U.S. Securities and Exchange Commission

STATEMENT

Seeking Public Comment on Seeking Public Capital: Remarks Before the Small Business Capital Formation Advisory Committee

Commissioner Hester M. Peirce (/about/sec-commissioners/hester-m-peirce)

July 21, 2026

Good morning. I would like to welcome the Committee's new members and thank all of you for your continued work on behalf of investors and small issuers. And as always, thank you to the SEC's Office of the Advocate for Small Business Capital Formation for supporting this work and facilitating these meetings. Welcome back to former Committee member Sue Washer. I appreciate your and Dan Zinn's willingness to share your expertise as panelists with the Committee today.

Today's topic — Modernizing Market Access and Encouraging IPOs and Small Public Company Capital Formation — is an important one. I look forward to the continuation of last meeting's fascinating discussion on the topic. I particularly enjoyed hearing Committee members' thoughts and reactions to the panelists and look forward to recommendations that come out of these discussions.

At the Committee's February meeting, I spoke about the value of our public markets and the unique benefits they offer companies, benefits that "simply cannot be re-created privately."[1] This morning, I would like to focus on the Commission's recent efforts to extend those benefits to a broader range of issuers and the process behind those efforts.

Under the leadership of Chairman Atkins, the Commission is proposing and adopting rules that simplify registration and disclosure requirements and allow more companies to go public with fewer unnecessary regulatory hurdles. Done correctly, these regulatory efforts will benefit not only issuers, but also investors. Labyrinthine restrictions on access to public markets unmoored from an investor protection rationale serve nobody.

At the same time, we are exercising the utmost caution in working to streamline and update rules that may be outdated or ineffective. The goal is not to cut for the sake of cutting but to cut requirements that do not yield proportionate benefits. Central to our rulemaking process are a thoughtful understanding of our regulatory history, practical lessons derived from years of experience with existing rules, and wisdom brought to us by public comment letters.

This Committee's input is also essential as we seek to make public markets a more welcoming place for companies to turn for capital. In that spirit, I would like to pose a few questions for consideration by the Committee:

1. If the Commission's new filer status rules are adopted as proposed, what do you expect utilization to look like for smaller issuers? For instance, will companies seeking newly available Form S-3 eligibility face any unique operational or infrastructure challenges in taking advantage of it? What further reforms would smaller issuers and their investors like to see, beyond those currently proposed, that would encourage them to take advantage of the public markets?
2. As a practical matter, do Form 10-Q disclosures play a different role for smaller issuers and their investors than they do for larger companies? Would smaller issuers be more or less likely to adopt semiannual reporting if offered, and why?
3. Are specific disclosure items under Regulation S-K especially burdensome for smaller issuers?
4. A theme from the April meeting was that one of the best things we can do to make the public markets more attractive is to give companies more control and certainty over timing during the initial public offering

and subsequent capital raising. Do any of our proposed rules meaningfully help to achieve that goal? What additional steps can we take?

5. Another theme from the April meeting was the need to improve research coverage and market making for smaller public companies. As Marcia Dawood said at the last meeting, "Too many small public companies become invisible after the offering."[2] What can the SEC do to create an environment in which smaller public companies get the attention they deserve?
6. Chairman Atkins has suggested rethinking the gun-jumping rules,[3] and one of the panelists at last week's roundtable suggested something similar.[4] Would deregulating offers be helpful?
7. Committee members also noted the role that inevitable costly litigation plays in keeping companies out of the public markets. Can the Commission do anything more to address this issue than we already have done with respect to mandatory arbitration provisions?[5]

Thank you, and I look forward to our continued discussion of these important issues.

---

1 Commissioner Hester M. Peirce, Primarily Secondaries: Remarks Before the Small Business Capital Formation Advisory Committee (February 24, 2026), https://www.sec.gov/newsroom/speeches-statements/peirce-022426-primarily-secondaries-remarks-small-business-capital-formation-advisory-committee.

2 Small Business Capital Formation Advisory Committee Meeting (April 28, 2026), transcript at p. 27, https://www.sec.gov/files/sbcfac-transcript-042826.pdf.

3 See Chairman Paul S. Atkins, Remarks at the Stanford Rock Center for Corporate Governance (May 26, 2026), https://www.sec.gov/newsroom/speeches-statements/atkins-052626-remarks-stanford-rock-center-corporate-governance.

4 See comments of Joshua Ford Bonnie at SEC Roundtable, Rethinking the Rulebook: Modernizing the IPO Process and Access to Public Capital (July 13, 2026), https://www.sec.gov/newsroom/meetings-events/rethinking-rulebook-modernizing-ipo-process-access-public-capital (referring to publicity rules as "a constant source . . . of annoyance" and asking whether we could have an exemption that says "communications that don't refer to the IPO aren't an offer").

5 See generally SEC Policy Statement, Acceleration of Effectiveness of Registration Statements of Issuers with Certain Mandatory Arbitration Provision,

Securities Act Release No. 33-11389 (September 17, 2025), https://www.sec.gov/files/rules/policy/33-11389.pdf.

Last Reviewed or Updated: July 21, 2026