Entrepreneurs continue to face a considerable gap in accessing capital through every stage of the business cycle. While there have been some advances in identifying and addressing barriers to accessing capital, there is much more work to do.

EWING MARION KAUFFMAN FOUNDATION.¹
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The Small Business Advocacy Office is an independent office that was established in January 2019 via the bipartisan SEC Small Business Advocate Act of 2016 to advance the interests of small businesses and their investors at the SEC and in the capital markets, from early-stage startups raising initial capital, to later-stage private companies whose founders and investors are seeking liquidity, all the way to smaller public companies. The Office proactively works to identify and address unique challenges faced by women-owned, diverse, rural, and natural disaster area small businesses and their investors. We advocate for small businesses and their investors in raising capital by

We engage with small businesses and their investors from around the country to hear their perspectives on issues facing the small business ecosystem, from policy, to changing trends in raising capital, to the complexities of the capital-raising regulatory framework, to unique challenges and opportunities of different demographic groups and geographic regions. The insight we gain from our events and conversations with small business ecosystem participants provides timely, practical feedback to inform the Commission’s policymaking as well as the Office’s further outreach and educational efforts.
DATA
State of Capital Formation
Why data?

We seek to provide a comprehensive snapshot of the state of U.S. small business capital formation, bringing together many important pieces of the capital formation story into one resource to aid in evaluating the current flow of capital between investors and small businesses. Data reflecting the successes and challenges small businesses face in capital-raising supplements the feedback and other anecdotal evidence our Office receives throughout the year. Informed by this data, we can better identify what tools, strategies, and approaches would be most helpful in crafting policy solutions. The data provided in this Report is derived from public filings with the SEC, as analyzed by the SEC’s Division of Economic and Risk Analysis (DERA), and is supplemented with data and analysis from third parties.

Where to start?

To allow small businesses, investors, and market participants to find the data that is most relevant to them, we have organized this report by life cycle stage of the business.

<table>
<thead>
<tr>
<th>LIFE CYCLE STAGE</th>
<th>COMMON FUNDING SOURCES</th>
<th>BUSINESS STAGE</th>
<th>TOP INDUSTRIES RAISING CAPITAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Small and emerging businesses</td>
<td>Self-funding</td>
<td>These businesses are generally growing and looking for larger amounts of capital to fund operations of scale, ventures into new product lines, and preparation for public markets.</td>
<td>Software, commercial products and services, pharma and biotech, health care, consumer goods and services, IT hardware and energy.</td>
</tr>
<tr>
<td>Mature and later-stage businesses</td>
<td>Grants</td>
<td></td>
<td>Health care, business services, technology, manufacturing, banking and financial services, and hospitality, retailing, and restaurants.</td>
</tr>
<tr>
<td>Small public companies</td>
<td>Loans</td>
<td>These later-stage businesses have access to a larger pool of capital, enhanced liquidity, reputational benefits and are subject to rigorous SEC reporting requirements.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Friends and family</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Crowdfunding</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Angel investors</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Incubator/Accelerator</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Pre-seed and seed</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>VC funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Corporate venture capital</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Family offices</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Initial public offering (IPO)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Other registered offerings</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Exempt offerings (e.g., private placements or offshore offerings)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Small and Emerging Businesses and Exempt Offering Data

This segment of companies includes both small businesses that create local jobs but may not fit the high-growth model that is the typical target of venture capital (VC) investments as well as high-growth startups that may ultimately fit the VC model but are still seeking capital to get off the ground and launch early prototypes.¹

Why is access to capital for small businesses so important?

Small businesses are critical to the overall economy.

99.9% of all businesses are small businesses (33.2 million businesses).⁴

43.5% of the U.S. GDP is created by small businesses.⁵

Small businesses created

63% of net new jobs (17.3 million) from 1995-2021.⁶

Nearly 1 in 5 adults is founding a business or has done so in the past 3½ years.⁷

Capital is the lifeblood of business.

REIMAGINE MAIN STREET ⁸
Early-stage entrepreneurs report financial challenges and need support to access capital to build their companies.

An increasing percentage of small businesses continue to experience financial challenges.\(^9\)

Access to capital remains a barrier to entry and growth for entrepreneurs.

- **90\%** of new businesses with employees **need external capital at the start.**\(^{10}\)
- **78\%** of small business owners are concerned about their **ability to access capital.**\(^{11}\)
- **Over 50\%** of small businesses seeking capital needed **less than $50,000.**\(^{12}\)
- **55\%** of small business owners found it **harder to access capital** than in prior years.\(^{13}\)
- **3.7x** more startups failed in 2022 due to **lack of financing or investors** than in 2020.\(^{14}\)
Small businesses need resources, knowledge, and connections to operate and grow their business; however, many startups struggle to find each of these critical pieces.15

**Financial Resources**
70% of startups experience financial challenges

**Knowledge and Know-How**
76% of startups experience challenges with finding support or resources

**Professional Connections**
22% of startups struggle to find advice or role models

Aspiring entrepreneurs often seek advice and support from family or friends.16

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Family members</td>
<td>61%</td>
</tr>
<tr>
<td>Friends or acquaintances</td>
<td>55%</td>
</tr>
<tr>
<td>Established business leaders</td>
<td>20%</td>
</tr>
<tr>
<td>Other business professionals</td>
<td>24%</td>
</tr>
</tbody>
</table>

Entrepreneurial support organizations, like accelerators and incubators, are designed to provide resources to early-stage, and rapid-growth startups.17

- **Funding opportunities**, including “demo day” events, investor introductions, grants, and equity financing
- **Network building and connections to mentors**, as well as opportunities to be a part of an entrepreneurial community
- **Guidance and resources** such as education, training, advisory and legal counsel, and physical space
Where do small and emerging businesses turn for capital when facing financial challenges?  

<table>
<thead>
<tr>
<th>Source of Capital</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Personal funds</td>
<td>53%</td>
</tr>
<tr>
<td>Cash reserves</td>
<td>53%</td>
</tr>
<tr>
<td>External financing (with repayment)</td>
<td>42%</td>
</tr>
<tr>
<td>Grants or donations</td>
<td>18%</td>
</tr>
</tbody>
</table>

Businesses with 4 or fewer employees are more likely to use personal savings compared to small businesses with more than 20 employees.  

