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VIA ELECTRONIC MAIL (Secretarys-Office@SEC.GOV)

Vanessa A. Countryman, Secretary

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

Re: File No. 4-914 — Comment in Support of Petition for Rulemaking to Amend Regulation Crowdfunding Offering Limits, with Related Recommendations on Regulation A+ and Exchange Act Section 12(g)

Dear Ms. Countryman:

DealMaker respectfully submits this comment letter in support of the pending rulemaking petition filed by Crowdfund Capital Advisors, LLC (“CCA”), File No. 4-914 (“Petition”), which requests that the Commission amend Rule 227.100(a) of Regulation Crowdfunding (“Reg CF”) to raise the maximum aggregate offering amount from \$5 million to \$20 million in any 12-month period, indexed to inflation. We write both to add DealMaker’s own platform data to the record in support of that request, and to recommend two related actions, both of which are within the Commission’s existing rulemaking authority, and which would allow the benefit of a higher Reg CF cap to be fully realized: a corresponding increase to the Regulation A+ Tier 2 offering limit, and amendments addressing Exchange Act Section 12(g).

I. Background

DealMaker operates the leading capital-raising platform for issuers conducting offerings under Regulation Crowdfunding, Regulation A+, and Regulation D. To date, DealMaker has facilitated over \$2.8 billion in capital raised for more than 900 American companies, supporting the creation of an estimated 53,000 jobs. We work directly with issuers as they progress from early Reg CF raises to larger Reg A+ and registered offerings, and our platform data reflect that progression in practice.

We have been privileged to work in this space, and we take seriously our role as one of the principal platforms implementing Regulation Crowdfunding in practice: the rules the Commission adopts are the rules our issuers and investors operate under every day. In our experience, Reg CF works. Since 2016, it has channeled retail capital to thousands of companies that otherwise would have had limited access to funding. Based on our extensive day to day experience we believe it can continue to be refined to work

even better, and we appreciate the Commission's sustained attention to improving that exemption, including its 2021 increase to the offering limit and its consideration of the Petition now before it.

Not every issuer has access to traditional venture capital, bank financing, or private equity. Reg CF and the broader JOBS Act framework exist because many capable entrepreneurs, particularly those without ties to institutional investor networks, need a funding path that does not depend on those gatekeepers. DealMaker's platform reflects that population directly: many of our issuers raise from their own customers and communities because no comparable capital was otherwise available to them on similar terms.

We offer the considerations below in that spirit, as a platform that implements these rules daily, in support of the Petition's request and with several related recommendations intended to make Regulation Crowdfunding, Regulation A+, and their surrounding rules more streamlined and better aligned with their original purpose.

II. DealMaker Data in Support of Raising Cap

Using transaction-level CCLEAR data, CCA's Petition and its July 15, 2026 supplement document that the current \$5 million cap fragments capital formation rather than containing risk: 40.3% of issuers who approach the cap return for a follow-on Reg CF offering (a median of 20 months later, raising a median of \$3.1 million more); 323 offerings have run contemporaneous Rule 506(c) raises totaling \$422.6 million, moving capital from Reg CF's standardized disclosure regime into a less transparent exemption solely because of the cap; and 94 offerings and 107 repeat issuers have effectively reached the ceiling. CCA's related July 13, 2026 statement to the Small Business Capital Formation Advisory Committee further estimates that Reg CF issuers have contributed \$42.5 billion to the U.S. economy since 2016 and that 257 companies that raised through Reg CF have gone on to attract \$5.04 billion in institutional follow-on funding.

DealMaker's own platform experience is consistent with these findings, and we offer the following data to supplement the Petition record.

A. Outcomes for Issuers That Reach the \$5 Million Cap

Using DealMaker's own platform data as of July 28, 2026, we identify 11 completed Reg CF offerings by 10 distinct issuers that raised at or above 90% of the \$5 million cap and additionally show documented evidence of turned-away investor demand: more than \$50,000 in investor funds that had to be refunded in these offerings because the offering reached its statutory limit before that demand could be accepted. This figure is the screening threshold used to identify offerings with documented turned-away demand, not a measure of typical refund size, and it likely understates true turned-away demand: because these offerings run with a live, publicly visible funding progress indicator, many prospective investors who see a raise nearing its cap do not attempt to invest at all, so they never appear in refund data. All 11 of these issuers returned to the market with a subsequent capital raise: 9 offerings (82%) were followed by a completed or in-progress capital raise by the same issuer, spanning Regulation A+, Regulation D, Regulation S, and repeat Reg CF offerings, and the remaining 2 offerings (18%) launched a subsequent offering that has not yet closed or received funding.

