

117TH CONGRESS
1ST SESSION

S. 1914

To prohibit the initial public offering of certain securities, and for other purposes.

IN THE SENATE OF THE UNITED STATES

MAY 27, 2021

Mr. RUBIO (for himself and Mr. CASEY) introduced the following bill; which was read twice and referred to the Committee on Banking, Housing, and Urban Affairs

A BILL

To prohibit the initial public offering of certain securities,
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 “No IPOs for Unac-
5 countable Actors Act”.

6 **SEC. 2. NO INITIAL PUBLIC OFFERINGS FOR UNACCOUNT-**
7 **ABLE ACTORS.**

8 (a) DEFINITIONS.—In this section—

9 (1) the term “Board” means the Public Com-
10 pany Accounting Oversight Board;

1 (2) the term “Commission” means the Securi-
2 ties and Exchange Commission;

3 (3) the term “covered entity” means—

4 (A) an entity that is headquartered in, or
5 otherwise controlled by an entity that is
6 headquartered in, a foreign jurisdiction in
7 which the Board is prevented from conducting
8 an inspection or investigation of a registered
9 public accounting firm under section 104 of the
10 Sarbanes-Oxley Act of 2002 (15 U.S.C. 7214)
11 because of a position taken by an authority in
12 that foreign jurisdiction, as determined by the
13 Board; or

14 (B) an entity that—

15 (i) is headquartered in, or otherwise
16 controlled by an entity that is
17 headquartered in, a foreign jurisdiction;
18 and

19 (ii) retains a registered public ac-
20 counting firm described in section
21 104(i)(2)(A) of the Sarbanes-Oxley Act of
22 2002 (15 U.S.C. 7214(i)(2)(A));

23 (4) the terms “exchange”, “issuer”, and “secu-
24 rity” have the meanings given the terms in section

1 3(a) of the Securities Exchange Act of 1934 (15
2 U.S.C. 78c(a)); and

3 (5) the term “national securities exchange”
4 means an exchange registered as a national securi-
5 ties exchange under section 6 of the Securities Ex-
6 change Act of 1934 (15 U.S.C. 78f).

7 (b) PROHIBITIONS REGARDING COVERED ENTI-
8 TIES.—Beginning on the date that is 1 year after the date
9 of enactment of this Act—

10 (1) the Commission shall prohibit the initial
11 listing of the securities of a covered entity on a na-
12 tional securities exchange;

13 (2) if the securities of an issuer are listed on
14 a national securities exchange and, as a result of a
15 business combination, that issuer becomes a covered
16 entity, the Commission shall prohibit the national
17 securities exchange from continuing to list the secu-
18 rities of the issuer; and

19 (3) a covered entity may not register a security
20 of the covered entity under section 12(b) of the Se-
21 curities Exchange Act of 1934 (15 U.S.C. 78l(b)).

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