MEMORANDUM

TO: File Nos. S7–08–15 and S7-16-15

FROM: Adam B. Glazer

Counsel to Commissioner Michael S. Piwowar

RE: Meeting with Representatives of the Investment Company Institute

DATE: May 12, 2016

On May 12, 2016, Commissioner Michael S. Piwowar and his legal advisor, Adam Glazer, met with the following representatives of the Investment Company Institute:

- David Blass, General Counsel, Investment Company Institute;
- Paul Roye, Senior Vice President, Capital Research and Management Company;
- Rheeta Wise, President, MFS Investment Management;
- Jay Herold, Counsel, MFS Investment Management;
- Tara Buckley, Senior Counsel, Vanguard Group;
- Dorothy Donohue, Deputy General Counsel, Investment Company Institute;
- Linda French, Counsel, Investment Company Institute;
- Shelly Antoniewicz, Senior Economist, Investment Company Institute;
- Marty Burns, Chief Industry Operations Officer, Investment Company Institute;
- Andrew Redding, Senior Manager, Global Client & Investment Reporting Division, T. Rowe Price; and
- Maria Greenwell, Program Manager for Compliance Mailings, T. Rowe Price.

The participants discussed, among other things, the Commission's proposed rule 30e-3 under the Investment Company Act, Investment Company Act Release No. 31610 (May 20, 2015), and proposed new rule, 22e-4 under the Investment Company Act, Investment Company Act Release No. 31835 (Sept. 22, 2015).