



Comments on:

**SECURITIES AND EXCHANGE COMMISSION
17 CFR Parts 200, 227, 232, 239, 240 and 249
[Release Nos. 33-9470; 34-70741; File No. S7-09-13]
RIN 3235-AL37
CROWDFUNDING**

**Comments on 4 “Exclusion of Certain Issuers from Eligibility under Section 4(a)6”
(Page 35:)**

Section 4A(f) excludes certain categories of issuers from eligibility to rely on Section 4(a)(6) to engage in crowdfunding transactions. These issuers are: **(1) issuers that are not organized under the laws of a state or territory of the United States or the District of Columbia;**

It is our opinion that it is totally **unnecessary** to restrict crowdfunding transactions to only entities registered in the United States which the proposal above will do. As long as companies are following the same disclosure, reporting and ethical guidelines, there is no need to restrict crowdfunding transactions to only companies registered in the United States. Several reasons support this argument:

1. Protecting investors, deterring fraud and unethical non-disclosures

Crowdfunding is inevitably global, following opportunities wherever they are located. As of today, there are already several crowdfunding platforms based internationally that let US citizens invest without protections, jurisdiction, or oversight that the Jobs Act Title III is intended to provide. Examples of crowdfunding platforms operating internationally include Seedrs(UK), Symbid(Netherland), Invesdor(Finland), Fundedbyme(Sweden), Companisto(Germany), etc. Without the ability to create platforms in the US that crowdfund for companies based overseas, US investors investing in these companies will be at the mercy and whim of whatever rules these international crowdfunding platforms adhere to. By enabling US based crowdfunding platforms to list overseas opportunities, the Jobs Act Title III, will not only protect US investors by making sure that all entities adhere to the same guidelines, but would also affect global reporting and ethical guidelines.

2. Currently there are no restrictions for overseas companies to raise capital from accredited US investors publicly

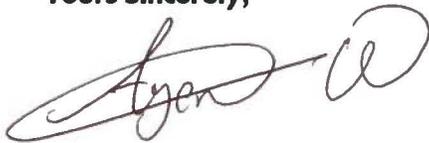
There are currently no restrictions for overseas companies seeking to raise capital from US accredited investors as long as they follow both US and local regulations. Hence, we believe there is no reason to restrict non-US companies to solicit capital on equity crowdfunding platforms as part of the Jobs Act-Title III as long as they adhere to US guidelines.

3. Opportunities are indeed global

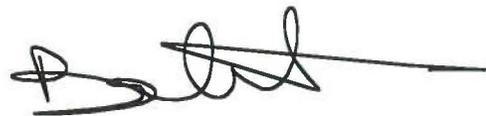
There are numerous examples of companies that while founded internationally end up becoming US entities either by outright acquisitions or end up listing on US exchanges. By attempting to restrict the ability of US citizens to invest in these opportunities on crowdfunding platforms while they are still early opportunities, the current proposal of the Jobs Act title III would be limiting the investment upside available to US investors. Recent examples of overseas start-up companies acquired or listed in the US include Waze (Israeli company, acquired by Google for ~\$1B), Wix (Israeli company, listed on the Nasdaq, Market Cap ~\$800MM), 58.com (Chinese company, listed on the NYSE, Market cap ~\$2.2B), etc. It is our view that there is absolutely no need to restrict crowdfunding platforms to US registered companies.

We hope that we have made the point here, that there is no need to restrict crowdfunding platforms to only US based companies. By relaxing this restriction, crowdfunding platforms will indeed be able to offer US investors enhanced protections for overseas opportunities.

Yours Sincerely,



Olawale Ayeni



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Comments to be sent to:

(<http://www.sec.gov/rules/proposed.shtml>)

(<http://www.regulations.gov>) or e-mail

rule-comments@sec.gov with subject Line: File Number S7-09-13