



September 13, 2016

Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549 - 1090

Subject: Release Number IA--4439, File No. S7-13-16

Dear Mr. Fields:

The Association of Institutional INVESTORS (the “Association”) is an organization of some of the oldest, largest, and most trusted federally registered investment advisers in the United States. Collectively, the Association’s members manage investments for more than 80,000 ERISA pension plans, 401(k)s, and mutual funds on behalf of more than 100 million American workers and retirees who rely on our firms to prudently manage participants’ retirement savings and investments, in part due to the fiduciary duty we owe these organizations and families. We recognize the significance of this role, and our comments are intended to reflect not just the views of the Association, but also the interests of the companies, labor unions, municipalities, families, and individuals we serve.

The Association appreciates the opportunity to comment regarding the rulemaking proposal relating to “Adviser Business Continuity and Transition Plans in Release No. IA--4439 (the “Release”).

The Association encourages the Commission’s focus on this and closely related areas, such as cyber security, and supports ongoing engagement among public and private stakeholders to develop an effective program of principles-based guidance.

The Association concurs that cyber security systems are key and as such are reasonably addressed as a component within an adviser’s business continuity and transition plans.

In our view, increasingly greater cyber security demands and challenges will continue to unfold in the financial services sector in the next several years in ways and directions that cannot now be anticipated. We believe cyber security, as it relates to investment advisers, continues to be in a rapidly evolutionary stage. For this reason, we believe the Commission should consider issuing guidance under the Investment Advisers Act of 1940 rather than adopting the proposed rule at this time.

The Association supports the Commission's focus on business continuity planning and cyber security. We encourage the Commission to promote an ongoing dialog among public and private stakeholders to develop effective principles-based guidance to address the rapidly evolving business continuity and cyber security environment. As a next step, we encourage the Commission to hold a series of open roundtable meetings to solicit and obtain industry input on guidance concerning business continuity planning and cyber security.

Please feel free to contact Joseph Sack at [REDACTED] with any questions concerning these comments.

On behalf of the Association of Institutional INVESTORS,

A handwritten signature in black ink, appearing to read "John R. Gidman". The signature is written in a cursive style with a long, sweeping tail that extends to the right.

John R. Gidman, President