MEMORANDUM

To: File No. S7-25-19

From: Christina Thomas

Counsel to Commissioner Elad L. Roisman U.S. Securities and Exchange Commission

Date: January 21, 2020

Re: Discussion with Private Investor Coalition

On January 21, 2020, Commissioner Elad L. Roisman and his counsels Christina Thomas and Elizabeth Blase met with the following representatives of the Private Investor Coalition:

- Tim Terry, General Counsel, Hartz Capital
- Marian Dietrich, General Counsel, Hillman Company
- Ken Berman, Debevoise & Plimpton
- Jake Seher, Capitol-Context, LLC

The parties discussed the Commission's proposed Amending the "Accredited Investor" Definition.