

**AMENDMENT TO H.R. 2799, AS REPORTED
OFFERED BY MR. SHERMAN OF CALIFORNIA**

Page 10, after line 15, insert the following (and redesignate the following subsection accordingly):

1 (b) INCLUSION OF BENEFICIAL OWNERS WHEN DE-
2 FINING “HELD OF RECORD”.—Section 12(g) of the Secu-
3 rities Exchange Act of 1934 (15 U.S.C. 78l(g)) is amend-
4 ed by adding at the end the following:

5 “(7) For purposes of determining whether an
6 issuer is required to register a security with the
7 Commission pursuant to paragraph (1)—

8 “(A) the Commission shall define ‘held of
9 record’ to include each beneficial owner of the
10 security; and

11 “(B) a security held of record by an invest-
12 ment company (or an issuer that would be an
13 investment company but for paragraph (1) or
14 (7) of section 3(c) of the Investment Company
15 Act) shall be deemed to be held of record by
16 each individual on behalf of whom the invest-
17 ment company holds the security.”.