Of the small businesses that sought external financing, only 8% sought equity investments.  

Small businesses continue to struggle to shore up their capital needs.  

- Each year, 14% of established businesses need additional capital, but nearly half of them do not apply for it.  
- 50% of small businesses report that they have delayed plans to grow their business in response to higher interest rates.  

40% of small businesses applied for a loan, line of credit, and/or cash advance. About half of those were fully funded, while roughly 21% did not receive any funding.  

- None 21%  
- Some 13%  
- Most (13%)  
- All (53%)
Angel investors remain a significant source of early-stage capital, despite a drop in deal volume and size.

Angel investors are generally high-net-worth individuals who invest their own money directly in emerging businesses, typically in early funding rounds. Most angel investors are accredited investors, and many are current or former entrepreneurs themselves.

- **367,945** active angel investors (1.2% increase from 2021)\(^{27}\)
- **62,325** entrepreneurial ventures received angel funding (9.8% decrease from 2021)\(^{28}\)
- **$22.3 billion** in total angel investments (23.7% decrease from 2021)\(^{29}\)
- **$356,650** average angel funding round (15.4% decrease from 2021)\(^{30}\)
- **17.7 deals** on average per angel group (up from 17.1 in 2021)\(^{31}\)
- **21% of seed capital** came from angel investments (compared to 32% in 2021)\(^{32}\)
- **3.4 jobs** are created per angel investment (down from 4.4 jobs per deal in 2021)\(^{33}\)
- **1 in 4 chance** of an entrepreneur securing an angel investment (in 2022, the yield rate increased to 26.7% from 24.1% in 2021)\(^{34}\)
- **First time CEOs** constituted 73% of leaders funded by angel deals (up from 70% in 2021)\(^{35}\)
- **83% of angel deals and investments** are in seed (63%) and Series A (20%) rounds\(^{36}\)
What were the top industries supported by angel investments in 2022?\(^{37}\)

- Healthcare Services/Medical Devices: 24%
- Retail: 17%
- Software: 16%
- Biotech: 9.3%
- Industrial/Energy-Clean Tech: 9.1%
- FinTech: 7%

Angel investors are allocating a lower portion of their investments within their region than in 2022, shifting more funding outside their region.\(^{38}\)

Northeast: 67.9% (down from 89.5%)
Mid-Atlantic: 67.5% (down from 79.6%)
Great Plains: 51.5% (down from 86.8%)
Great Lakes: 74.2% (down from 81.0%)
Southwest: 68.8% (down from 91.3%)
Texas: 60.5% (down from 75.6%)
Southeast: 76.7% (down from 87.3%)
Northwest: 80.8% (down from 95.0%)
New York: 44.7% (down from 59.8%)
California: 62.7% (down from 75.7%)
What is happening with seed fundraising?

A pre-seed or seed round is typically a company’s first funding round. This round may include funding from friends and family, angel investors, or early-stage funds. Capital at this stage is often used for product development and market research. Businesses in an angel or seed round are the furthest from the public market, which insulates from many macroeconomic challenges experienced in later stages.

Seed activity has slowed in both overall deal value and count from its peak in the first half of 2022, echoing trends seen throughout the venture life cycle.

Early-stage businesses successful in raising pre-seed and seed funding are at different stages of product readiness.

Since 2021, pre-seed fundraising has remained competitive for founders as the investor-friendly climate has grown more entrenched.

**Investors**

- **11.5%**
  - Less time engaging with pitch decks

**Founders**

- **16%**
  - More pitch decks sent per week
Many early-stage investors seek equity – the amount of equity dilution to founders varies in pre-seed, seed, and Series A rounds.

When investors take an ownership interest in a company, it dilutes or reduces the portion that founders own, so this funding is often called dilutive capital. In addition, with a funding round companies often reserve some equity for employee compensation.45

<table>
<thead>
<tr>
<th>Employee Equity Reserve</th>
</tr>
</thead>
<tbody>
<tr>
<td>Preseed 19.9%</td>
</tr>
<tr>
<td>Seed 18.6%</td>
</tr>
<tr>
<td>Series A 14.6%</td>
</tr>
<tr>
<td>12.6%</td>
</tr>
<tr>
<td>34.0%</td>
</tr>
</tbody>
</table>

Fundraising timeframes can be highly variable; the average fundraising time fell in 2021 but has risen since.47

While seed activity has slowed, when seed rounds have closed, the deal values of those rounds have continued to rise.

Average equity dilution in an angel deal was 9.3% in 2022 (down from 13.6% in 2021).46

| Average equity dilution in an angel deal was 9.3% in 2022 (down from 13.6% in 2021).46 |

Average and median seed deal values49

| Average and median seed deal values49 |

Distribution of deals by size48
Seed businesses face an uphill battle moving from a successful seed round to Series A.\(^5\)

The median time after a seed stage offering before raising a Series A has increased.

<table>
<thead>
<tr>
<th>Year</th>
<th>Median Time (months)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014</td>
<td>14</td>
</tr>
<tr>
<td>2023</td>
<td>25</td>
</tr>
</tbody>
</table>

Many seed investors are expanding their geographic reach.

### Median distance between company and lead investor in a seed deal (miles)\(^5\)

<table>
<thead>
<tr>
<th>Year</th>
<th>Distance (miles)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>94.9</td>
</tr>
<tr>
<td>2019</td>
<td>151.4</td>
</tr>
<tr>
<td>2020</td>
<td>187.4</td>
</tr>
<tr>
<td>2021</td>
<td>401.5</td>
</tr>
<tr>
<td>2022</td>
<td>591.3</td>
</tr>
</tbody>
</table>

Prior to 2019, the median distance was under 100 miles.

In 2022, the median distance skyrocketed to 591.3 miles.

While the median distance between lead investor and company has increased, distance continues to be an added barrier that companies in small markets, and in markets far from venture hubs, face when they need to raise capital.\(^5\)
Micro fund closings fall below pre-pandemic levels. Micro funds represent **48%** of total fund counts but only about **4%** of all capital raised.

