

MEMORANDUM

FROM: Sebastian Gomez Abero
Special Counsel
Office of Chief Counsel, Division of Corporation Finance
U.S. Securities and Exchange Commission

RE: Meeting with representatives of the North American Securities Administrators Association (NASAA)

DATE: December 5, 2012

On December 5, 2012, Commission staff met with representatives of the North American Securities Administrators Association (NASAA) to discuss issues regarding the implementation of Title III of the Jumpstart Our Business Startups Act.

The following Commission representatives were present: Lona Nallengara, Mauri Osheroff, Tamara Brightwell, Lillian Brown, Thomas Kim, Jonathan Ingram, Ted Yu, Charles Kwon, Sebastian Gomez Abero, Gerald Laporte, Karen Wiedemann and Zachary Fallon from the Division of Corporation Finance; Joseph Furey, Joanne Rutkowski, Leila Bham, Timothy White, Shaheen Haji and Troy Stoddard from the Division of Trading and Markets; and Scott Bauguess, Vladimir Ivanov and Ivan Ivanov from the Division of Risk, Strategy, and Financial Innovation.

The following representatives from NASAA were present: A. Heath Abshure, Securities Commissioner, Arkansas Securities Department; Jack Herstein, Assistant Director, Nebraska Department of Banking and Finance; Steven Irwin, Commissioner of the Pennsylvania Securities Commission; John Cronin, Vermont Department of Financial Regulation; and Rick Fleming, Deputy General Counsel, NASAA.