

**[DISCUSSION DRAFT]**

116<sup>TH</sup> CONGRESS  
1<sup>ST</sup> SESSION

**H. R.** \_\_\_\_\_

To amend the Securities Exchange Act of 1934 to allow for the registration of venture exchanges, and for other purposes.

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IN THE HOUSE OF REPRESENTATIVES

Mr. EMMER introduced the following bill; which was referred to the Committee on \_\_\_\_\_

\_\_\_\_\_  
**A BILL**

To amend the Securities Exchange Act of 1934 to allow for the registration of venture exchanges, 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 “Main Street Growth  
5 Act”.

1 **SEC. 2. VENTURE EXCHANGES.**

2 (a) SECURITIES EXCHANGE ACT OF 1934.—Section  
3 6 of the Securities Exchange Act of 1934 (15 U.S.C. 78f)  
4 is amended by adding at the end the following:

5 “(m) VENTURE EXCHANGE.—

6 “(1) REGISTRATION.—

7 “(A) IN GENERAL.—A person may register  
8 themselves (and a national securities exchange  
9 may register a listing tier of such exchange) as  
10 a national securities exchange solely for the  
11 purposes of trading venture securities by filing  
12 an application with the Commission pursuant to  
13 subsection (a) and the rules and regulations  
14 thereunder.

15 “(B) PUBLICATION OF NOTICE.—The  
16 Commission shall, upon the filing of an applica-  
17 tion under subparagraph (A), publish notice of  
18 such filing and afford interested persons an op-  
19 portunity to submit written data, views, and ar-  
20 guments concerning such application.

21 “(C) APPROVAL OR DENIAL.—

22 “(i) IN GENERAL.—Within 90 days of  
23 the date of publication of a notice under  
24 subparagraph (B) (or within such longer  
25 period as to which the applicant consents),  
26 the Commission shall—

1                   “(I) by order grant such registra-  
2                   tion; or

3                   “(II) institute a denial pro-  
4                   ceeding under clause (ii) to determine  
5                   whether registration should be denied.

6                   “(ii) DENIAL PROCEEDING.—A pro-  
7                   ceeding under clause (i)(II) shall include  
8                   notice of the grounds for denial under con-  
9                   sideration and opportunity for hearing and  
10                  shall be concluded within 180 days of the  
11                  date of the publication of a notice under  
12                  subparagraph (B). At the conclusion of  
13                  such proceeding the Commission, by order,  
14                  shall grant or deny such registration. The  
15                  Commission may extend the time for con-  
16                  clusion of such proceeding for up to 90  
17                  days if the Commission finds good cause  
18                  for such extension and publishes the Com-  
19                  mission’s reasons for so finding or for such  
20                  longer period as to which the applicant  
21                  consents.

22                  “(iii) CRITERIA FOR APPROVAL OR  
23                  DENIAL.—The Commission shall grant a  
24                  registration under this paragraph if the  
25                  Commission finds that the requirements of

1           this title and the rules and regulations  
2           thereunder with respect to the applicant  
3           are satisfied. The Commission shall deny  
4           such registration if it does not make such  
5           finding.

6           “(2) POWERS AND RESTRICTIONS.—In addition  
7           to the powers and restrictions otherwise applicable  
8           to a national securities exchange, a venture ex-  
9           change—

10           “(A) may only constitute, maintain, or pro-  
11           vide a market place or facilities for bringing to-  
12           gether purchasers and sellers of venture securi-  
13           ties;

14           “(B) may not extend unlisted trading  
15           privileges to any venture security;

16           “(C) may only, if the venture exchange is  
17           a listing tier of another national securities ex-  
18           change, allow trading in securities that are reg-  
19           istered under section 12(b) on a national securi-  
20           ties exchange other than a venture exchange;  
21           and

22           “(D) may, subject to the rule filing process  
23           under section 19(b)—

1           “(i) determine the increment to be  
2           used for quoting and trading venture secu-  
3           rities on the exchange; and

4           “(ii) choose to carry out periodic auc-  
5           tions for the sale of a venture security in-  
6           stead of providing continuous trading of  
7           the venture security.