TerraCycle US, Inc. (“TerraCycle”) illustrates this pattern. TerraCycle raised \$4,989,284 (99.8% of the cap) in August 2025 and has since raised \$6.0 million to date in an active, ongoing Regulation A+ offering.

Looking at the broader population of 13 DealMaker offerings by 11 issuers that raised 90% or more of the cap regardless of documented refunds, nearly all issuers in this group went on to raise more than the \$5 million cap through a subsequent offering. One non-oversubscribed near-cap issuer went on to raise \$28.9 million across two subsequent Regulation A+ offerings despite showing minimal refund evidence on its original Reg CF raise.¹ We have identified only one issuer showing no further capital-raising activity on DealMaker’s platform after its near-cap raise.

B. Near-Cap Demand and Oversubscription

Testing-the-Waters activity shows that many issuers anticipated investor interest well beyond the cap before their offering even opened, corroborating the refund-based evidence above. Of the oversubscribed near-cap issuers, 82% ran a Testing-the-Waters reservation campaign before their offering, well above the roughly 24% of all DealMaker Reg CF issuers that run such campaigns. For several issuers, total reservations exceeded the amount the offering was ultimately permitted to raise: LiquidPiston reserved \$13.8 million in indicated investor interest against a \$4.89 million raise, a ratio of 2.8x, and Miso Robotics and Timeplast, Inc. each show reservation-to-raised ratios above 1.3x. Ratios for the remaining issuers in this population were lower, reflecting variation in how completely each issuer’s Testing-the-Waters activity captured investor interest, but every issuer in this population shows more than \$50,000 in documented refunds independent of the reservation data.

III. Policy Considerations in Support of Raising Cap

A. Mitigation of Operational and Compliance Risk

Raising the current \$5 million cap will mitigate operational and compliance risk that accompanies reaching the cap. An issuer that reaches the cap mid-raise must refund any subscription amounts in excess of the statutory limit, an operationally burdensome process that, as described above, DealMaker has documented in over \$50,000 of refunds per affected offering. An issuer that miscalculates and accepts funds beyond the cap risks conducting an unregistered offering for the excess amount, exposing it to investor rescission rights and potential SEC enforcement. A higher cap would reduce the number of issuers that come close enough to the limit for either risk to arise, particularly for issuers whose fundraising demand modestly exceeds \$5 million.

B. No Increase to Individual Investor Risk

Raising the Reg CF cap does not meaningfully change the risk profile facing any individual investor. DealMaker’s platform data show that the average investment size per investor is materially the same regardless of offering size: approximately \$2,300 per investor on Regulation A+ Tier 2 offerings raising toward the current \$75 million limit, comparable to the average investment size per investor on Reg CF

¹ These figures reflect DealMaker platform activity only; an issuer that shows no further activity on our platform may have raised capital elsewhere, or not at all.

offerings raising toward the current \$5 million cap. Raising the Reg CF cap to \$20 million would not be expected to change that figure materially. The risk any individual investor bears is a function of the amount that investor commits, not the size of the offering; a check of approximately \$2,300 carries essentially the same individual exposure whether the issuer is raising \$5 million or \$75 million.

This comparison is also unaffected by two other investor-protection features of Reg CF that the Petition does not change. Rule 100(a)(2)'s individual investment limits, which cap how much any single non-accredited investor may invest across all Reg CF offerings in a 12-month period based on that investor's income or net worth, apply identically regardless of this Petition's outcome and are not tied to the aggregate issuer-level offering cap at issue here. Likewise, Rule 201(t) already requires audited financial statements for any Reg CF offering above \$1,235,000, a threshold the offerings described above already exceed today; raising the cap to \$20 million introduces no new gap in financial statement rigor. On the Reg CF side of the check-size comparison above, CCA's data showing approximately 40 investors per \$100,000 raised imply an average Reg CF investment of approximately \$2,500 per investor, closely in line with the \$2,300 Regulation A+ figure cited above.

