

117TH CONGRESS
1ST SESSION

H. R. 3454

To require the Securities and Exchange Commission to implement rules simplifying the quarterly financial reporting regime.

IN THE HOUSE OF REPRESENTATIVES

MAY 20, 2021

Mrs. WAGNER introduced the following bill; which was referred to the Committee on Financial Services

A BILL

To require the Securities and Exchange Commission to implement rules simplifying the quarterly financial reporting regime.

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 “Modernizing Dislo-
5 sures for Investors Act”.

6 **SEC. 2. ISSUER OPTION FOR SIMPLIFIED QUARTERLY FI-**
7 **NANCIAL REPORTING.**

8 (a) IN GENERAL.—Not later than one year after the
9 date of enactment of this Act, the Securities and Ex-
10 change Commission shall issue such rules as the Commis-

1 sion determines may be necessary or appropriate in the
2 public interest or for the protection of investors to allow
3 issuers of securities traded on a national securities ex-
4 change to elect to disclose quarterly financial information
5 in a simplified manner, such as through a press release
6 or by a shortened form. In issuing such disclosure rules,
7 the Commission shall—

8 (1) amend rules issued pursuant to sections
9 13(a) and 15(d) of the Securities Exchange Act of
10 1934 to permit issuers of securities traded on a na-
11 tional securities exchange to disclose quarterly finan-
12 cial information in a manner other than through fil-
13 ing a Form 10-Q;

14 (2) require financial statements disclosed pur-
15 suant to such rules to include a quarterly income
16 statement, a balance sheet as of the last day of the
17 quarter, and a statement of operations, all prepared
18 in accordance with such rules as the Commission
19 may adopt consistent with this Act;

20 (3) not provide any exemption with respect to
21 the requirements of section 302 of the Sarbanes-
22 Oxley Act of 2002 and section 1350 of title 18,
23 United States Code; and

24 (4) require that such disclosures include a
25 statement of any material changes in financial con-

1 dition or results of operations since the end of the
2 issuer’s most recent financial statements disclosed
3 pursuant to the Commission’s rules.

4 (b) DEFINITIONS.—For purposes of this section:

5 (1) NATIONAL SECURITIES EXCHANGE.—The
6 term “national securities exchange” means an ex-
7 change registered as a national securities exchange
8 pursuant to section 6 of the Securities Exchange Act
9 of 1934.

10 (2) OTHER TERMS.—The terms “Commission”,
11 “issuer”, and “security” have the meaning given
12 those terms, respectively, under section 3 of the Se-
13 curities Exchange Act of 1934.

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