A micro fund is a fund that raises **$50 million or less**. In recent years, micro funds have strengthened seed funding. A majority of micro funds are raised by emerging managers.

Micro funds mainly raise capital from family offices and wealthy individuals, such as GPs in VC funds and successful startup founders. Because of this, their LP base tends to be more fickle than that of larger firms, which is more geared towards institutional capital.

MARINA TEMKIN, PITCHBOOK

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Micro funds represent **48%** of total fund counts but only about **4%** of all capital raised.

<table>
<thead>
<tr>
<th>Year</th>
<th>Capital Raised</th>
<th>Fund Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013</td>
<td>$2.3M</td>
<td>171</td>
</tr>
<tr>
<td>2014</td>
<td>$2.9M</td>
<td>241</td>
</tr>
<tr>
<td>2015</td>
<td>$3.2M</td>
<td>293</td>
</tr>
<tr>
<td>2016</td>
<td>$3.2M</td>
<td>294</td>
</tr>
<tr>
<td>2017</td>
<td>$4.1M</td>
<td>306</td>
</tr>
<tr>
<td>2018</td>
<td>$5.0M</td>
<td>342</td>
</tr>
<tr>
<td>2019</td>
<td>$5.1M</td>
<td>344</td>
</tr>
<tr>
<td>2020</td>
<td>$5.0M</td>
<td>398</td>
</tr>
<tr>
<td>2021</td>
<td>$8.7M</td>
<td>664</td>
</tr>
<tr>
<td>2022</td>
<td>$6.1M</td>
<td>527</td>
</tr>
<tr>
<td>2023*</td>
<td>$1.2M</td>
<td>125</td>
</tr>
</tbody>
</table>

*As of June 30, 2023

---

Micro funds mainly raise capital from family offices and wealthy individuals, such as GPs in VC funds and successful startup founders. Because of this, their LP base tends to be more fickle than that of larger firms, which is more geared towards institutional capital.

MARINA TEMKIN, PITCHBOOK

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What regulatory pathways are companies and pooled funds using to raise capital?\textsuperscript{57}

**Rule 506(c)**

General Solicitation Offerings

These offerings allow companies and pooled funds to raise unlimited capital by broadly soliciting investors who meet certain wealth thresholds or have certain professional credentials.\textsuperscript{58}

- **$169B**
  
  ($750,000 median)

**Rule 504**

Limited Offerings

These offerings allow companies to raise up to $10 million in a 12-month period, in many cases from investors with whom the company has a relationship.\textsuperscript{59}

- **$258M**
  
  ($250,000 median)

**Crowdfunding**

Regulation Crowdfunding offerings allow eligible companies to raise up to $5 million in capital in a 12-month period from investors online via a registered funding portal.\textsuperscript{61}

- **$352M**
  
  ($100,000 median)

**Other Exempt Offerings**

Other exempt offerings includes estimated amounts raised under Regulation S (offshore offerings) and Rule 144A (following a private placement by a company, purchasers may use this exemption ro resell their securities to qualified institutional buyers).\textsuperscript{62}

- **$1.3T**

**Rule 506(b)**

Private Placements

These offerings allow companies and pooled funds to raise unlimited capital from investors with whom the company has a relationship and who meet certain wealth thresholds or have certain professional credentials. A company cannot use general solicitation in a 506(b) private placement.\textsuperscript{60}

- **$2.7T**
  
  ($1.2M median)
Flows into Registered Funds
$8.8T

Flows into registered funds (companies registered under the Investment Company Act) reflects the estimated amount of capital invested in registered open-end mutual funds, exchange-traded funds, and money market funds.63

Initial Public Offerings

$17B
($17M median)

Initial public offerings (IPOs) provide an initial pathway for companies to raise unlimited capital from the general public through a registered offering. After its IPO, the company will be a public company with ongoing public reporting requirements.64

Regulation A

$1.5B
($1.6M median)

These offerings are sometimes called a “mini-IPO” and allow eligible companies to raise up to $20 million in a 12-month period in a Tier 1 offering and up to $75 million in a 12-month period in a Tier 2 offering through a process similar to, but less expensive than, a registered offering.65

Other Registered Offerings

$1.1T
($300M median)

These offerings allow companies to raise unlimited capital and selling shareholders to obtain liquidity through public offerings using a registration statement filed with the SEC.66

Flows into registered funds (companies registered under the Investment Company Act) reflects the estimated amount of capital invested in registered open-end mutual funds, exchange-traded funds, and money market funds.63
How are U.S. companies (excluding pooled funds) raising capital from investors?²⁶⁷

What pathways are U.S. public and private companies using to raise capital?

U.S. public companies are raising more capital than U.S. private companies.

Only $4.6 billion of this amount was raised by small public companies in registered equity offerings.

U.S. public companies raised $1.0 trillion or 61% of the capital raised by U.S. companies.

U.S. private companies raised $662 billion or 39% of the capital raised by U.S. companies.
How are different industries using the top 3 offerings pathways to raise capital (excluding pooled funds)?

<table>
<thead>
<tr>
<th>Industry</th>
<th>Registered Offerings</th>
<th>Regulation D</th>
<th>Regulation A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Banking and Financial Services</td>
<td>$477B</td>
<td>$39B</td>
<td>$18M</td>
</tr>
<tr>
<td>Technology</td>
<td>$143B</td>
<td>$30B</td>
<td>$23M</td>
</tr>
<tr>
<td>Health Care</td>
<td>$132B</td>
<td>$7B</td>
<td>$75M</td>
</tr>
<tr>
<td>Energy</td>
<td>$137B</td>
<td>$4B</td>
<td>$149M</td>
</tr>
<tr>
<td>Manufacturing</td>
<td>$105B</td>
<td>$29B</td>
<td>$557M</td>
</tr>
<tr>
<td>Real Estate</td>
<td>$29B</td>
<td>$75B</td>
<td>$557M</td>
</tr>
<tr>
<td>Business Services</td>
<td>$43B</td>
<td>$3B</td>
<td>$337M</td>
</tr>
<tr>
<td>Hospitality, Retailing, Restaurants</td>
<td>$35B</td>
<td>$5B</td>
<td>$32M</td>
</tr>
</tbody>
</table>

What is happening with Regulation Crowdfunding offerings?