8           “(3) TREATMENT OF CERTAIN EXEMPTED SE-  
9           CURITIES.—A security that is exempt from registra-  
10          tion pursuant to section 3(b) of the Securities Act  
11          of 1933 shall be exempt from section 12(a) of this  
12          title to the extent such securities are traded on a  
13          venture exchange, if the issuer of such security is in  
14          compliance with—

15               “(A) all disclosure obligations of such sec-  
16               tion 3(b) and the regulations issued under such  
17               section; and

18               “(B) ongoing disclosure obligations of the  
19               applicable venture exchange that are similar to  
20               those provided by an issuer under tier 2 of Reg-  
21               ulation A (17 C.F.R. 230.251 et seq.).

22           “(4) VENTURE SECURITIES TRADED ON VEN-  
23          TURE EXCHANGES MAY NOT TRADE ON NON-VEN-  
24          TURE EXCHANGES.—A venture security may not be  
25          traded on a national securities exchange that is not

1 a venture exchange during any period in which the  
2 venture security is being traded on a venture ex-  
3 change.

4 “(5) RULE OF CONSTRUCTION.—Nothing in  
5 this subsection may be construed as requiring trans-  
6 actions in venture securities to be effected on a na-  
7 tional securities exchange.

8 “(6) COMMISSION AUTHORITY TO LIMIT CER-  
9 TAIN TRADING.—The Commission may limit trans-  
10 actions in venture securities that are not effected on  
11 a national securities exchange as appropriate to pro-  
12 mote efficiency, competition, capital formation, and  
13 to protect investors.

14 “(7) DISCLOSURES TO INVESTORS.—The Com-  
15 mission shall issue regulations to ensure that per-  
16 sons selling or purchasing venture securities on a  
17 venture exchange are provided disclosures sufficient  
18 to understand—

19 “(A) the characteristics unique to venture  
20 securities; and

21 “(B) in the case of a venture exchange  
22 that is a listing tier of another national securi-  
23 ties exchange, that the venture exchange is dis-  
24 tinct from the other national securities ex-  
25 change.

1           “(8) DEFINITIONS.—For purposes of this sub-  
2           section:

3           “(A) EARLY-STAGE, GROWTH COMPANY.—

4                   “(i) IN GENERAL.—The term ‘early-  
5           stage, growth company’ means an issuer—

6                           “(I) that has not made any reg-  
7                   istered initial public offering of any  
8                   securities of the issuer; and

9                           “(II) with a public float of less  
10                   than or equal to the value of public  
11                   float required to qualify as a large ac-  
12                   celerated filer under section 240.12b-  
13                   2 of title 17, Code of Federal Regula-  
14                   tions.

15                   “(ii) TREATMENT WHEN PUBLIC  
16                   FLOAT EXCEEDS THRESHOLD.—An issuer  
17                   shall not cease to be an early-stage, growth  
18                   company by reason of the public float of  
19                   such issuer exceeding the threshold speci-  
20                   fied in clause (i)(II) until the later of the  
21                   following:

22                           “(I) The end of the period of 24  
23                   consecutive months during which the  
24                   public float of the issuer exceeds  
25                   \$2,000,000,000 (as such amount is

1 indexed for inflation every 5 years by  
2 the Commission to reflect the change  
3 in the Consumer Price Index for All  
4 Urban Consumers published by the  
5 Bureau of Labor Statistics, setting  
6 the threshold to the nearest  
7 \$1,000,000).

8 “(II) The end of the 1-year pe-  
9 riod following the end of the 24-  
10 month period described under sub-  
11 clause (I), if the issuer requests such  
12 1-year extension from a venture ex-  
13 change and the venture exchange  
14 elects to provide such extension.

15 “(B) PUBLIC FLOAT.—With respect to an  
16 issuer, the term ‘public float’ means the aggre-  
17 gate worldwide market value of the voting and  
18 non-voting common equity of the issuer held by  
19 non-affiliates.

