPORATION FINANCE—Completed Actions

Sequence Number	Title	Regulation Identifier Number
340	Disclosure of Hedging by Employees, Officers, and Directors	3235–AL49
341	Modernization of Property Disclosures for Mining Registrants	3235–AL81
342	Disclosure Update and Simplification	3235–AL82

DIVISION OF INVESTMENT MANAGEMENT—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
343	Use of Derivatives by Registered Investment Companies and Business Development Companies	3235-AL60
344	Fund of Funds Arrangements	3235-AM29

DIVISION OF INVESTMENT MANAGEMENT—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
345	Form CRS Relationship Summary; Amendments to Form ADV; Required Disclosures to Retail Customers and Restrictions on the Use of Certain Names or Titles	3235-AL27

DIVISION OF INVESTMENT MANAGEMENT—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
346	Reporting of Proxy Votes on Executive Compensation and Other Matters	3235-AK67

DIVISION OF INVESTMENT MANAGEMENT—Completed Actions

Sequence Number	Title	Regulation Identifier Number
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347	Amendments to Securities Act Rules Under the Fair Access to Investment Research Act of 2017	3235-AM24
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**DIVISION OF TRADING AND MARKETS—Long-Term Actions**

Sequence Number	Title	Regulation Identifier Number
348	Removal of Certain References to Credit Ratings Under the Securities Exchange Act of 1934	3235-AL14

<b>Securities and Exchange Commission (SEC)</b>	<b>Long-Term Actions</b>
<b>Division of Corporation Finance</b>	

**336. LISTING STANDARDS FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION**

**EO 13771 Designation:** Independent agency

**Legal Authority:** Pub. L. 111-203, sec. 954; 15 U.S.C. 78j-4

**Abstract:** The Commission proposed rules to implement section 954 of the Dodd-Frank Act, which requires the Commission to adopt rules to direct national securities exchanges to prohibit the listing of securities of issuers that have not developed and implemented a policy providing for disclosure of the issuer's policy on incentive-based compensation and mandating the clawback of such compensation in certain circumstances.

**Timetable:**

Action	Date	FR Cite
NPRM	07/14/15	80 FR 41144
NPRM Comment Period End	09/14/15	
Next Action Undetermined		

**Regulatory Flexibility Analysis Required:** Yes

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Phone: 202 551-3500

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**RIN:** 3235-AK99

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### 337. PAY VERSUS PERFORMANCE

**EO 13771 Designation:** Independent agency

**Legal Authority:** Pub. L. 111-203, sec. 953(a); 15 U.S.C. 78c(b); 15 U.S.C. 78n; 15 U.S.C. 78w(a); 15 U.S.C. 78mm

**Abstract:** The Commission proposed rules to implement section 953(a) of the Dodd-Frank Act, which added section 14(i) to the Exchange Act to require issuers to disclose information that shows the relationship between executive compensation actually paid and the financial performance of the issuer.

**Timetable:**

Action	Date	FR Cite
NPRM	05/07/15	80 FR 26329
NPRM Comment Period End	07/06/15	
Next Action Undetermined		

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL00

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### 338. UNIVERSAL PROXY

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 78n; 15 U.S.C. 78w(a)

**Abstract:** The Commission proposed to amend the proxy rules to expand shareholders' ability to vote by proxy to select among duly-nominated candidates in a contested election of directors.

**Timetable:**

Action	Date	FR Cite
NPRM	11/10/16	81 FR 79122
NPRM Comment Period End	01/09/17	
Next Action Undetermined		

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL84

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**339. FORM 10-K SUMMARY**

**EO 13771 Designation:** Independent agency

**Legal Authority:** Pub. L. 114-94; 15 U.S.C. 78c; 15 U.S.C. 78l; 15 U.S.C. 78m; 15 U.S.C. 78o; 15 U.S.C. 78w

**Abstract:** The Commission adopted an interim final amendment to implement section 72001 of the FAST Act by permitting an issuer to include a summary in its Form 10-K and also requested comment on the interim final amendment.

