



February 27, 2020

Ms. Vanessa Countryman

Secretary
U.S. Securities and Exchange Commission (SEC)
100 F Street, N.E.
Washington, D.C. 20549

RE: Release Nos. 33-10734; 34-87784; File No. S7-25-19; RIN 3235-AM19

Dear Ms. Countryman,

On behalf of the thousands of state and local finance officers we collectively represent, we appreciate this opportunity to comment on your open notice regarding “Amending the ‘Accredited Investor’ Definition” (File Number S7-25-19). Specifically, we support the proposed expanded definitions of Accredited Investors and Qualified Institutional Buyer (QIB) to cover unenumerated entities, including large governmental (“public”) investors.

The current definitions for both accredited investors and QIBs provide an enumerated list of legal entities that may qualify. In addition, both definitions set certain criteria around assets under management to further assess investor sophistication. Uncertainty among large public investors has persisted due to the nature of certain large funds not clearly fitting into any of the entities listed in the current QIB definition. Furthermore, this uncertainty exists in spite of many large public investors meeting or far exceeding additional definition thresholds such as the requirement that QIBs invest or own more than \$100 million securities.

Your proposed change to add a “catch-all” provision to both definitions that would include all entities that meet asset and investment criteria addresses our concerns and will greatly help remedy these uncertainties. We appreciate the Commission’s proposal and acknowledgement that large investors — whether they are public, corporate or other investors — are sufficiently sophisticated to warrant status as both accredited investors and QIBs regardless of their legal designation.

Given the importance of access to broad investment opportunities, large public investors welcome the inclusion of the “catch-all” provisions that would allow sophisticated public investors meeting asset and investment tests to qualify as both accredited investors and QIBs. We are happy to respond to any additional questions you may have or to provide additional input as needed.

Sincerely,

Brian Egan

Policy Director

National Association of State Treasurers (NAST)

[REDACTED]

Emily Brock

Director of the Federal Liaison Center

Government Finance Officers Association (GFOA)

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Washington Director

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