



MidSouth Bancorp, Inc.

August 24, 2016

Brent J. Fields, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Comments Regarding Amendments to Smaller Reporting Company Definition; File No. S7-12-16

Dear Mr. Fields:

As a community banker, I am writing in strong support of the SEC's proposal to change the definition of accelerated filer, like MidSouth Bancorp, Inc. ("MidSouth"), under the SEC rules to include registrants with a public float threshold of \$250 million or more, but less than \$700 million. Raising the current public float threshold under the accelerated filer definition from \$75 million to \$250 million will also exempt bank holding companies like MidSouth from the burdensome requirement of preparing an auditor attestation report under Section 404(b) of the Sarbanes-Oxley Act. I also strongly support revising the "smaller reporting company" definition under the SEC's rules so that registrants with up to \$250 million in public float (currently the public float threshold is \$75 million) would be able to take advantage of the streamlined reporting disclosures.

I believe that raising the thresholds under both the "accelerated filer" definition and the "smaller reporting company" definition will reduce compliance costs substantially for small bank holding companies while maintaining investor protections. The costs and burdens of SEC compliance and in particular SOX 404(b) compliance is not only a drain on the earnings of publicly held community banks but impairs their ability to compete with private banks and raise capital. Community banks are already subject to substantial supervision, regulation and disclosure requirements by the banking regulators including Part 363 of the FDIC's regulations which impose annual audit and reporting requirements on insured depository institutions with \$500 million or more in total assets and internal control audit requirements on IDIs with \$1 billion or more in total assets.

Numerous studies, including the SEC's own study issued in 2009, indicate that smaller publicly held companies have higher SOX 404 compliance costs as a percentage of their total asset value. These studies also show that the costs of SOX 404 and in particular the auditor attestation requirements of Section 404(b) far outweigh the benefits. I urge the SEC not only to raise the public float threshold to \$250 million for "accelerated filers" but also raise it for "smaller reporting companies" so that small publicly held bank companies like MidSouth can reduce its compliance costs and more effectively compete with private banks.

Sincerely,

C. R. Cloutier
President/Chief Executive Officer
MidSouth Bancorp, Inc.