



January 4, 2022

Vanessa Countryman  
Secretary  
Securities and Exchange Commission  
100 F Street NE., Washington, DC 20549

**Re:    *File No. S7-20-21; Rule 10b5-1 and Insider Trading***

Dear Ms. Countryman:

The Securities Industry and Financial Markets Association (“SIFMA”)<sup>1</sup> respectfully requests that the U.S. Securities and Exchange Commission (the “Commission”) extend the comment period for the above-referenced proposal (the “Proposal”) from the current 45-day period to a 90-day period from the date of publication in the Federal Register to provide the industry and the public with a more appropriate time period in which to evaluate and comment on the Proposal.<sup>2</sup> Given the significant implications of the Proposal for a broad range of market participants and the number of Commission rule proposals currently in the comment process, the current 45-day period is not sufficient time for the Commission to solicit meaningful feedback on the Proposal. Thus, under these circumstances, the length of the comment period is inconsistent with the spirit of the Administrative Procedure Act, which requires that agencies provide the public with adequate notice of a proposed rule followed by a meaningful opportunity to comment on the proposed rule’s content. SIFMA is eager to work with the Commission and its staff in support of avoiding abusive practices associated with Rule 10b5-1 trading arrangements and enhancing disclosure requirements relating to trading arrangements and grants of equity securities, but additional time is needed to analyze and consider the impact of the new rules proposed by the Commission. SIFMA believes that providing an appropriate comment period of 90 days will not significantly slow the Commission’s efforts in this area and will result in a better rule.

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<sup>1</sup> The Securities Industry and Financial Markets Association brings together the shared interests of hundreds of securities firms, banks and asset managers. SIFMA’s mission is to support a strong financial industry, investor opportunity, capital formation, job creation and economic growth, while building trust and confidence in the financial markets. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association (GFMA). For more information, visit <http://www.sifma.org>.

<sup>2</sup> See Release No. 33-11013; 34-93782 (December 15, 2021), -- FR -- (--).

The Commission currently has six rule proposals out for comment. The rule proposals include, for instance, first time reporting obligations for security-based swaps, first time reporting of security loans and a re-proposal of an anti-fraud rule for security-based swaps. These rule proposals affect many of the same market participants, and the overlapping comment periods simply do not provide market participants the time to fully analyze, consider and comment on these rule proposals, including the time that it takes to study and analyze the market and economic implications of the proposals. The number of first time reporting proposals makes it particularly important to extend the comment deadlines.

In order to demonstrate the number, complexity and breadth of pending rule proposals in the comment period, we attach Annex A. As shown in Annex A, the Commission has generally limited comment periods for the pending proposals to a mere 45-day period (or less in two cases), unlike the more common 60- to 90-day periods. Market participants simply do not have unlimited resources to evaluate and meaningfully comment on the rule proposals in the comment periods provided by the Commission.

For these reasons, SIFMA respectfully requests that the Commission extend the comment period on the Proposal to 90 days. We further request that the Commission announce such an extension as soon as possible to allow the public to make appropriate plans to solicit meaningful feedback from interested market participants that they can incorporate in comments on the Proposal.

Thank you for your consideration of this request. If you any questions about it, please do not hesitate to contact Kevin Carroll, Managing Director & Associate General Counsel of SIFMA, at [kcarroll@sifma.org](mailto:kcarroll@sifma.org).

Respectfully yours,



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Kevin M. Carroll  
Managing Director and  
Associate General Counsel

cc: The Honorable Gary Gensler, Chair  
The Honorable Elad L. Roisman, Commissioner  
The Honorable Hester M. Peirce, Commissioner  
The Honorable Allison Herren Lee, Commissioner  
The Honorable Caroline A. Crenshaw, Commissioner

## Annex A

### Pending Rule Proposals

Release No.	Comment Period	Proposal
34-93784	Comments due 45 days after publication in the Federal Register.	<p>Prohibition Against Fraud, Manipulation, or Deception in Connection with Security-Based Swaps; Prohibition against Undue Influence over Chief Compliance Officers; Position Reporting of Large Security-Based Swap Positions</p> <p>Proposals include:</p> <ul style="list-style-type: none"> <li>• a new rule designed to prevent fraud, manipulation, and deception in connection with security-based swaps;</li> <li>• a new rule that would make it unlawful for any officer, director, supervised person, or employee of a security-based swap dealer or major security-based swap participant, or any person acting under such person's direction, to directly or indirectly take any action to coerce, manipulate, mislead, or fraudulently influence the security-based swap dealer's or major security-based swap participant's chief compliance officer; and</li> <li>• a new rule, which would require any person with a security-based swap position that exceeds a certain threshold to promptly file with the Commission a schedule disclosing certain information related to its security-based swap position.</li> </ul>
IC-34441	Comments due 60 days after publication in the Federal Register.	<p>Money Market Fund Reforms</p> <p>Proposals include, among other things:</p> <ul style="list-style-type: none"> <li>• requiring institutional prime and institutional tax-exempt money market funds to implement swing pricing policies and procedures to require redeeming investors to bear the liquidity costs of their decisions to redeem; and</li> <li>• amending certain reporting requirements on Forms N-MFP and N-CR.</li> </ul>
34-93783	Comments due 45 days after publication in the Federal Register.	<p>Share Repurchase Disclosure Modernization</p> <p>Proposals include:</p> <ul style="list-style-type: none"> <li>• requiring an issuer to provide more timely disclosure on a new Form SR regarding purchases of its equity securities for each day that it, or an affiliated purchaser, makes a share repurchase; and</li> <li>• amending certain existing periodic disclosure requirements about these purchases.</li> </ul>

33-11013	Comments due 45 days after publication in the Federal Register.	<p>Rule 10b5-1 and Insider Trading</p> <p>Proposals include:</p> <ul style="list-style-type: none"> <li>• adding new conditions to the availability of the affirmative defense;</li> <li>• new disclosure requirements regarding the insider trading policies of issuers, and the adoption and termination (including modification) of Rule 10b5-1 and certain other trading arrangements by directors, officers, and issuers;</li> <li>• amending the disclosure requirements for executive and director compensation regarding the timing of equity compensation awards made in close proximity in time to the issuer's disclosure of material nonpublic information;</li> <li>• amending Forms 4 and 5 to require corporate insiders subject to the reporting requirements of Exchange Act Section 16 to identify transactions made pursuant to a Rule 10b5-1(c)(1) trading arrangement; and</li> <li>• requiring corporate insiders subject to the reporting requirements of Exchange Act Section 16 to disclose gifts of securities on Form 4.</li> </ul>
34-93614	Comments due January 3, 2022 (30 days after publication in the Federal Register).	<p>Electronic Recordkeeping Requirements for Broker-Dealers, Security-Based Swap Dealers, and Major Security-Based Swap Participants</p> <p>Proposal involves amending the electronic recordkeeping requirements for broker-dealers, security-based swap dealers and major security-based swap participants.</p>
34-93613	Comments due January 7, 2022 (30 days after publication in the Federal Register).	<p>Reporting of Securities Loans</p> <p>Proposals include:</p> <ul style="list-style-type: none"> <li>• requiring any person that loans a security on behalf of itself or another person to report the material terms of those securities lending transactions and related information; and</li> <li>• requiring that a registered national securities association make available to the public certain information concerning each transaction and aggregate information on securities on loan and available to loan.</li> </ul>