What changes with a higher cap is not investor risk but investor opportunity. A higher cap allows larger, more mature, revenue-generating companies to remain within Reg CF rather than being pushed prematurely into Regulation D or delaying their raise altogether. Those companies represent, on average, a different and more diversified risk profile than early-stage issuers raising their first capital, giving retail investors access to a broader range of company-stage opportunities within the same, standardized disclosure regime, without increasing the dollar amount any individual investor has at stake.

C. Raising the Cap Furthers the Purpose of Reg. CF and the JOBS Act

The broader policy case for a higher cap extends beyond any single issuer's fundraising needs. The current \$5 million cap has fallen behind the market it was designed to serve, hampering growth and undermining the intended purpose of Reg CF. Title III of the JOBS Act was conceived as a retail-investor-based source of early-stage, seed-level financing, an alternative to angel and friends-and-family capital. Yet according to the PitchBook-NVCA Venture Monitor, the median U.S. seed round stood at \$3.0 million and the median Series A round at \$19.6 million as of Q1 2026.² A Reg CF issuer raising a typical seed round today already approaches the statutory cap before accounting for any institutional co-investment, and the cap falls far short of covering a typical Series A. The \$5 million limit no longer reflects the early-stage financing need Reg CF was built to serve, and is falling out of step with the capital-raising structures it was meant to complement.

D. Raising the Cap Would Help Close the Retail Access Gap to High-Growth, Pre-IPO Companies

Retail investors have largely been excluded from participating in some of the most significant private capital formation of the past decade, including large, high-growth companies, such as SpaceX and OpenAI, that have raised substantial private capital before any public listing. A higher Reg CF cap would not, on its own, open access to those specific companies, but it reflects the same underlying principle: retail investors should have a meaningful path to participate in high-growth, earlier-stage opportunities,

² PitchBook-NVCA Venture Monitor, Q1 2026, at 7-8.

rather than being confined to public markets that many of today's highest-growth companies enter only after most of their value has already been created privately. This is not a marginal sentiment. In a national survey of more than 2,000 U.S. adults conducted by Propeller Insights on behalf of DealMaker (fielded July 11–20, 2026), 67% of respondents said that everyday Americans should be able to benefit from AI's growth as retail investors, a view held consistently across party lines (73% of Democrats, 68% of Republicans, and 67% of Independents).³ This is not a call for unlimited retail exposure to high-risk, illiquid investments. The scale involved is modest relative to the total market: U.S. professionally managed retail client assets stand at approximately \$36.6 trillion, and the average per-investor commitment on Regulation A+ and Reg CF offerings is approximately \$2,300 per investor. A higher Reg CF cap would not meaningfully change the aggregate dollar exposure of retail investors as a class. It would instead give more investors the option to allocate a modest amount of their own portfolio to earlier-stage, potentially higher-growth companies, the same diversification opportunity that institutional and accredited investors already have through venture funds and other pooled vehicles.

IV. Related Recommendation: Raise the Regulation A+ Tier 2 Offering Limit

A higher Reg CF cap is most useful to issuers if the exemption that follows it, Regulation A+, remains a workable next step. The Tier 2 annual offering limit has stood at \$75 million since the Commission last exercised its authority under Securities Act Section 3(b)(5) to raise it, in 2021. If the Reg CF cap moves to \$20 million as the Petition requests, the practical gap between the two exemptions narrows considerably relative to Reg A+'s heavier disclosure, audit, and reporting burden, reducing the incentive for a maturing Reg CF issuer to use Reg A+ as intended.

DealMaker recommends that the Commission increase the Tier 2 offering limit to \$150 million, with automatic biennial inflation indexing thereafter. This figure mirrors legislation currently before Congress that would direct a comparable increase, and it reflects the scale of capital that post-revenue, customer-funded issuers increasingly seek as they outgrow Reg CF. Section 3(b)(5) already directs the Commission to review the Tier 2 limit at least once every two years and to increase it where appropriate; DealMaker respectfully submits that the record, including the data developed in the 4-914 docket, supports an increase now, without awaiting the next scheduled review.