**Timetable:**

Action	Date	FR Cite
Interim Final Rule	06/09/16	81 FR 37132

Interim Final Rule Effective	06/09/16	
Interim Final Rule Comment	07/11/16	
Period End		
Next Action Undetermined		

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL89

<b>Securities and Exchange Commission (SEC)</b>	<b>Completed Actions</b>
<b>Division of Corporation Finance</b>	

#### **340. DISCLOSURE OF HEDGING BY EMPLOYEES, OFFICERS, AND DIRECTORS**

**EO 13771 Designation:** Independent agency

**Legal Authority:** Pub. L. 111-203

**Abstract:** The Commission adopted rules to implement section 955 of the Dodd-Frank Act, which added section 14(j) to the Exchange Act to require annual meeting proxy statement disclosure of whether employees or members of the board of directors are permitted to engage in transactions to hedge or offset any decrease in the market value of equity securities granted to the employee or board member as compensation, or held directly or indirectly by the employee or board member.

**Timetable:**

<b>Action</b>	<b>Date</b>	<b>FR Cite</b>
NPRM	02/17/15	80 FR 8486
NPRM Comment Period End	04/20/15	

Final Action	02/28/19	84 FR 6713
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**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL49

### 341. MODERNIZATION OF PROPERTY DISCLOSURES FOR MINING REGISTRANTS

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 77c(b); 15 U.S.C. 77g; 15 U.S.C. 77j; 15 U.S.C. 78c(b); 15 U.S.C. 78l; 15 U.S.C. 78m; 15 U.S.C. 78o(d)

**Abstract:** The Commission adopted rules to modernize and clarify the disclosure requirements for companies engaged in mining operations.

**Timetable:**

Action	Date	FR Cite
NPRM	06/27/16	81 FR 41652
NPRM Comment Period End	08/26/16	
NPRM Comment Period Extended	08/26/16	81 FR 58877
NPRM Comment Period Extended End	09/26/16	
Final Action	12/26/18	83 FR 66344

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235–AL81

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### **342. DISCLOSURE UPDATE AND SIMPLIFICATION**

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 77a et seq.; 15 U.S.C. 78a et seq.; 15 U.S.C. 80a–1 et seq.; Pub. L. 114–94

**Abstract:** The Commission adopted rules to update certain disclosure requirements in Regulations S-X and S-K that may have become redundant, duplicative, overlapping, outdated, or superseded in light of other Commission disclosure requirements, U.S. Generally Accepted Accounting Principles, International Financial Reporting Standards, or changes in the information environment.

**Timetable:**

<b>Action</b>	<b>Date</b>	<b>FR Cite</b>
NPRM	08/04/16	81 FR 51607
NPRM Comment Period Extended	09/29/16	81 FR 66898
NPRM Comment Period End	10/03/16	
NPRM Comment Period Extended End	11/02/16	
Final Action	10/04/18	83 FR 50148

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235–AL82

<b>Securities and Exchange Commission (SEC)</b>	<b>Proposed Rule Stage</b>
<b>Division of Investment Management</b>	

**343. USE OF DERIVATIVES BY REGISTERED INVESTMENT COMPANIES AND BUSINESS**

**DEVELOPMENT COMPANIES**

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 80a-6(c); 15 U.S.C. 80a-31(a); 15 U.S.C. 80a-12(a); 15 U.S.C. 80a-38(a);  
15 U.S.C. 80a-8; 15 U.S.C. 80a-30; 15 U.S.C. 80a-38

**Abstract:** The Division is considering recommending that the Commission re-propose a new rule designed to enhance the regulation of the use of derivatives by registered investment companies, including mutual funds, exchange-traded funds, closed-end funds, and business development companies.

**Timetable:**

<b>Action</b>	<b>Date</b>	<b>FR Cite</b>
NPRM	12/28/15	80 FR 80884
NPRM Comment Period End	03/28/16	
Second NPRM	04/00/20	

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL60

**344. FUND OF FUNDS ARRANGEMENTS**

**EO 13771 Designation:** Independent agency

**Legal Authority:** Not Yet Determined

**Abstract:** The Division is considering recommending that the Commission adopt new rules and rule amendments to allow funds to acquire shares of other funds (*i.e.*, "fund of funds" arrangements), including arrangements involving exchange-traded funds, without first obtaining exemptive orders from the Commission.

