

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

Re: File #4-699

Dear Mr. Fields,

I am writing this letter in support of the petition filed for Rulemaking to “*Amend Regulation A to make SEC Reporting Companies Eligible Issuers and Permit at the Market Offerings*” (File #4-699).

I have been involved in research-related businesses which cover smaller company financings since 2003. These businesses have consisted of managing editorial products such as *The PIPEs Report* and *The DealFlow Report* and financial database products that track primary market investment activity including *PrivateRaise*. I have also published several books on related subjects including *PIPEs: A Guide to Private Investments in Public Equity* (Bloomberg Press). The Securities and Exchange Commission has been a long-time client of my company and should be familiar with the integrity of my work.

As someone who has spent considerable time analyzing the markets for raising equity capital, I believe I am qualified to offer an informed opinion on the issue of expanding issuer eligibility to use Regulation A so that publicly reporting companies may benefit from the current framework. In the petition filed by OTC Markets, there is a strong case made for expanding the options a smaller company can use for capital formation – regardless of whether it is a public or private issuer.

Given the existing framework for the “new” Regulation A, including provisions regarding financial and other qualitative disclosure, it would seem logical (and easy from a legislative and regulatory perspective) to broaden the utility of Regulation A by allowing smaller publicly reporting companies to use this capital-raising option.

After carefully reviewing the petition filed by OTC Markets on June 6, 2016, I agree that consideration should be given to amending the existing Regulation A rules.

Sincerely,



Steven Dresner
Founder
Dealflow.com