

Jonathan B. Wilson
Direct: [REDACTED]

July 26, 2016

Mr. Brent J. Fields, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Dear Mr. Fields:

I am writing to you in strong support of the OTC Market's June 6, 2016 Petition for Rulemaking to Amend Regulation A to enable SEC Reporting Companies to be Eligible Issuers and Permit At the Market Offerings (the "Petition").

Our law firm in Atlanta, Georgia has more than 120 attorneys engaged in advising growing businesses. Since the recession of 2008-2009, raising capital has been more difficult than ever for this vital segment of our economy.

The adoption of the JOBS Act on April 5, 2012 was a significant step forward towards making it easier for growing businesses to attract capital. The revisions to Regulation D have made it easier for private issuers to attract investors, and the long-awaited regulations to facilitate crowdfunding under Title III of the JOBS Act were also intended to encourage capital formation.

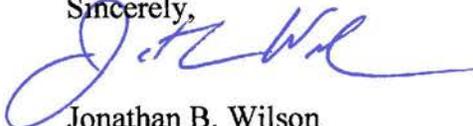
The revisions contained in Regulation A and mandated by the JOBS Act have been especially helpful. Before the JOBS Act, Regulation A was an infrequently-used tool because the exemption's \$5 million cap made it too small to use effectively. Raising the cap to \$50 million made it possible for growing companies to use Regulation A efficiently to raise capital.

Expanding Regulation A further, as proposed in the Petition, is a logical next step. SEC reporting companies are already subject to the Commission's regulatory review so that allowing these entities to issue securities under Regulation A would not undermine the Commission's investor-protection goals. Because of its streamlined nature, an offering under Regulation A would often be a more efficient means of raising capital for a reporting company than would a public offering on Form S-1.

For these reasons I am happy to support the Petition.

Thank you in advance for your consideration.

Sincerely,



Jonathan B. Wilson
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