

**AMENDMENT TO THE AMENDMENT IN THE  
NATURE OF A SUBSTITUTE TO H.R. 10  
OFFERED BY MR. HOLLINGSWORTH OF INDIANA**

At the end of title IV, insert the following:

1 **Subtitle X—Modernized Offering**  
2 **and Proxy Rules for Closed-End**  
3 **Funds**

4 **SEC. 499A. PARITY FOR CLOSED-END COMPANIES REGARD-**  
5 **ING OFFERING AND PROXY RULES.**

6 (a) REVISION TO RULES.—Not later than 1 year  
7 after the date of enactment of this Act, the Securities and  
8 Exchange Commission shall revise any rules to the extent  
9 necessary to allow any closed-end company, as defined in  
10 section 5(a)(2) of the Investment Company Act of 1940  
11 (15 U.S.C. 80a-5), that is registered as an investment  
12 company under such Act to use the securities offering and  
13 proxy rules that are available to other issuers that are re-  
14 quired to file reports under section 13 or section 15(d)  
15 of the Securities Exchange Act of 1934 (15 U.S.C. 78m;  
16 78o(d)). Any action that the Commission takes pursuant  
17 to this subsection shall include the following:

1           (1) The Commission shall revise section  
2           230.405 of title 17, Code of Federal Regulations,  
3           to—

4                   (A) remove the exclusion of a registered  
5           closed-end company from the definition of a  
6           well-known seasoned issuer provided by that  
7           section; and

8                   (B) add registration statements filed on  
9           Form N-2 to the definition of automatic shelf  
10          registration statement provided by that section.

11          (2) The Commission shall revise sections  
12          230.168 and 230.169 of title 17, Code of Federal  
13          Regulations, to remove the exclusion of a registered  
14          closed-end company from the list of issuers that can  
15          use the exemptions provided by those sections.

16          (3) The Commission shall revise sections  
17          230.163 and 230.163A of title 17, Code of Federal  
18          Regulations, to remove a registered closed-end com-  
19          pany from the list of issuers that are ineligible to  
20          use the exemptions provided by those sections.

21          (4) The Commission shall revise section  
22          230.134 of title 17, Code of Federal Regulations, to  
23          remove the exclusion of a registered closed-end com-  
24          pany from that section.

1           (5) The Commission shall revise sections  
2           230.138 and 230.139 of title 17, Code of Federal  
3           Regulations, to specifically include any registered  
4           closed-end company as an issuer to which those sec-  
5           tions apply.

6           (6) The Commission shall revise section  
7           230.164 of title 17, Code of Federal Regulations, to  
8           remove a registered closed-end company from the  
9           list of issuers that are excluded from that section.

10          (7) The Commission shall revise section  
11          230.433, of title 17, Code of Federal Regulations, to  
12          specifically include any registered closed-end com-  
13          pany that is a well-known seasoned issuer as an  
14          issuer to which that section applies.

15          (8) The Commission shall revise section  
16          230.415 of title 17, Code of Federal Regulations,  
17          to—

18                 (A) state that the registration for securi-  
19                 ties provided by that section includes securities  
20                 registered by any registered closed-end company  
21                 on Form N-2; and

22                 (B) eliminate the requirement that a Form  
23                 N-2 registrant must furnish the undertakings  
24                 required by item 34.4 of Form N-2.

1           (9) The Commission shall revise section  
2           230.497 of title 17, Code of Federal Regulations, to  
3           include a process for any registered closed-end com-  
4           pany to file a form of prospectus that is parallel to  
5           the process for filing a form of prospectus under sec-  
6           tion 230.424(b) of such title.

7           (10) The Commission shall revise sections  
8           230.172 and 230.173 of title 17, Code of Federal  
9           Regulations, to remove the exclusion of an offering  
10          of any registered closed-end company from those  
11          sections.

12          (11) The Commission shall revise section  
13          230.418 of title 17, Code of Federal Regulations, to  
14          provide that any registered closed-end company that  
15          would otherwise meet the eligibility requirements of  
16          General Instruction I.A of Form S-3 shall be ex-  
17          empt from paragraph (a)(3) of that section.

18          (12) The Commission shall revise section  
19          240.14a-101 of title 17, Code of Federal Regula-  
20          tions, to provide that any registered closed-end com-  
21          pany that would otherwise meet the requirements of  
22          General Instruction I.A of Form S-3 shall be  
23          deemed to meet the requirements of Form S-3 for  
24          purposes of Schedule 14A.

1           (13) The Commission shall revise section  
2           243.103 of title 17, Code of Federal Regulations, to  
3           provide that paragraph (a) of that section applies  
4           for purposes of Form N-2.

5           (b) REVISIONS TO FORM N-2.—Not later than 1 year  
6           after the date of enactment of this Act, the Commission  
7           shall revise Form N-2 to—

8           (1) include an item or instruction that is simi-  
9           lar to item 12 on Form S-3 to provide that any reg-  
10          istered closed-end company that would otherwise  
11          meet the requirements of Form S-3 shall incor-  
12          porate by reference its reports and documents filed  
13          under the Securities Exchange Act of 1934 into its  
14          registration statement filed on Form N-2; and

15          (2) include an item or instruction that is simi-  
16          lar to the instruction regarding automatic shelf of-  
17          ferings by well-known seasoned issuers on Form S-  
18          3 to provide that any registered closed-end company  
19          that is a well-known seasoned issuer may file auto-  
20          matic shelf offerings on Form N-2.

21          (c) TREATMENT IF REVISIONS NOT COMPLETED IN  
22          A TIMELY MANNER.—If the Commission fails to complete  
23          the revisions required by subsections (a) and (b) by the  
24          time required by such subsections, any registered closed-  
25          end company shall be entitled to treat such revisions as

1 having been completed in accordance with the actions re-  
2 quired to be taken by the Commission by such subsections  
3 until such time as such revisions are completed by the  
4 Commission.

5 (d) RULES OF CONSTRUCTION.—

6 (1) NO EFFECT ON RULE 482.—(1) Nothing in  
7 this section or the amendments made by this section  
8 shall be construed to impair or limit in any way a  
9 registered closed-end company from using section  
10 230.482 of title 17, Code of Federal Regulations, to  
11 distribute sales material.

12 (2) REFERENCES.—Any reference in this sec-  
13 tion to a section of title 17, Code of Federal Regula-  
14 tions, or to any form or schedule means such rule,  
15 section, form, or schedule, or any successor to any  
16 such rule, section, form, or schedule.

