



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the Commonwealth

May 2, 2012

The Honorable Mary Schapiro
 Chairman
 U.S. Securities and Exchange Commission
 100 F Street NE
 Washington, DC 20549

Re: Consultation on Rulemaking for Crowdfunding under Title III of the JOBS Act of 2012

Dear Chairman Schapiro:

I write in my capacity as the chief securities regulator for Massachusetts. The Office of the Secretary of the Commonwealth administers and enforces the Massachusetts Securities Act, M.G.L. c.110A, through the Massachusetts Securities Division.

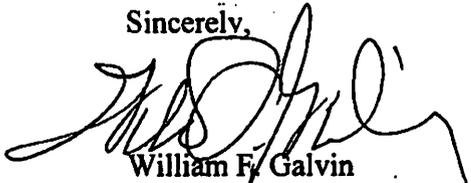
This letter states our strong interest in consulting and collaborating with the Commission on the rulemaking for crowdfunding.¹ Because crowdfunding presents opportunities for issuers to use innovative technologies and techniques to raise capital, we expect the rulemaking will break new ground in securities regulation. We are in full accord with, and wish to emphasize, the statutory requirement that the Commission's rules for crowdfunding must protect investors in these offerings.

Title III of the Jumpstart Our Business Startups Act of 2012 requires that state rules for crowdfunding issuers and for crowdfunding portals must be consistent with the SEC's rules. Good forward-looking rules will allow the Commission and the states to effectively use scarce regulatory resources both to protect investors and to help the crowdfunding initiative accomplish its goal of helping small issuers raise capital.

¹ Title III, Sec. 302(c) of the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act," H.R. 3606) provides that the Commission "shall issue such rules as the Commission determines may be necessary or appropriate for the protection of investors to carry out [provisions relating to crowdfunding and crowdfunding portals] as added by this title. In carrying out this section, the Commission shall consult with any securities commission (or any agency or office performing like functions) of the States, any territory of the United States, and the District of Columbia, which seeks to consult with the Commission, and with any applicable national securities association."

We look forward to working with the Commission on this important project. To follow up, please direct any information and inquiries to Bryan Lantagne, Director of the Massachusetts Securities Division, at (617) 727-3548. Please contact me or Mr. Lantagne if you have questions about this letter or we can assist in any way.

Sincerely,

A handwritten signature in black ink, appearing to read 'W. Galvin', written in a cursive style.

William F. Galvin
Secretary of the Commonwealth
Commonwealth of Massachusetts

McElveen, Josephine

From: Cassidy, Peter (SEC) [peter.cassidy@state.ma.us]
Sent: Wednesday, May 02, 2012 3:05 PM
To: CHAIRMANOFFICE
Cc: Lantagne, Bryan (SEC)
Subject: Letter from Massachusetts Secretary of the Commonwealth William F. Galvin to Chairman Schapiro on Rulemaking under Title III of the JOBS Act
Attachments: LettertoMSchapiro2012-05-02 (1).pdf

Dear Sir or Madam:

Please find attached a letter from Secretary William F. Galvin to Chairman Schapiro stating the Massachusetts Securities Division's request to consult with the U.S. Securities and Exchange Commission on Commission upcoming rulemaking for crowdfunding under Title III of the JOBS Act of 2012. Please deliver this letter to Chairman Mary Schapiro

Please contact me if you have questions about this e-mail or I can assist in any way.

Peter Cassidy
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(617) 727-3548