

116TH CONGRESS
1ST SESSION

H. R. 624

IN THE SENATE OF THE UNITED STATES

JANUARY 29, 2019

Received; read twice and referred to the Committee on Banking, Housing, and
Urban Affairs

AN ACT

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,*

1 **SECTION 1. SHORT TITLE.**

2 This Act may be cited as the “Promoting Trans-
3 parent Standards for Corporate Insiders Act”.

4 **SEC. 2. SEC STUDY.**

5 (a) STUDY.—

6 (1) IN GENERAL.—The Securities and Ex-
7 change Commission shall carry out a study of
8 whether Rule 10b5–1 (17 CFR 240.10b5–1) should
9 be amended to—

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

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

18 (C) establish a mandatory delay between
19 the adoption of a trading plan and the execu-
20 tion of the first trade pursuant to such a plan
21 and, if so and depending on the Commission’s
22 findings with respect to subparagraph (A)—

23 (i) whether any such delay should be
24 the same for trading plans adopted during
25 an issuer-adopted trading window as op-
26 posed to outside of such a window; and

1 (ii) whether any exceptions to such a
2 delay are appropriate;

3 (D) limit the frequency that issuers and
4 issuer insiders may modify or cancel trading
5 plans;

6 (E) require issuers and issuer insiders to
7 file with the Commission trading plan adop-
8 tions, amendments, terminations and trans-
9 actions; or

10 (F) require boards of issuers that have
11 adopted a trading plan to—

12 (i) adopt policies covering trading
13 plan practices;

14 (ii) periodically monitor trading plan
15 transactions; and

16 (iii) ensure that issuer policies discuss
17 trading plan use in the context of guide-
18 lines or requirements on equity hedging,
19 holding, and ownership.

20 (2) **ADDITIONAL CONSIDERATIONS.**—In car-
21 rying out the study required under paragraph (1),
22 the Commission shall consider—

23 (A) how any such amendments may clarify
24 and enhance existing prohibitions against in-
25 sider trading;

1 (B) the impact any such amendments may
2 have on the ability of issuers to attract persons
3 to become an issuer insider;

4 (C) the impact any such amendments may
5 have on capital formation;

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

9 (E) any other consideration that the Com-
10 mission considers necessary and appropriate for
11 the protection of investors.

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

19 (c) RULEMAKING.—After the completion of the study
20 required under subsection (a), the Commission shall,

- 1 subject to public notice and comment, revise Rule 10b5–
- 2 1 consistent with the results of such study.

Passed the House of Representatives January 28,
2019.

Attest:

KAREN L. HAAS,

Clerk.