DealMaker further recommends that, in connection with any increase to the Reg A+ offering limit, the Commission encourage FINRA to revisit FINRA Rule 5110 (the Corporate Financing Rule) as applied to Regulation A+ offerings. Rule 5110's filing and underwriting-compensation review requirements were built around traditional firm-commitment public offerings. Applying them without modification to Reg A+ deals imposes review costs and compensation-structuring constraints that are disproportionate to offerings in the \$20–150 million range, and that discourage broker-dealer participation in smaller issuers' offerings. A Reg A+-specific compensation framework, sized to Reg A+ offering economics, would make broker-dealer participation more economical without weakening the fairness review Rule 5110 is designed to provide.⁴

³ New DealMaker Research: Two-Thirds of Americans Want Everyday People to Benefit from AI's Growth, Given its Outsized Impact on Society, Business Wire (Aug. 25, 2026).

⁴ This concern would extend to the Commission's recently proposed Regulation Crypto Assets, *Regulation Crypto Assets*, Securities Act Release No. 33-11434 (proposed Aug. 18, 2026), which models its Subpart C "fundraising exemption" directly on Regulation A+, including comparable Tier 1 and Tier 2 offering

V. Related Recommendation: Two Complementary Fixes to the Exchange Act Section 12(g) Problem

CCA's July 15, 2026 supplement to the Petition identifies a structural risk that a higher Reg CF cap would otherwise create: investor counts on issuer cap tables scale at approximately 40 investors per \$100,000 raised, meaning a maximum raise under the requested \$20 million cap would predict roughly 8,200 investors, up from roughly 2,200 today. CCA reports that 279 Reg CF issuers have already crossed the 2,000-holder threshold under Exchange Act Section 12(g), that 11 currently meet both applicable 12(g) triggers, and that 73% of issuers meeting both triggers arrived there through repeat Reg CF offerings, the very fragmentation the current cap causes. Absent corrective action, raising the Reg CF cap would accelerate issuers toward involuntary Exchange Act registration as a side effect of using the exemption as intended.

DealMaker recommends that the Commission address this risk with two complementary, non-exclusive actions, both of which are achievable through rulemaking without further action by Congress.

1. Streamline Rule 3a-9 crowdfunding vehicles. DealMaker supports CCA's recommendation, already in the Petition record, to amend Rule 3a-9 under the Investment Company Act to permit (a) default voting mechanisms with reasonable notice in lieu of affirmative individual investor instructions, (b) a designated lead investor or manager with defined authority under a standardized operating agreement, and (c) consolidated disclosure delivery through a portal or distribution list in lieu of individualized pass-through. As adopted in 2020, Rule 3a-9's operational conditions replicate the administrative burden of direct ownership closely enough that the vehicle goes essentially unused, leaving aggregated investors to count individually toward the Section 12(g) holder thresholds. DealMaker supports this change because Rule 3a-9, as adopted, has not functioned as intended. The rule was designed to let issuers pool numerous small Reg CF investors into a single special-purpose vehicle that counts as one record-holder for Section 12(g) purposes, addressing the holder-count problem directly rather than after the fact. In practice, its operating conditions, including the requirement that the vehicle obtain affirmative individual voting instructions from every investor on every matter and deliver disclosure to each investor individually, recreate nearly all of the administrative burden of direct ownership that the vehicle was meant to eliminate. As a result, issuers rarely use it, and aggregated investors continue to count individually toward the 2,000-holder threshold. This fix addresses the problem at its source by keeping investor counts outside the Section 12(g) holder calculation in the first instance. DealMaker recognizes that Division of Corporation Finance staff have recently concluded, in Compliance and Disclosure Interpretation 202.02 (July 9, 2026), that a Rule 3a-9 vehicle is not treated as a single holder of record for purposes of Regulation Crowdfunding's own Rule 202(b)(2) reporting-termination threshold, because the vehicle was designed as a conduit rather than an aggregator. DealMaker's recommendation does not ask the Commission to revisit that interpretation. It asks the Commission to amend Rule 3a-9 itself, prospectively, so that a vehicle meeting the amended rule's conditions may be treated as a single holder specifically for purposes of the Exchange Act Section 12(g) registration threshold, a different provision serving a different purpose than Rule 202(b)(2)'s reporting-termination test.

limits, an offering statement (Form 1-CRYPTO) built on Form 1-A, and testing-the-waters and offering-circular delivery mechanics carried over from Regulation A. Absent a corresponding review, broker-dealers participating in offerings under that proposed regime would likely face the same disproportionate Rule 5110 filing and compensation-review burden described above.