20 “(C) VENTURE SECURITY.—

21 “(i) IN GENERAL.—The term ‘venture  
22 security’ means—

23 “(I) securities of an early-stage,  
24 growth company that are exempt from

1 registration pursuant to section 3(b)  
2 of the Securities Act of 1933;

3 “(II) securities of an emerging  
4 growth company; or

5 “(III) securities registered under  
6 section 12(b) and listed on a venture  
7 exchange (or, prior to listing on a ven-  
8 ture exchange, listed on a national se-  
9 curities exchange) where—

10 “(aa) the issuer of such se-  
11 curities has a public float less  
12 than or equal to the value of pub-  
13 lic float required to qualify as a  
14 large accelerated filer under sec-  
15 tion 240.12b-2 of title 17, Code  
16 of Federal Regulations; or

17 “(bb) the average daily  
18 trade volume is 75,000 shares or  
19 less during a continuous 60-day  
20 period.

21 “(ii) TREATMENT WHEN PUBLIC  
22 FLOAT EXCEEDS THRESHOLD.—Securities  
23 shall not cease to be venture securities by  
24 reason of the public float of the issuer of  
25 such securities exceeding the threshold

1 specified in clause (i)(III)(aa) until the  
2 later of the following:

3 “(I) The end of the period of 24  
4 consecutive months beginning on the  
5 date—

6 “(aa) the public float of  
7 such issuer exceeds  
8 \$2,000,000,000; and

9 “(bb) the average daily  
10 trade volume of such securities is  
11 100,000 shares or more during a  
12 continuous 60-day period.

13 “(II) The end of the 1-year pe-  
14 riod following the end of the 24-  
15 month period described under sub-  
16 clause (I), if the issuer of such securi-  
17 ties requests such 1-year extension  
18 from a venture exchange and the ven-  
19 ture exchange elects to provide such  
20 extension.”.

21 (b) SECURITIES ACT OF 1933.—Section 18 of the Se-  
22 curities Act of 1933 (15 U.S.C. 77r) is amended—

23 (1) by redesignating subsection (d) as sub-  
24 section (e); and

1           (2) by inserting after subsection (c) the fol-  
2           lowing:

3           “(d) TREATMENT OF SECURITIES LISTED ON A VEN-  
4           TURE EXCHANGE.—Notwithstanding subsection (b), a se-  
5           curity is not a covered security pursuant to subsection  
6           (b)(1)(A) if the security is only listed, or authorized for  
7           listing, on a venture exchange (as defined under section  
8           6(m) of the Securities Exchange Act of 1934).”.

9           (c) SENSE OF CONGRESS.—It is the sense of the Con-  
10          gress that the Securities and Exchange Commission  
11          should—

12           (1) when necessary or appropriate in the public  
13          interest and consistent with the protection of inves-  
14          tors, make use of the Commission’s general exemp-  
15          tive authority under section 36 of the Securities Ex-  
16          change Act of 1934 (15 U.S.C. 78mm) with respect  
17          to the provisions added by this section; and

18           (2) if the Commission determines appropriate,  
19          create an Office of Venture Exchanges within the  
20          Commission’s Division of Trading and Markets.

21          (d) RULE OF CONSTRUCTION.—Nothing in this sec-  
22          tion or the amendments made by this section shall be con-  
23          strued to impair or limit the construction of the antifraud  
24          provisions of the securities laws (as defined in section 3(a)  
25          of the Securities Exchange Act of 1934 (15 U.S.C.

1 78c(a))) or the authority of the Securities and Exchange  
2 Commission under those provisions.

3 (e) EFFECTIVE DATE FOR TIERS OF EXISTING NA-  
4 TIONAL SECURITIES EXCHANGES.—In the case of a secu-  
5 rities exchange that is registered as a national securities  
6 exchange under section 6 of the Securities Exchange Act  
7 of 1934 (15 U.S.C. 78f) on the date of the enactment of  
8 this Act, any election for a listing tier of such exchange  
9 to be treated as a venture exchange under subsection (m)  
10 of such section shall not take effect before the date that  
11 is 180 days after such date of enactment.