

January 26<sup>th</sup> 2020

VIA ELECTRONIC MAIL

[rule-comments@SEC.gov](mailto:rule-comments@SEC.gov)

Vanessa A. Countryman

Acting Secretary Securities and Exchange Commission

100 F Street, NE Washington, DC 20549-1090

Re: File No. S7-25-19;

Ms. Countryman,

I would like to thank the commission for the opportunity to comment on “Amending the “Accredited Investor” definition” and applaud your continuing effort to enact common sense legislation to provide innovative paths to capital formation, while protecting the interests of shareholders.

I have been a beneficial partner in Spencer Winston Securities for three decades, and am currently in the concept stage of developing an electronic market for private placements in public entities (PIPEs) and secondary trading in these restricted securities.

The System, called the Pipex, was designed to create a transparent market for public companies raising capital through follow-on offerings, while protecting and providing opportunities for existing shareholders.

The following is a sensible concept that is consistent with the SEC’s stated goals of transparency and liquidity in public markets:

### **Expand the definition of accredited investor to existing shareholders**

Existing shareholders in the issuer facilitating the PIPE were already determined to be suitable to own the shares in the company through the BD from which the shares were purchased. As shareholders, they are familiar with the issue that is being placed in the exempt offering. This familiarity and previously determined suitability makes a strong case for existing shareholders to be considered suitable to buy and hold restricted shares in the same security,

This accreditation standard has been in place on most Canadian exchanges for several years. They impose dollar investment limits of C\$10,000 or C\$15,000 on a twelve month rolling basis. Another approach may be to match the investor's existing holdings in the free trading shares with their accreditation to purchase exempt shares.

### **Require public companies to offer shares to existing shareholders *first* in PIPE offerings**

This requirement would protect shareholder interests. Considering existing shareholders are the most greatly affected by dilutive capital raises, in the spirit of shareholder preeminence they should have the first opportunity to invest in the exempt offering. Methods for placement may include a Dutch Auction with or without pricing thresholds or a limited 'pre-placement' exclusively for existing shareholders consistent with the terms of the exempt offering. This would widen the pool of prospective investors, thereby improving the issuer's chances for a successful capital raise. Additionally, the 'pre-offering' would serve as a valuable tool for price discovery while giving investors confidence and a greater impetus to invest in small and micro caps.

Recently, much focus has been put on whether or not to “retailize” private placements.

Considering that existing shareholders were found to be suitable to initially purchase the shares, coupled with the fact that they still hold the shares, this initiative provides a reasonable solution for the expansion of the investor pool, while protecting existing shareholders interests.

Thank you for your consideration.

*/Jason Weisz/*

Jason Weisz

Spencer Winston Securities