Crowdfunding has continued to support many diverse companies across the U.S. through small checks from many different investors.
The number of U.S. counties with crowdfunded companies has continued to increase, with new offerings not far from the 2021 and 2022 peaks.

### U.S. Counties with Crowdfunded Companies

- **2020**: 137 Counties
- **2021**: 220 Counties
- **2022**: 273 Counties

### New Crowdfunding Offerings

<table>
<thead>
<tr>
<th>Year</th>
<th>H1</th>
<th>H2</th>
<th>H1</th>
<th>H2</th>
<th>H1</th>
<th>H2</th>
<th>H1</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>465</td>
<td>700</td>
<td>173</td>
<td>344</td>
<td>262</td>
<td>879</td>
<td>778</td>
</tr>
<tr>
<td>2021</td>
<td>707</td>
<td>879</td>
<td>841</td>
<td>755</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2022</td>
<td>755</td>
<td>357</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Where are companies using Regulation Crowdfunding to raise capital?

The shading of each state shows the estimated total capital raised, and the number indicates the total number of offerings in that state.

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What is happening with Regulation D Offerings?

Pooled Funds account for the majority of funds raised under Regulation D.\(^3\)

<table>
<thead>
<tr>
<th></th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
<th>2023</th>
</tr>
</thead>
<tbody>
<tr>
<td>H1</td>
<td>$5,051</td>
<td>$8,695</td>
<td>$11,624</td>
<td>$12,055</td>
</tr>
<tr>
<td>H2</td>
<td>$6,200</td>
<td>$10,972</td>
<td>$11,946</td>
<td>$9,703</td>
</tr>
<tr>
<td>H1</td>
<td>$1,074B</td>
<td>$1,060B</td>
<td>$1,013B</td>
<td>$1,074B</td>
</tr>
<tr>
<td>H2</td>
<td>$181B</td>
<td>$182B</td>
<td>$149B</td>
<td>$165B</td>
</tr>
</tbody>
</table>

Operating companies only offered 12% of the value of all Regulation D offerings but make up 55% of the number of offerings.

Where are companies using Regulation D to raise capital?

The shading of each state shows the estimated total capital raised, and the number indicates the total number of offerings in that state.\(^4\)
What is happening in Regulation A offerings?

The overall amounts sought have declined since the peak in the second half of 2021, while the number of offerings has remained steadier.\(^7^5\)

<table>
<thead>
<tr>
<th>Amounts Sought in Qualified Offerings</th>
<th>New Initiated Offerings Seeking $50M or Less</th>
<th>New Initiated Offerings Seeking Between &gt;$50M and $75M</th>
<th>New Initiated Offerings</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1.3B</td>
<td>109</td>
<td>138</td>
<td>H1</td>
</tr>
<tr>
<td>$1.7B</td>
<td>142</td>
<td>160</td>
<td>H2</td>
</tr>
<tr>
<td>$2.5B</td>
<td>18</td>
<td>28</td>
<td>H1</td>
</tr>
<tr>
<td>$2.8B</td>
<td>28</td>
<td>$3.8B</td>
<td>H2</td>
</tr>
<tr>
<td>$2.3B</td>
<td>19</td>
<td>25</td>
<td>H1</td>
</tr>
<tr>
<td>$2.8B</td>
<td>25</td>
<td></td>
<td>H2</td>
</tr>
<tr>
<td>$2.0B</td>
<td>149</td>
<td></td>
<td>H1</td>
</tr>
</tbody>
</table>

Over 80% of offerings continue to seek to raise $50M or less

How much are issuers seeking to raise?

- $10 million (median)
- $20 million (average)

Legal fees to conduct the offering:

- $25,000 (median)
- $55,000 (average)\(^6\)

Where are companies using Regulation A to raise capital?

The shading of each state shows the estimated total capital raised, and the number indicates the total number of offerings in that state.\(^7^7\)
Companies within this segment of the market are generally growing and looking for larger amounts of capital that can fund operations of scale, ventures into new product lines, and preparation for public markets. Most often, their investors are institutional in nature, whether VC funds, private equity funds, or crossover investors from the public market.

While VC activity is still concentrated in a few states, VC funds are investing in growth startups across the U.S.

The below map illustrates the concentration of estimated VC deal value in 2022, with the number of VC deals indicated on each state.78

The top 3 states accounted for 63% of the VC deal value in 2022 – a 12% decrease from 2020.79
The distance between VCs and their portfolio companies continues to increase.\(^80\)

Median distance (miles) between lead/sole U.S. investor and U.S. target company by funding round

<table>
<thead>
<tr>
<th>Year</th>
<th>Angel and Seed</th>
<th>Series A and B</th>
<th>Series C and D</th>
<th>Series E and Up</th>
</tr>
</thead>
<tbody>
<tr>
<td>2012</td>
<td>512</td>
<td>384</td>
<td>315</td>
<td>92</td>
</tr>
<tr>
<td>2013</td>
<td>527</td>
<td>341</td>
<td>283</td>
<td>95</td>
</tr>
<tr>
<td>2014</td>
<td>654</td>
<td>232</td>
<td>232</td>
<td>95</td>
</tr>
<tr>
<td>2015</td>
<td>739</td>
<td>170</td>
<td>170</td>
<td>95</td>
</tr>
<tr>
<td>2016</td>
<td>594</td>
<td>165</td>
<td>165</td>
<td>45</td>
</tr>
<tr>
<td>2017</td>
<td>694</td>
<td>251</td>
<td>251</td>
<td>45</td>
</tr>
<tr>
<td>2018</td>
<td>698</td>
<td>329</td>
<td>329</td>
<td>55</td>
</tr>
<tr>
<td>2019</td>
<td>955</td>
<td>402</td>
<td>402</td>
<td>95</td>
</tr>
<tr>
<td>2020</td>
<td>1,088</td>
<td>395</td>
<td>395</td>
<td>151</td>
</tr>
<tr>
<td>2021</td>
<td>1,229</td>
<td>712</td>
<td>712</td>
<td>415</td>
</tr>
<tr>
<td>2022</td>
<td>1,229</td>
<td>722</td>
<td>722</td>
<td>739</td>
</tr>
</tbody>
</table>

What is the typical VC fund cycle?\(^81\)

**Fundraising**

VCs typically raise capital via capital commitments from their investors. The **median size** of a U.S. venture fund closed in 2022 was **$40 million** (down from **$50 million** in 2021).\(^82\) A fund’s closing is the time when investors – often called limited partners – commit to an investment in the fund.

