



U.S. Securities and Exchange Commission

Small Business Capital Formation Advisory Committee

September 30, 2026

The Honorable Paul Atkins
Chairman
U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1070

Dear Chairman Atkins:

On behalf of the SEC Small Business Capital Formation Advisory Committee, we are pleased to submit the recommendations listed below, which were approved at the Committee's meetings on July 21, 2026, and August 6, 2026.

During its meetings on April 28, July 21 and August 6, 2026, the Committee explored a broad range of regulatory and other changes to encourage more small businesses to go public and unlock capital through access to the public markets as a public reporting company. The Committee's efforts coincided with the Commission's release in May 2026 of proposed rules on [Semiannual Reporting](#) (Release No. 33-11414); [Enhancement of Emerging Growth Company Accommodations and Simplification of Filer Status Reporting Companies](#) (Release No. 33-11419); and [Registered Offering Reform](#) (Release No. 33-11418), collectively aimed at reducing regulatory friction in the public securities markets.

During its meetings, the Committee heard from a representative of a small business that had accessed the public markets and bankers and lawyers involved in the public listing process. The Committee also heard from a representative of an over-the-counter market where many small businesses trade after going public. All shared their experiences and views on how to help smaller companies both go public and then stay public. Over 25 different policy suggestions were considered, some of which aligned with the Commission's proposed rules and some of which were outside those proposed rules.

Among other things, the Committee discussed whether expanding Form S-3 eligibility would allow smaller public companies to more effectively leverage market conditions to raise capital; whether filer status simplification and scaled disclosures could both attract and retain small businesses in the public markets; whether a more flexible reporting cadence could provide company management with more time to focus on day-to-day business demands; and whether enhanced pre-listing and post-listing support (e.g., with respect to improved analyst coverage, modernized IPO communication rules, and increased secondary market liquidity) could increase likelihood of success for smaller public companies.

As the Commission works towards finalizing the proposed rules referenced above, we recommend that the Commission consider the following recommendations from the Committee.

Marcia Dawood
Venture Partner
Mindshift Capital
Charlotte, NC

Rose Standifer
Partner
Foley Hoag LLP
Denver, CO

Bart Dillashaw
Partner
Michael Best & Friedrich, LLP
Lincoln, NE

Herbert Drayton III
Founder and Managing Partner
HI Mark Capital
Charleston, SC

Wemimo Abbey
Co-Founder and Co-CEO
Esusu
Los Angeles, CA

Robert Bolen*
National Ombudsman and Assistant
Administrator for Regulatory Enforcement
U.S. Small Business Administration
Washington, DC

George Cook
Co-Founder and CEO
Honeycomb Credit
Pittsburgh, PA

Vincent Cordero
Venture Investor & Former C-Suite Executive
Chicago, IL

Anya Coverman
President and CEO
Institute for Portfolio Alternatives
Washington, D.C.

Joseph Lucosky
Managing Partner
Lucosky Brookman LLP
Woodbridge, NJ

Diego Mariscal
Founder, CEO, and Chief Disabled Officer
2Gether-International
Washington, DC

Claire McHenry*
Deputy Director – Securities Bureau,
Nebraska Department of Banking and Finance
Lincoln, NE

Erica Duignan Minnihan
Founder and General Partner
Reign Ventures
New York, NY

Jennifer Newton
Founder and Managing Attorney
StartSmart Counsel
Miami, FL

Laura Niklason
Founder, President, and CEO
Humacyte
Durham, NC

Andrew Prystai
CEO and Co-Founder
Event Vesta
Omaha, NE

Davyeon Ross
Co-Founder and President
DDSports/ShotTracker
Overland Park, KS

Rodrigo Seira
Partner
Cooley LLP
Miami, FL

Jasmin Sethi
Founder and CEO
Sethi Clarity Advisers
Philadelphia, PA

Aren Sharifi
Partner
Kutak Rock LLP
Denver, CO

Marc Sharma*
Chief Counsel, Office of the Investor Advocate
U.S. Securities and Exchange Commission
Washington, DC

Joe Sheirer*
Senior Vice President
Corporate Financing and Advertising
Regulation, FINRA
Woodbridge, NJ

Wendy Stevens
Retired Partner,
Forvis Mazars, LLP
New York, NY

Erik Syvertsen
Head of Asset Management and Chief Legal
Officer, AngelList
New York, NY

*Non-voting members

With respect to General Reform:

- The Committee recommends that the Commission increase access to, and encourage use of, pre-IPO education on not only the IPO process but also on the benefits and obligations of being a public company.

With respect to Semiannual Reporting:

- Small public companies should have flexibility with respect to the cadence and scope of periodic reporting and disclosures.
- The Committee is generally supportive of the Commission's proposal to permit public companies to report semiannually.

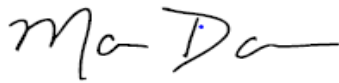
With respect to Simplification of Filer Status:

- The Committee is supportive of the Commission's proposal to streamline and simplify filer status categories, and generally supportive of a non-accelerated filer category up to \$2 billion in public market float.
- The Committee is also supportive of the proposed new sub-category of small non-accelerated filers (SNAFs) for companies with assets of \$35 million or less for the two most recent years, including the additional time SNAFs would be afforded to file periodic reports.

With respect to Registered Offering Reform:

- The Committee is supportive of the Registered Offering Reform proposal, including providing companies with a clear pathway to Form S-3 and the expansion of WKSI eligibility.
- The Committee encourages the Commission to re-evaluate the categories of issuers defined as "ineligible issuers" precluded from relying on Form S-3.
- The Committee encourages the Commission to reconsider Form S-3 ineligibility for former penny stock issuers that are current and in compliance with their reporting obligations under the Exchange Act. The Committee believes that former penny stock categorization alone should not automatically preclude an issuer from using Form S-3.
- While the Committee reaffirms that it is broadly supportive of state preemption to facilitate small business capital formation, the Committee requests that the Commission review and confirm that its efforts to preempt state regulation achieve the Commission's goals without unintended consequences from removing state-level review from the offering processes.

Respectfully submitted on behalf of the Advisory Committee,



Marcia Dawood
Committee Chair



Rose Standifer
Committee Vice Chair



Bart Dillashaw
Committee Secretary



Herbert Drayton III
Committee Assistant Secretary

CC: Commissioner Hester M. Peirce
Commissioner Mark Uyeda