2. Raise and index the total-assets threshold in Rule 12g-6 and the public float threshold in Rule 12g5-1(a)(7). The Petition record does not yet address a second, independent lever: the \$25 million total-assets threshold in Rule 12g-6, the rule that excludes Reg CF securities from the Section 12(g) "held of record" calculation. An issuer keeps that exclusion only if it remains current on its Reg CF annual reporting, has engaged a registered transfer agent, and has total assets of \$25 million or less as of its most recently completed fiscal year. The Commission set that \$25 million figure when it adopted Rule 12g-6 in 2015 and has not revisited it since, even as the Reg CF cap itself has moved from \$1.07 million to \$5 million over the same period. If the Reg CF cap is raised to \$20 million as requested, issuers will be able to raise more capital, and larger raises translate directly into larger balance sheets. Raising and indexing the \$25 million total-assets threshold would keep that threshold proportionate to the capital-raising capacity that the amended \$20M cap is intended to provide. Because Exchange Act Section 12(g)(6) directs the Commission to exempt Reg CF securities from this subsection by rule, without fixing any dollar threshold in the statute itself (in contrast to the 2,000-holder, 500-non-accredited-holder, and \$10 million general asset thresholds in Section 12(g)(1), which Congress set directly and which require legislation to change), the \$25 million figure in Rule 12g-6 is entirely a product of the Commission's own rulemaking discretion, and the Commission may raise it by rule using that same authority. DealMaker recommends that the Commission raise this threshold and index it to inflation going forward, using the same indexing mechanism requested for the Reg CF offering cap itself.

The \$75 million public float threshold in Rule 12g5-1(a)(7) has remained unchanged since the Commission adopted Regulation A+ in 2015, even as the Tier 2 offering limit itself increased from \$50 million to \$75 million in 2021, so the two figures have never actually been calibrated to one another. DealMaker recommends that the Commission raise the Rule 12g5-1(a)(7) public float threshold to \$150 million alongside any increase to the Tier 2 cap, and index both figures to inflation going forward. Absent a corresponding adjustment, an issuer that fully uses the increased Tier 2 capacity would immediately exceed a public float threshold that has not moved, losing the exemption's benefit at the very point the higher cap is meant to help it grow.

DealMaker respectfully submits that the Commission should adopt both recommendations rather than choosing between them. Streamlining Rule 3a-9 addresses the investor-count problem directly, but a successful issuer that raises \$20 million and returns for a follow-on round, which CCA's data show 40.3% of near-cap issuers do, will still cross a \$25 million asset threshold that has not moved in a decade. Indexing that threshold ensures the exemption keeps pace with the market it was built for, independent of whether or how quickly market practice around crowdfunding vehicles changes.

VI. Conclusion

DealMaker urges the Commission to grant the Petition in File No. 4-914 and to raise the Reg CF offering limit to \$20 million, indexed to inflation. We further urge the Commission to pair that action with a corresponding increase to the Regulation A+ Tier 2 offering limit, a related review of FINRA Rule 5110 as applied to Reg A+ offerings, and the two complementary Section 12(g) measures described above.

Each recommendation is achievable through the Commission's, or FINRA's, existing rulemaking authority. We would welcome the opportunity to provide additional platform data, analysis, or a briefing to the Commission or its staff, and thank the Commission for its consideration of this comment.

Respectfully submitted,

Rebecca Kacaba

Rebecca Kacaba
Chief Executive Officer
DealMaker

cc: *The Honorable Paul S. Atkins, Chairman*

 The Honorable Hester M. Peirce, Commissioner

 The Honorable Mark T. Uyeda, Commissioner

 Office of the Advocate for Small Business Capital Formation