



# RIGHT-SIZING REGULATION FOR U.S. CAPITAL MARKETS

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The NYSE is committed to being a strong voice for our community of companies on key policy and regulatory matters by working with top decision makers and leaders in government. We support policies that ensure the competitiveness of the US in global capital markets and the confidence of investors.

## TOP NYSE ADVOCACY INITIATIVES

### Improve the Environment For Public Companies and Investors

- Refine the 404(b) requirements for assessment of internal controls under Sarbanes-Oxley.
- Modernize the thresholds for shareholder proposal resubmissions by increasing the shareholder support thresholds.
- Modernize the stock ownership threshold for shareholder proposal submissions to reflect a percentage of stock owned by a shareholder proposal proponent rather than the current \$2000 holding threshold.
- Limit mandated public company disclosure items to those that are material to an investment decision in a public company, not “merit-based” disclosures for specific political groups.
- Refine the CEO pay-ratio rule and the Congo conflict-minerals rule included in Dodd-Frank.
- Shorten the timeframe for reporting of institutional investor interest from 45 days after quarter end. Also, include short positions in the reporting regime.
- Require greater transparency and accountability for proxy-advisory firms with respect to internal standards, procedures, and methodologies.

### Improve the Environment For Small Public Companies and Private Companies

- Establish a permanent small business advocate at the SEC to consider solutions to capital formation issues for these companies.
- Extend the charter for the SEC’s Advisory Committee on Small and Emerging Companies (currently set to expire in September 2017) for an additional two years, which takes up issues such as barriers to going public.
- Make the litigation environment safer for private companies to go public by continuing to support policies and legislation to limit the filing of frivolous public-company lawsuits.
- Raise the annual gross revenue threshold ceiling for companies to remain an Emerging Growth Company (“EGC”) to above \$1 billion (thereby permitting more companies to benefit from the protections afforded under the JOBS Act)
- Provide additional protections for “low-revenue issuers” to qualify as EGCs because their business involves a significant amount of research and development (e.g., Biotech).
- Exempt EGCs and companies with less than \$250 million in gross revenue from the SEC’s costly financial statement format requirements – known as XBRL format.
- Enable a newly public company to choose to have their stock only trade on a single nationally-registered stock exchange until their stock trading liquidity meets a minimum threshold level.