**Investment**

VCs tend to invest in early-stage, high-growth companies.\(^83\) **Early-stage deals** accounted for **70% of VC deals** in 2022, but, given the prevalence of follow-on rounds, only **39% of VC investments**.\(^84\)

**Company Growth**

Many VC investors are **actively engaged** with the companies in which they invest – also called portfolio companies. The majority of portfolio companies are in contact with a VC investor at least **once a week**.\(^85\)

**Exit**

The **lifespan** of a VC fund is typically **10 years**. VCs typically retain **20%** of proceeds, while returning **80%** to the fund’s limited partners.\(^86\)

**How Venture Capital Works**

- **Fundraising**: VCs typically raise capital via capital commitments from their investors. The median size of a U.S. venture fund closed in 2022 was $40 million (down from $50 million in 2021). A fund’s closing is the time when investors – often called limited partners – commit to an investment in the fund.
- **Investment**: VCs tend to invest in early-stage, high-growth companies. Early-stage deals accounted for 70% of VC deals in 2022, but, given the prevalence of follow-on rounds, only 39% of VC investments.
- **Company Growth**: Many VC investors are actively engaged with the companies in which they invest – also called portfolio companies. The majority of portfolio companies are in contact with a VC investor at least once a week.
- **Exit**: The lifespan of a VC fund is typically 10 years. VCs typically retain 20% of proceeds, while returning 80% to the fund’s limited partners.
Beyond capital, how can a VC investment benefit a portfolio company?

Portfolio companies may receive: 88

<table>
<thead>
<tr>
<th>Service</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Strategic Guidance</td>
<td>87%</td>
</tr>
<tr>
<td>Marketing Introductions</td>
<td>69%</td>
</tr>
<tr>
<td>Operational Guidance</td>
<td>65%</td>
</tr>
<tr>
<td>Board Management</td>
<td>58%</td>
</tr>
<tr>
<td>Personal Guidance</td>
<td>46%</td>
</tr>
</tbody>
</table>

Many VC investments are accompanied by a board seat for a VC investor. 89 For a portfolio company, having VC directors with investments within the same industry is associated with: 90

Conversely, after losing a VC director: 91

- A higher probability of **additional investment** (raising 1.14 additional rounds)
- A higher probability of an **IPO** at a **higher valuation** (3.7 percentage point increase in IPO probability)
- A **decreased probability of failure** (12.5 percentage point decrease)

- A startup is **17% less likely to raise** another round and takes **4 months longer** to close
- A lower probability of an **IPO** and an **18-month delay** to reach a successful exit
- A **higher probability of failure** (increase of 6.7 percentage points over the next 3 years)
How is VC investment activity changing?

Following historically high investment activity in 2021 and the first half of 2022, deal counts and investment volume have fallen closer to pre-2021 figures.92

<table>
<thead>
<tr>
<th>Year</th>
<th>Deal Count</th>
<th>Deal Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>H1 2018</td>
<td>6,418</td>
<td>$62B</td>
</tr>
<tr>
<td>H2 2018</td>
<td>6,066</td>
<td></td>
</tr>
<tr>
<td>H1 2019</td>
<td>7,051</td>
<td>$79B</td>
</tr>
<tr>
<td>H2 2019</td>
<td>6,570</td>
<td></td>
</tr>
<tr>
<td>H1 2020</td>
<td>6,826</td>
<td>$77B</td>
</tr>
<tr>
<td>H2 2020</td>
<td>6,751</td>
<td></td>
</tr>
<tr>
<td>H1 2021</td>
<td>9,505</td>
<td>$95B</td>
</tr>
<tr>
<td>H2 2021</td>
<td>9,485</td>
<td></td>
</tr>
<tr>
<td>H1 2022</td>
<td>9,847</td>
<td>$163B</td>
</tr>
<tr>
<td>H2 2022</td>
<td>9,485</td>
<td></td>
</tr>
<tr>
<td>H1 2023</td>
<td>9,847</td>
<td>$159B</td>
</tr>
<tr>
<td>H2 2023</td>
<td>7,657</td>
<td></td>
</tr>
</tbody>
</table>

Deal volume and count for early-stage and later-stage deals continued to decline from 2021 peaks.93

<table>
<thead>
<tr>
<th>Year</th>
<th>Early-Stage (Series A and B)</th>
<th>Later-Stage (Series C and Up)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>$20B</td>
<td>$27.5B</td>
</tr>
<tr>
<td>2019</td>
<td>$45B</td>
<td>$21.8B</td>
</tr>
<tr>
<td>2020</td>
<td>$45B</td>
<td>$13.9B</td>
</tr>
<tr>
<td>2021</td>
<td>$88B</td>
<td>$15.0B</td>
</tr>
<tr>
<td>2022</td>
<td>$71B</td>
<td>$15.9B</td>
</tr>
<tr>
<td>2023*</td>
<td>$20B</td>
<td>$24.8B</td>
</tr>
<tr>
<td>2018</td>
<td>$94B</td>
<td>$39.1B</td>
</tr>
<tr>
<td>2019</td>
<td>$96B</td>
<td>$21.9B</td>
</tr>
<tr>
<td>2020</td>
<td>$115B</td>
<td>$21.2B</td>
</tr>
<tr>
<td>2021</td>
<td>$151B</td>
<td>$25.4B</td>
</tr>
<tr>
<td>2022</td>
<td>$2339</td>
<td>$18.2B</td>
</tr>
<tr>
<td>2023*</td>
<td>$59B</td>
<td>$26.8B</td>
</tr>
</tbody>
</table>

