

117TH CONGRESS
1ST SESSION

S. 2211

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

IN THE SENATE OF THE UNITED STATES

JUNE 24, 2021

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

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) DEFINITIONS.—In this section—

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

1 (2) the term “Rule 10b5–1” means section
2 240.10b5–1 of title 17, Code of Federal Regulations,
3 or any successor regulation; and

4 (3) the term “trading plan” means a plan de-
5 scribed in paragraph (c)(1)(i)(A)(3) of Rule 10b5–
6 1.

7 (b) STUDY.—

8 (1) IN GENERAL.—The Commission shall carry
9 out a study of whether Rule 10b5–1 should be
10 amended to—

11 (A) limit the ability of issuers and issuer
12 insiders to adopt a trading plan to a period
13 during which the issuer or issuer insider, as ap-
14 plicable, is permitted to buy or sell securities
15 during 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 during the
19 period beginning on the date on which a trading
20 plan is adopted and ending on the date on
21 which the first trade is executed under such a
22 plan;

23 (D) with respect to a delay established
24 under subparagraph (C), and depending on the

findings of the Commission under subparagraph

(A)—

(i) impose the same delay for trading plans adopted during an issuer-adopted trading window as opposed to outside of such a window; and

(ii) provide an exception to such a delay;

(E) limit the frequency with which issuers and issuer insiders may modify or cancel trading plans;

(F) require issuers and issuer insiders to file with the Commission any adoption of, amendment to, termination of, and transaction under a trading plan; or

(G) require the board of directors of an issuer that has adopted a trading plan to—

(i) adopt policies governing trading plan practices;

(ii) periodically monitor transactions made under the trading plan; and

(iii) ensure that the policies of the issuer discuss the use of the trading plan in the context of guidelines or require-

1 ments with respect to equity hedging, hold-
2 ing, and ownership.

3 (2) ADDITIONAL CONSIDERATIONS.—In car-
4 rying out the study required under paragraph (1),
5 the Commission shall consider, with respect to each
6 amendment considered by the Commission under
7 that paragraph—

8 (A) how the amendment may clarify and
9 enhance existing prohibitions against insider
10 trading;

11 (B) the impact that the amendment may
12 have on the ability of an issuer to attract a per-
13 son to become an issuer insider;

14 (C) the impact that the amendment may
15 have on capital formation;

16 (D) the impact that the amendment may
17 have on the willingness of an issuer to operate
18 as a public company; and

19 (E) any other consideration that the Com-
20 mission considers necessary and appropriate for
21 the protection of investors.

22 (c) REPORT.—Not later than 180 days after the date
23 of enactment of this Act, the Commission shall submit to
24 the Committee on Banking, Housing, and Urban Affairs
25 of the Senate and the Committee on Financial Services

1 of the House of Representatives a report that contains all
2 findings and determinations made in carrying out the
3 study required under subsection (b).

4 (d) RULEMAKING.—Not later than 1 year after the
5 date of enactment of this Act, the Commission shall, sub-
6 ject to public notice and comment, amend Rule 10b5–1
7 in a manner that is consistent with the results of the study
8 required under subsection (b).

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