

116TH CONGRESS  
1ST SESSION

# H. R. 624

To require the Securities and Exchange Commission to carry out a study of Rule 10b5–1 trading plans, and for other purposes.

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## IN THE HOUSE OF REPRESENTATIVES

JANUARY 16, 2019

Ms. WATERS (for herself and Mr. MCHENRY) introduced the following bill;  
which was referred to the Committee on Financial Services

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## A BILL

To require the Securities and Exchange Commission to carry out a study of Rule 10b5–1 trading plans, 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 “Promoting Trans-  
5       parent Standards for Corporate Insiders Act”.

6       **SEC. 2. SEC STUDY.**

7       (a) STUDY.—

8               (1) IN GENERAL.—The Securities and Ex-  
9       change Commission shall carry out a study of

1       whether Rule 10b5–1 (17 C.F.R. 240.10b5–1)  
2       should be amended to—

3               (A) limit the ability of issuers and issuer  
4       insiders to adopt a plan described under para-  
5       graph (c)(1)(i)(A)(3) of Rule 10b5–1 (“trading  
6       plan”) to a time when the issuer or issuer in-  
7       sider is permitted to buy or sell securities dur-  
8       ing issuer-adopted trading windows;

9               (B) limit the ability of issuers and issuer  
10      insiders to adopt multiple trading plans;

11              (C) establish a mandatory delay between  
12      the adoption of a trading plan and the execu-  
13      tion of the first trade pursuant to such a plan  
14      and, if so and depending on the Commission’s  
15      findings with respect to subparagraph (A)—

16                      (i) whether any such delay should be  
17                      the same for trading plans adopted during  
18                      an issuer-adopted trading window as op-  
19                      posed to outside of such a window; and

20                      (ii) whether any exceptions to such a  
21                      delay are appropriate;

22               (D) limit the frequency that issuers and  
23      issuer insiders may modify or cancel trading  
24      plans;

1           (E) require issuers and issuer insiders to  
2           file with the Commission trading plan adop-  
3           tions, amendments, terminations and trans-  
4           actions; or

5           (F) require boards of issuers that have  
6           adopted a trading plan to—

7                   (i) adopt policies covering trading  
8                   plan practices;

9                   (ii) periodically monitor trading plan  
10                  transactions; and

11                  (iii) ensure that issuer policies discuss  
12                  trading plan use in the context of guide-  
13                  lines or requirements on equity hedging,  
14                  holding, and ownership.

15           (2) ADDITIONAL CONSIDERATIONS.—In car-  
16           rying out the study required under paragraph (1),  
17           the Commission shall consider—

18                   (A) how any such amendments may clarify  
19                   and enhance existing prohibitions against in-  
20                   sider trading;

21                   (B) the impact any such amendments may  
22                   have on the ability of issuers to attract persons  
23                   to become an issuer insider;

24                   (C) the impact any such amendments may  
25                   have on capital formation;

1 (D) the impact any such amendments may  
2 have on an issuer's willingness to operate as a  
3 public company; and

4 (E) any other consideration that the Com-  
5 mission considers necessary and appropriate for  
6 the protection of investors.

7 (b) REPORT.—Not later than the end of the 1-year  
8 period beginning on the date of the enactment of this Act,  
9 the Commission shall issue a report to the Committee on  
10 Financial Services of the House of Representatives and  
11 the Committee on Banking, Housing, and Urban Affairs  
12 of the Senate containing all findings and determinations  
13 made in carrying out the study required under section (a).

14 (c) RULEMAKING.—After the completion of the study  
15 required under subsection (a), the Commission shall, sub-  
16 ject to public notice and comment, revise Rule 10b5–1  
17 consistent with the results of such study.

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