While the size of seed rounds has continued to increase, the size of Series A, B, C, and D rounds has fallen from 2021 peaks.94

<table>
<thead>
<tr>
<th>Year</th>
<th>Average Series A and B Deal Size</th>
<th>Average Series C and D Deal Size</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>$21.8B</td>
<td>$27.5B</td>
</tr>
<tr>
<td>2019</td>
<td>$21.8B</td>
<td>$27.5B</td>
</tr>
<tr>
<td>2020</td>
<td>$21.8B</td>
<td>$27.5B</td>
</tr>
<tr>
<td>2021</td>
<td>$21.8B</td>
<td>$27.5B</td>
</tr>
<tr>
<td>2022</td>
<td>$21.8B</td>
<td>$27.5B</td>
</tr>
<tr>
<td>2023*</td>
<td>$21.8B</td>
<td>$27.5B</td>
</tr>
</tbody>
</table>

*As of June 30, 2023
The need for capital in early-stage and later-stage VC deals exceeds the available supply.\(^5\)

Capital demand-supply ratio in U.S. venture marketplace

For companies that are closing VC rounds, how have market trends affected those deals?

**Down round:** a round with a lower valuation than the prior round

In the second quarter of 2023, **19%** of deals were down rounds (compared to 9% and 7% of deals in the second quarter of 2022 and 2021, respectively).\(^5\)

Time between rounds is climbing. After a seed round, the months between rounds average:\(^7\)
How is VC fundraising activity changing?

VC fundraising slowed from the record highs of 2021 and 2022 and is on pace to set a 6-year low.²⁸

The first half of 2023 saw a 73% decrease in capital raised and a 44% decrease in the number of funds, each as compared to the first half of 2022.²⁹

The amounts raised by VC funds varied across fund size.³⁰

Over the past five years, the amount of capital that VCs have ready to invest - often called “dry powder” - has continued to increase.³¹

While investments have slowed, record levels of dry powder could provide some insulation from the overall market volatility.³²

60.9% of this dry powder is concentrated in mega-funds - funds with $500M or more in commitments.³³
Fundraising continued to concentrate in large and established funds with the percentage of capital invested in emerging managers dropping to a new decade low.\textsuperscript{104}

For most of the past decade, the number of emerging firms has outpaced established firms by more than 2-to-1. In 2022 and 2023, the number of emerging firms is roughly on par with established firms.\textsuperscript{105}

\begin{figure}
\centering
\includegraphics[width=\textwidth]{chart.png}
\caption{Experienced Firm Capital Raised vs Emerging Firm Capital Raised over the years, As of June 30, 2023.}
\end{figure}

\textbf{91\%} of emerging managers found fundraising \textbf{difficult or very difficult}.\textsuperscript{106}

While there may be [an] appetite to invest with emerging managers, that’s probably going to be the hardest area to raise capital, simply because people are having to make some very difficult choices and are prioritizing re-ups with proven managers who have long track records, in lieu of new relationships.

\textit{Fiona Anderson Wheeler, BC Partners}\textsuperscript{107}

\textbf{What drives LPs to allocate funds to emerging managers?}\textsuperscript{108}

\begin{itemize}
  \item Niche strategy options: 29%
  \item Attractive return potential: 28%
  \item Desire to access new talent: 22%
  \item Added portfolio diversification: 16%
  \item More likely to negotiate better fees: 5%
\end{itemize}
Over the last decade, emerging managers have increasingly raised funds outside of the traditional venture hubs.\textsuperscript{109}

<table>
<thead>
<tr>
<th>Fund Count</th>
<th>Capital Raised</th>
</tr>
</thead>
<tbody>
<tr>
<td>882</td>
<td>$47.2B</td>
</tr>
<tr>
<td>2,153</td>
<td>$81.0B</td>
</tr>
</tbody>
</table>

*As of April 17, 2023

Local capital is imperative to help scout and fund startups that launch outside of traditional capital hubs. A declining presence of emerging-manager-led funds could make it more difficult for startups to raise capital and may force them into larger ecosystems.

MAX NAVAS, PITCHBOOK\textsuperscript{111}

How have nontraditional VC investors impacted fundraising?\textsuperscript{112}

Although nontraditional VC investors—generally firms and institutions not called VCs—have assumed increased prominence over the past several years, their involvement in VC deals decreased year-over-year in 2022.\textsuperscript{113}

Despite their decreased participation, nontraditional VC investors still participated in deals that accounted for about 75% of the total VC deal value.\textsuperscript{114}
There was a marked reduction in portfolio company exits in 2022 compared to previous years.

A reduction in exit activity reduces distributions from VC funds to their limited partners—in turn stemming reinvestments by those limited partners into VC funds.  

While exit numbers have declined dramatically since 2021, the overall exit ratios by funding stage have generally remained consistent.

In the first half of 2023, acquisitions have generated the majority of exit value and have continued to account for about 72% of the overall exit volume.
Companies can access broad pools of investors when they conduct public offerings. This allows them to raise large amounts of capital to fund activities such as research and development, capital expenditures, or debt service. Public offerings also provide liquidity to earlier-stage investors and employees.

What is happening with IPO activity?

The volume and number of initial public offerings has fallen significantly since its peak in the first half of 2021.

<table>
<thead>
<tr>
<th></th>
<th>Total IPO Proceeds</th>
<th>Number of IPOs</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2020</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>H1</td>
<td>$37B</td>
<td>111</td>
</tr>
<tr>
<td>H2</td>
<td>$129B</td>
<td>385</td>
</tr>
<tr>
<td><strong>2021</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>H1</td>
<td>$189B</td>
<td>611</td>
</tr>
<tr>
<td>H2</td>
<td>$114B</td>
<td>472</td>
</tr>
<tr>
<td><strong>2022</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>H1</td>
<td>$17B</td>
<td>132</td>
</tr>
<tr>
<td>H2</td>
<td>$5B</td>
<td>75</td>
</tr>
<tr>
<td><strong>2023</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>H1</td>
<td>$11B</td>
<td>86</td>
</tr>
</tbody>
</table>

What are the top industries raising capital in IPOs (excluding pooled funds)?

