November 3, 2021

Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20548-1090

Re: Release No. 33-10998; 34-93311; IC-34399; File No. S7-12-15
(Reopening of Comment Period for Listing Standards for Recovery of Erroneously Awarded Compensation)

Dear Ms. Countryman:

The Society for Corporate Governance (“the Society”) respectfully requests an extension of the comment period from 30 to 60 days for the Commission’s proposal, “Listing Standards for Recovery of Erroneously Awarded Compensation.”

Founded in 1946, the Society is a professional membership association of more than 3,400 corporate and assistant secretaries, in-house counsel, outside counsel and other governance professionals who serve approximately 1,000 public companies of almost every size and industry.

In its notice reopening the comment period, the Commission has requested additional comments on 10 topic areas. Among the questions posed by the Commission is whether to expand the proposed clawback trigger “to include all required restatements made to correct an error in previously issued financial statements,” instead of just material restatements. Such an interpretation would greatly broaden the potential scope of this listing standards rule and could force significantly more companies to pursue the recovery of incentive compensation.

The reopening release also asks for comments on whether companies should provide additional disclosure on how they determine the recoverable amount of compensation, “including their analysis of the amount of the executive’s compensation that is recoverable under the rule, and/or the amount that is not subject to recovery.” This topic likely would be of interest to many issuers.

Many of our public company members likely will find it challenging to respond within 30 days that fall within the fourth quarter for calendar-year companies, which is one of the busiest quarters of the year for corporate secretaries and governance professionals. Many corporate secretaries devote significant time during the fourth quarter engaging with institutional investors on executive compensation and other governance matters.
For the benefit of issuers, investors, and other market participants, we respectfully request that the Commission extend the comment period from 30 to 60 days for this proposed rule.

Respectfully submitted,

Darla C. Stuckey  
President and CEO  
Society for Corporate Governance

cc:  
Chair Gary Gensler  
Commissioner Caroline A. Crenshaw  
Commissioner Allison Herren Lee  
Commissioner Hester M. Peirce  
Commissioner Elad L. Roisman