Bess Gallanis, President

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September 29, 2020

Ms. Vanessa A. Countryman
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090
rule-comments@sec.gov

Re: Reporting Threshold for Institutional Investment Managers, Release No. 34-89290; File No. S7-08-20

Dear Ms. Countryman:

I appreciate this opportunity to comment on the U.S. Securities and Exchange Commission's proposed amendments to the Form 13F reporting rules for institutional investment managers.

As an investor relations professional, I rely on Form 13F filings as critical data in investor communication and to direct shareholder engagement.

This rulemaking would exempt 4,500 (89 percent of current 13F filers) from disclosure, including many hedge funds and active money managers who would fall under the proposed $3.5 billion threshold. 13F data is critical to IR teams when deciding how to allocate scarce C-suite time among buy-side investment managers who request a call (or a meeting) with the CEO or CFO. This proposed rule would significantly inhibit issuer-investor engagement, especially by small and mid-cap companies that have a greater percentage of investors who would evade disclosure.

The proposal is a puzzling step backward from a Commission that champions disclosure and investor protections. It is troubling that the SEC did not hold a public meeting or a roundtable or otherwise seek the views of issuers before proposing this rule.

Every day I see in the market an urgent need for effective shareholder engagement. This proposal would be a tremendous misstep at a time when shareholders are increasingly calling for greater transparency.

I respectfully urge the Commission to reconsider and withdraw this proposal and instead refocus its efforts on the modernization of 13F disclosure to improve transparency.

Sincerely yours,
Bess Gallanis, President
Bess Gallanis Inc.