<table>
<thead>
<tr>
<th>Industry</th>
<th>July 2022 – June 2023</th>
<th>July 2021 – June 2022</th>
</tr>
</thead>
<tbody>
<tr>
<td>Manufacturing</td>
<td>$4.6B</td>
<td>$18.3B</td>
</tr>
<tr>
<td>Technology</td>
<td>$2.5B</td>
<td>$22.1B</td>
</tr>
<tr>
<td>Banking and Financial Services</td>
<td>$2.2B</td>
<td>$7.5B</td>
</tr>
<tr>
<td>Health Care</td>
<td>$1.2B</td>
<td>$3.2B</td>
</tr>
<tr>
<td>Hospitality, Retailing, Restaurant</td>
<td>$0.8B</td>
<td>$1.7B</td>
</tr>
<tr>
<td>Energy</td>
<td>$0.6B</td>
<td>$0.5B</td>
</tr>
</tbody>
</table>
How are the dynamics changing for companies going public?

IPOs by U.S. small companies, when compared to the fluctuations in IPOs by large companies and SPAC offerings, have been relatively stable.\textsuperscript{121}

In 2022, the number of exchange-listed IPOs dropped to its lowest point since 2009.\textsuperscript{122}

While the median age of an IPO issuer has generally become younger over time, since 2010, it has hovered between 8 and 12 years.
While the percentage of IPO companies with VC-backing has varied, the link between VC-backing and preparation for an IPO remains.\textsuperscript{123}

Since 2000, VC-backed companies accounted for 54% of all IPOs and 70% of technology IPOs.\textsuperscript{124}

How does being VC-backed affect a company’s IPO chances?\textsuperscript{125}

The success of an IPO depends on many factors, including the quality and performance of the startup, the underwriting services of investment banks, and general market factors. For many IPOs, underwriters play a crucial role in the pricing, marketing, and distribution of IPOs.\textsuperscript{126}

IPOs by VC-backed portfolio companies attracted \textbf{11.7\% more attention} in the week of the offering than non-VC backed IPOs.\textsuperscript{127}

VC firms with \textbf{more underwriting relationships} are \textbf{more likely} to take their portfolio companies public.\textsuperscript{128}

VC firms that lose underwriter relationships experience a \textbf{22.3\% decrease} in the rate of portfolio company IPOs over the next 5 years.\textsuperscript{129}

VC funds near the \textbf{end of their lifespan} had an even \textbf{greater decrease} in their portfolio company IPO rate after the loss of an underwriter.\textsuperscript{130}
How has the U.S. public market changed over time?

While the number of exchange-listed companies has declined, small exchange-listed companies account for the vast majority of that decline.\textsuperscript{131}

When taking into consideration mergers within and into the public markets, the listing gap is much smaller. The increased rate of mergers after 1997 accounted for about 2,500 fewer public companies (1,000 in public-public mergers and 1,500 in public company acquisitions of private companies).\textsuperscript{132}

\textbf{“}\text{Regulatory cost itself is unlikely to explain the full magnitude of IPO declines in the U.S. over the past two decades. Non-regulatory factors, such as decline in business dynamism, shifting investment to intangibles, abundant private equity financing, changing economies of scale and scope, and changing acquisition behavior are likely to play a more important role.}\
\text{MICHAEL EWENS, ET AL.}\textsuperscript{133}
How has the public market fared based on other measures of size?

The aggregate market capitalization of all public companies has grown exponentially to $43.6 trillion as of June 2023 (from $1.7 trillion in 1983).\(^{134}\)

Public companies’ market capitalization was more than 2X GDP in 2021 (compared to less than half of GDP in 1990).\(^{135}\)

Public companies’ profits were 8.3% of GDP in 2021 – nearly double the proportion of profits to GDP in 1996.\(^{136}\)

The portion of aggregate public company market capitalization represented by small exchange-listed companies, however, has declined by half each of the past four decades. From 1983 to the first half of 2023, it has fallen to 0.3% from over 13%.\(^{137}\)

Where are registered offerings – often called public offerings – being used to raise capital?

The shading of each state shows the estimated total capital raised, and the number indicates the total number of offerings in that state.\(^{138}\)
**Small Public Companies**

While it is easy to group all public companies together, their experiences and challenges in the public markets differ considerably. The unique challenges that small public companies face tend to receive less coverage than those faced by larger companies.

How many registered companies are small public companies? 139

### Top Industries of Small Public Companies

Based on Number of Companies

<table>
<thead>
<tr>
<th>Industry</th>
<th>Small Public Companies</th>
<th>Large Public Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Health Care</td>
<td>716</td>
<td>441</td>
</tr>
<tr>
<td>Technology</td>
<td>403</td>
<td>480</td>
</tr>
<tr>
<td>Manufacturing</td>
<td>335</td>
<td>497</td>
</tr>
<tr>
<td>Banking and Financial Services</td>
<td>263</td>
<td>422</td>
</tr>
<tr>
<td>Business Services</td>
<td>176</td>
<td>195</td>
</tr>
<tr>
<td>Real Estate</td>
<td>121</td>
<td>259</td>
</tr>
</tbody>
</table>

“Public companies,” often referred to as reporting companies, are subject to reporting requirements and must file certain reports, including annual, quarterly, and current reports, with the SEC on an ongoing basis.
How are small public companies affected by instability in the financial system?  
Commercial banking and financial system stability is very important to small public companies.

Losing a major creditor is more likely to cause more severe damage to small public company borrowers than their larger counterparts. Small public company borrowers are likely to suffer a heightened negative reaction following a bank failure and experience more negative returns longer term.

In 2022, out of 91 small cap companies that conducted an IPO and listed their shares on certain exchanges for small cap stocks:

- **92%** had a negative rate of return from their IPO price, with an average return of -65%
- **34%** appeared on an exchange non-compliance list after their IPO
- **51%** completed reverse stock splits before or after their IPO

What is a reverse stock split?  
A reverse stock split reduces the number of a company’s outstanding shares, while the aggregate value of the shares remains the same. It can be viewed as a signal of a company in distress.

Companies may seek to go public for many reasons, but each company should consider the potential benefits and costs.
How much capital are U.S. small public companies raising through registered equity offerings?

