



U.S. Securities and Exchange Commission
**Small Business Capital Formation
Advisory Committee**

September 9, 2022

The Honorable Gary Gensler
Chair
U.S. Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1070

Dear Chair Gensler:

On behalf of the SEC Small Business Capital Formation Advisory Committee, we are pleased to submit the recommendation approved at the Advisory Committee's August 2, 2022 meeting, where the Committee discussed secondary market liquidity issues.

Provided that statutory authority can be established, the Committee recommends that the Commission, on a pilot basis, provide federal preemption from state regulation for secondary sales by investors of securities initially sold pursuant to Tier 2 of Regulation A. This recommendation is limited to issuers current in their ongoing reports and whose primary offering was subject to Staff review.¹

Respectfully submitted on behalf of the Advisory Committee,

Carla Garrett
Committee Chair

Jeffrey Solomon
Committee Vice Chair

CC: Commissioner Hester M. Peirce
Commissioner Caroline A. Crenshaw
Commissioner Mark T. Uyeda
Commissioner Jaime Lizárraga

Donnel Baird
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BlocPower
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Marc Sharma
Chief Counsel, Office of the Investor
Advocate
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¹ Voting member Robert Fox and non-voting member Andrea Seidt expressed at the meeting that they did not support the recommendation.