**Timetable:**

Action	Date	FR Cite
NPRM	02/01/19	84 FR 1286
NPRM Comment Period End	05/02/19	
Final Action	04/00/20	

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AM29

Securities and Exchange Commission (SEC)	Final Rule Stage
Division of Investment Management	

**345. FORM CRS RELATIONSHIP SUMMARY; AMENDMENTS TO FORM ADV; REQUIRED DISCLOSURES TO RETAIL CUSTOMERS AND RESTRICTIONS ON THE USE OF CERTAIN NAMES OR TITLES**

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 80b-11(g)

**Abstract:** The Division is considering making recommendations, jointly with the Division of Trading and Markets, that the Commission adopt new and amended rules and forms under the Investment Advisers Act of 1940 and the Securities Exchange Act of 1934 to (1) Require registered investment advisers and

registered broker-dealers to provide a brief relationship summary to retail investors and (2) reduce investor confusion in the marketplace for firm services.

**Timetable:**

Action	Date	FR Cite
ANPRM	03/07/13	78 FR 14848
ANPRM Comment Period End	07/05/13	
NPRM	05/23/18	83 FR 23848
NPRM Comment Period End	08/07/18	
Final Action	09/00/19	

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL27

<b>Securities and Exchange Commission (SEC)</b>	<b>Long-Term Actions</b>
<b>Division of Investment Management</b>	

**346. REPORTING OF PROXY VOTES ON EXECUTIVE COMPENSATION AND OTHER MATTERS**

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 78m; 15 U.S.C. 78w(a); 15 U.S.C. 78mm; 15 U.S.C. 78x; 15 U.S.C. 80a–8; 15 U.S.C. 80a–29; 15 U.S.C. 80a–30; 15 U.S.C. 80a–37; 15 U.S.C. 80a–44; Pub. L. 111–203, sec 951

**Abstract:** The Division is considering recommending that the Commission re-propose rule amendments to implement section 951 of the Dodd-Frank Act. The Commission previously proposed amendments to rules and Form N-PX that would require institutional investment managers subject to section 13(f) of the Exchange Act to report how they voted on any shareholder vote on executive compensation or golden parachutes pursuant to sections 14A(a) and (b) of the Exchange Act.

**Timetable:**

Action	Date	FR Cite
NPRM	10/28/10	75 FR 66622
NPRM Comment Period End	11/18/10	
Second NPRM	To Be	Determined

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235–AK67

Securities and Exchange Commission (SEC)	Completed Actions
Division of Investment Management	

**347. AMENDMENTS TO SECURITIES ACT RULES UNDER THE FAIR ACCESS TO INVESTMENT RESEARCH ACT OF 2017**

**EO 13771 Designation:** Independent agency

**Legal Authority:** 15 U.S.C. 77a et. seq.; 15 U.S.C. 77e; 15 U.S.C. 78a et. seq.; 15 U.S.C. 80a et. seq.

**Abstract:** The Commission adopted rules and amendments to implement section 2 of the Fair Access to Investment Research Act of 2017.

**Timetable:**

Action	Date	FR Cite
NPRM	06/08/18	83 FR 26788
NPRM Comment Period End	07/09/18	
Final Action	12/13/18	83 FR 64180
Final Action Effective	01/14/19	

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AM24

Securities and Exchange Commission (SEC)	Long-Term Actions
Division of Trading and Markets	

**348. REMOVAL OF CERTAIN REFERENCES TO CREDIT RATINGS UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**EO 13771 Designation:** Independent agency

**Legal Authority:** Pub. L. 111-203, sec. 939A

**Abstract:** Section 939A of the Dodd-Frank Act requires the Commission to remove certain references to credit ratings from its regulations and to substitute such standards of creditworthiness as the Commission determines to be appropriate. The Commission amended certain rules and one form under the Exchange

Act applicable to broker-dealer financial responsibility and confirmation of transactions. The Commission has not yet finalized amendments to certain rules regarding the distribution of securities.

**Timetable:**

<b>Action</b>	<b>Date</b>	<b>FR Cite</b>
NPRM	05/06/11	76 FR 26550
NPRM Comment Period End	07/05/11	
Final Action	01/08/14	79 FR 1522
Final Action Effective	07/07/14	
Next Action Undetermined		

**Regulatory Flexibility Analysis Required:** Yes

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**RIN:** 3235-AL14

**BILLING CODE 8011-01-P**

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