

**AMENDMENT TO THE RULES COMMITTEE PRINT**  
**117-5**  
**OFFERED BY MR. PHILLIPS OF MINNESOTA**

Page 9, after line 10, insert the following:

1 **SEC. 105. ANNUAL REPORTS ON MATTERS RELATING TO**  
2 **THE COMMON GOOD FOR LARGE BUSI-**  
3 **NESSES.**

4 The Securities Exchange Act of 1934 (15 U.S.C. 78a  
5 et seq.) is amended by inserting after section 13A the fol-  
6 lowing:

7 **“SEC. 13B. ANNUAL REPORTS ON MATTERS RELATING TO**  
8 **THE COMMON GOOD FOR LARGE BUSI-**  
9 **NESSES.**

10 “(a) LARGE BUSINESS DEFINED.—

11 “(1) IN GENERAL.—In this section, the term  
12 ‘large business’ means an entity that—

13 “(A) is organized under the laws of a State  
14 or territory of the United States as a corpora-  
15 tion, partnership, limited liability company, lim-  
16 ited liability partnership, trust, or other legal  
17 entity;

18 “(B) engages in interstate commerce; and

1           “(C) in a taxable year, according to infor-  
2           mation provided by the entity to the Internal  
3           Revenue Service, has more than  
4           \$1,000,000,000 in gross receipts.

5           “(2) AGGREGATION RULES.—All entities treat-  
6           ed as a single employer under subsection (a) or (b)  
7           of section 52 of the Internal Revenue Code of 1986,  
8           or subsection (m) or (o) of section 414 of such Code,  
9           shall be treated as 1 entity for the purposes of para-  
10          graph (1).

11          “(b) REPORTING OBLIGATION FOR LARGE BUSI-  
12          NESSES.—

13           “(1) IN GENERAL.—Not later than 1 year after  
14          the Commission promulgates rules under subsection  
15          (c), and annually thereafter, each large business  
16          shall with the Commission, in accordance with such  
17          rules and regulations as the Commission may pre-  
18          scribe as necessary or appropriate in the public in-  
19          terest—

20           “(A) information on the impact of the  
21          large business on—

22           “(i) its employees and other workers  
23          whose labor it contracts for or who are in  
24          its supply chain;

1                   “(ii) communities, other stakeholders,  
2                   and the environment; and

3                   “(iii) other matters of common inter-  
4                   est to citizens and relevant to the social  
5                   and natural systems on which a just and  
6                   prosperous future depend; and

7                   “(B) such other information as the Com-  
8                   mission shall require by regulation.

9                   “(2) APPLICABILITY.—This subsection shall  
10                  apply to a large business regardless of whether the  
11                  large business is subject to the reporting require-  
12                  ments of section 13(a) or section 15(d) of this Act.

13                  “(c) RULEMAKING.—

14                  “(1) IN GENERAL.—Not later than 3 years  
15                  after the date of the enactment of this section, the  
16                  Commission shall, in consultation with the Secretary  
17                  of Labor, the Secretary of Commerce, and the Ad-  
18                  ministrator of the Environmental Protection Agency,  
19                  promulgate rules setting forth the required content  
20                  and format of the filings made under subsection (b).

21                  “(2) CONSIDERATIONS.—In promulgating the  
22                  rules required under this subsection, the Commission  
23                  shall seek to ensure reasonably standardized presen-  
24                  tation of the information reported and consider—

1           “(A) the interests of investors, workers,  
2 consumers, and other stakeholders;

3           “(B) the compensation, benefits, and work-  
4 ing conditions of the employees and other work-  
5 ers of the large business and the workers in its  
6 supply chain, including whether the large busi-  
7 ness uses substitute forms of contracted labor,  
8 and if so, the compensation, benefits, working  
9 conditions, and rights of those workers in com-  
10 parison to employees;

11           “(C) the interests of the communities in  
12 which the large business has material oper-  
13 ations or which it otherwise impacts, directly or  
14 indirectly;

15           “(D) the protection and regeneration of  
16 the environment, including the interests of the  
17 stakeholders of the large business and society in  
18 mitigating the economic and other harm caused  
19 by climate change; and

20           “(E) the interests of society as a whole, in-  
21 cluding the preservation and regeneration of the  
22 social and natural systems on which a just and  
23 prosperous future depend.

24           “(d) FALSE OR MISLEADING STATEMENTS.—

1           “(1) IN GENERAL.—Except as provided in para-  
2           graph (2), it shall be unlawful for any person, in any  
3           report or document filed under this section, to make  
4           or cause to be made any untrue statement of a ma-  
5           terial fact or omit to state a material fact required  
6           to be stated in the report or document or necessary  
7           to make the statements made, in light of the cir-  
8           cumstances under which they were made, not mis-  
9           leading.

10           “(2) DEFENSE.—A person shall not be liable  
11           under paragraph (1) if the person shows that the  
12           person had, after reasonable investigation, reason-  
13           able ground to believe and did believe, at the time  
14           the statements were made, that the statements were  
15           true and that there was no omission to state a mate-  
16           rial fact necessary to make the statements made, in  
17           light of the circumstances under which they were  
18           made, not misleading.

19           “(3) NO PRIVATE RIGHT OF ACTION.—Nothing  
20           in this subsection shall be construed as creating a  
21           private right of action.”.

