



August 16, 2022

Submitted via SEC's Internet Comment Form at: <https://www.sec.gov/cgi-bin/ruling-comments>

Vanessa A. Countryman
Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Re: File Number S7-16-22

Dear Ms. Countryman:

On behalf of our members, the Insured Retirement Institute (“IRI”)¹ thanks you for the opportunity to comment on the Securities and Exchange Commission’s (“SEC”) proposed rule on **Investment Company Names**, RIN 3235-AM72 (Proposed Rule)², seeking to amend Rule 35d-1 under the Investment Company Act of 1940 (“Names Rule”).³ The Names Rule prohibits registered investment companies from adopting names that the Commission finds are “materially deceptive or misleading.”⁴ The Proposed Rule seeks to enhance and expand the existing Names Rule “to apply to any fund name with terms suggesting that the fund focuses in investments that have, or investments whose issuers have, particular characteristics. This would include, for example, fund names with terms such as “growth” or “value” and those indicating that the fund’s investment decisions incorporate one or more environmental, social, or governance (“ESG”) factors.”⁵

IRI has reviewed the comments being submitted by the Investment Company Institute (“ICI”) and the Committee of Annuity Insurers (“CAI”) and we are pleased to express our agreement with and support for ICI’s comments and recommendations on the substantive requirements of the Proposed Rule and CAI’s request for guidance clarifying that Traditionally-Named Unit Investment Trusts are exempt from the scope of the Proposed Rule.

Generally, IRI supports and endorses ICI’s substantive comments with respect to its recommendations on how to advance the SEC’s stated goals of improving and clarifying the requirements of the Names

¹ The Insured Retirement Institute (IRI) is the leading association for the entire supply chain of insured retirement strategies, including life insurers, asset managers, broker-dealers, banks, marketing organizations, law firms, and solution providers. IRI members account for 90 percent of annuity assets in the U.S., include the foremost distributors of protected lifetime income solutions, and are represented by financial professionals serving millions of Americans. IRI champions retirement security for all through leadership in advocacy, awareness, research, and the advancement of digital solutions within a collaborative industry community.

² 87 FR 36594 (Jun. 17, 2022).

³ 17 CFR § 270.35d-1, *Investment Company Names*.

⁴ *Id.*

⁵ SEC Release No. IC-34593-fact-sheet: Fact Sheet on “Amendments to the Fund ‘Names Rule,’” available at: <https://www.sec.gov/files/ic-34593-fact-sheet.pdf> (May 25, 2022).

Rule for the benefit of investors. Further, IRI agrees with and emphasizes ICI's comments on some key concerns with the Proposed Rule:

- While a fund's name is an important initial communication to investors, the fund name is a starting point to be accompanied by other essential and detailed fund information and disclosures.
- Over-emphasis on a fund's name could result in protracted or more generic names and thereby distract investors from the fund's investment objectives and strategies.
- The scope of the names rule should not be expanded to include names that suggest focus on investments that have "Particular Characteristics."
- Requiring a fund to adopt an 80% investment policy may not be consistent with the intended purpose or objective of the fund or to change its name.
- Clear disclosure in a fund's prospectus more effectively communicates to investors the relationship between a fund's name and its investment strategies.
- The SEC should finalize its ESG-related disclosure proposals⁶ and evaluate investor comprehension and effectiveness of the new ESG disclosures prior to making significant changes to the Names Rule under the Proposed Rule.
- The compliance and implementation dates as set forth in the Proposed Rule are impracticable and unworkable.

Additionally, IRI strongly supports and endorses CAI's recommendation that the SEC should provide guidance excluding Traditionally-Named Unit Investment Trust ("UIT")⁷ Sub-Accounts from the 80% investment policy requirement and any related recordkeeping requirements set forth in the Proposed Rule. IRI agrees with CAI in that such Traditionally-Named UIT Sub-Accounts do not raise investor protection concerns as they are not used in marketing materials or to communicate information to investors.

* * * * *

Thank you again for the opportunity to provide these comments. If you have questions about our support of ICI's comments or CAI's comments on the Proposed Rule, or if we can be of any further assistance in connection with this important regulatory effort, please feel free to contact the undersigned at [REDACTED]

Sincerely,


Emily C. Micale

Director, Federal Regulatory Affairs
Insured Retirement Institute

⁶ 87 FR 36654 (Jun. 17, 2022) and 87 FR 29059 (May 12, 2022).

⁷ 15 U.S. Code § 80a-4(2).