

**[DISCUSSION DRAFT]**113<sup>TH</sup> CONGRESS  
2<sup>D</sup> SESSION**H. R.** \_\_\_\_\_

To allow smaller reporting companies to raise capital more easily by expanding the availability of short-form registration of a public offering on Form S-3, and for other purposes.

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**IN THE HOUSE OF REPRESENTATIVES**

Mrs. WAGNER introduced the following bill; which was referred to the Committee on \_\_\_\_\_

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**A BILL**

To allow smaller reporting companies to raise capital more easily by expanding the availability of short-form registration of a public offering on Form S-3, 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 “Small Company Free-  
5 dom to Grow Act of 2014”.

1 **SEC. 2. FORWARD INCORPORATION BY REFERENCE FOR**  
2 **FORM S-1.**

3 Not later than 45 days after the date of the enact-  
4 ment of this Act, the Commission shall revise Form S-  
5 1 and any related rules so as to permit a smaller reporting  
6 company to incorporate by reference in a registration  
7 statement filed on such form any documents that such  
8 company files with the Commission after the effective date  
9 of such registration statement.

10 **SEC. 3. EXPANDED ELIGIBILITY FOR USE OF FORM S-3.**

11 Not later than 45 days after the date of the enact-  
12 ment of this Act, the Commission shall revise Form S-  
13 3 and any related rules so as to eliminate the requirements  
14 of General Instruction I.B.6.(a) and General Instruction  
15 I.B.6.(c).

16 **SEC. 4. RECOMMENDATION REGARDING PREEMPTION OF**  
17 **STATE LAW.**

18 (a) IN GENERAL.—Not later than 45 days after the  
19 date of the enactment of this Act, the Commission shall  
20 submit to Congress a report that recommends an amend-  
21 ment to section 18 of the Securities Act of 1933 (15  
22 U.S.C. 77r) to extend the exemption under subsection (a)  
23 of such section to securities described in subsection (b)  
24 of this section that are not listed or authorized for listing  
25 on a national securities exchange.

1 (b) SECURITIES DESCRIBED.—The securities de-  
2 scribed in this subsection are securities of an issuer that—

3 (1) is a smaller reporting company or an  
4 emerging growth company; and

5 (2) has a class of securities registered pursuant  
6 to section 12 of the Securities Exchange Act of 1934  
7 (15 U.S.C. 78l) or is required to file reports pursu-  
8 ant to section 15(d) of such Act (15 U.S.C. 78o(d)).

9 **SEC. 5. DEFINITIONS.**

10 In this Act, the following definitions apply:

11 (1) DEFINITIONS FROM SECURITIES ACT OF  
12 1933.—The terms “Commission”, “emerging growth  
13 company”, “issuer”, and “securities” have the  
14 meanings given such terms in section 2 of the Secu-  
15 rities Act of 1933 (15 U.S.C. 78b).

16 (2) NATIONAL SECURITIES EXCHANGE.—The  
17 term “national securities exchange” means a na-  
18 tional securities exchange registered under section 6  
19 of the Securities Exchange Act of 1934 (15 U.S.C.  
20 78f).

21 (3) SMALLER REPORTING COMPANY.—The term  
22 “smaller reporting company” has the meaning given  
23 such term in section 230.405 of title 17, Code of  
24 Federal Regulations.