<table>
<thead>
<tr>
<th>Industry</th>
<th>H1 2020</th>
<th>H2 2020</th>
<th>H1 2021</th>
<th>H2 2021</th>
<th>H1 2022</th>
<th>H2 2022</th>
<th>H1 2023</th>
</tr>
</thead>
<tbody>
<tr>
<td>Health Care</td>
<td>$4.8B</td>
<td>$11.9B</td>
<td>$14.6B</td>
<td>$17.8B</td>
<td>$4.9B</td>
<td>$3.1B</td>
<td>$3.1B</td>
</tr>
<tr>
<td>Business Services</td>
<td>$269</td>
<td>$246</td>
<td>$199</td>
<td>$102</td>
<td>$170</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Technology</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Manufacturing</td>
<td>$220M</td>
<td>$235M</td>
<td>$526M</td>
<td>$552M</td>
<td>$509M</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Banking and Financial Services</td>
<td>$72M</td>
<td>$78M</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hospitality, Retailing, Restaurant</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Despite the drop in the average offering size last year, the aggregate amount raised in registered equity offerings across the top industries by U.S. small public companies remained in line with the prior 12-month period.
Costs of being public

The costs associated with going public often garner much attention. However, the costs to operate as a public company may be even higher. CFOs estimated the average percentage of their total recurring incremental costs of being a public company.\(^{147}\)

<table>
<thead>
<tr>
<th>Incremental Audit</th>
<th>Public/Investor Relations, Human Resources, Information Technology</th>
<th>Financial Reporting</th>
<th>Legal</th>
<th>Regulatory Compliance</th>
</tr>
</thead>
<tbody>
<tr>
<td>32%</td>
<td></td>
<td>22%</td>
<td>18%</td>
<td>16%</td>
</tr>
</tbody>
</table>

Small public companies and new public companies face high regulatory costs as a percentage of their size and profit. The regulatory costs for small public companies are disproportionate relative to their size because many costs are fixed.\(^{149}\)

Small public companies place greater importance on increasing research coverage than large or mega-cap public companies.\(^{150}\)

The average number of analysts covering a mega-cap public company is more than 4x higher than at small public companies.\(^{151}\)

Small public companies prioritize targeting new investors.\(^{152}\)

- 80% identify **targeting new investors** as a top priority
- 46% focus on enhancing **engagement with current shareholders**
- 39% prioritize increasing **international share ownership**
Women Founders and Investors

Women-Owned Business Formation and Ownership

While the portion of businesses owned by women decreases as the businesses mature, their survival rate outperforms the average small business.

Of non-employer small businesses are women-owned or equally women-and men-owned, representing 11.5 million firms.\textsuperscript{153}

Of employer small businesses are women-owned or equally women-and men-owned, representing 2.1 million businesses.\textsuperscript{154}

Of VC deals in 2022 were with women-founded or co-founded companies, representing 4,372 deals and accounted for only 17.6\% of all venture funding.\textsuperscript{155}

The two-year survival rate for women-owned employer businesses is 81\%, besting the average small employer business survival rate of 79\%.\textsuperscript{156}

By share of employer firms, women owners remain underrepresented across demographic groups.\textsuperscript{157}

<table>
<thead>
<tr>
<th>Demographic Group</th>
<th>Women-owned</th>
<th>Equally-owned</th>
<th>Men-owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>White</td>
<td>64.5%</td>
<td>14.3%</td>
<td>21.2%</td>
</tr>
<tr>
<td>African American/Black</td>
<td>54.7%</td>
<td>8.2%</td>
<td>37.2%</td>
</tr>
<tr>
<td>Native American/Alaska Native</td>
<td>64.8%</td>
<td>4.3%</td>
<td>30.9%</td>
</tr>
<tr>
<td>Asian/Native Hawaiian/Other Pacific Islander</td>
<td>57.3%</td>
<td>13.6%</td>
<td>28.0%</td>
</tr>
<tr>
<td>Hispanic/Latino</td>
<td>62.7%</td>
<td>10.7%</td>
<td>26.6%</td>
</tr>
</tbody>
</table>
Women are drawn to entrepreneurship, but many women founders feel their gender is holding them back.¹⁵⁸

78% of women perceived entrepreneurship as a good career choice in 2022 (up from 64% in 2016).¹⁵⁹

In 2020, on average 1,821 new businesses were started daily. Of those, 64% were started by women of color.¹⁶⁰

34% of women founders reported burnout (compared to 20% of men founders).¹⁶¹

70% of female founders felt their gender has held them back (up from 55% in 2019).¹⁶²

As women advance in their career, they are increasingly disproportionately shouldering domestic responsibilities.¹⁶³

<table>
<thead>
<tr>
<th>Percentage of men and women in each role doing the most household work and childcare in their family</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior Manager and up</td>
</tr>
<tr>
<td>Men 13%</td>
</tr>
<tr>
<td>Women 52%</td>
</tr>
<tr>
<td>First level manager</td>
</tr>
<tr>
<td>Men 21%</td>
</tr>
<tr>
<td>Women 58%</td>
</tr>
<tr>
<td>Entry level</td>
</tr>
<tr>
<td>Men 30%</td>
</tr>
<tr>
<td>Women 58%</td>
</tr>
</tbody>
</table>

Women founders turn to each other for support.

More than ever, women founders seek a **sense of community** and **connections** with others who share their struggles and successes.¹⁶⁴
Capital-Raising Trends for Women-Owned Businesses

Women business owners are more likely than men to seek financing to meet a critical operating need, while less likely to seek financing to grow or pursue a new opportunity.\(^{165}\)

- **62.3%** of women sought financing to meet operating expenses (compared to 54.6% of men).
- **26.3%** of women sought financing to expand, acquire assets, or pursue new opportunities (compared to 32.6% of men).
- **18.4%** of women sought financing to replace or repair assets (compared to 23.6% of men).

A woman’s confidence, compensation, and feelings of support are all drivers in meeting growth targets that can determine access to financing.\(^{166}\)

- Confidence and feeling **supported** are positive factors in achieving cash flow break-even.
- Paying yourself as a **founder** in the first year can have a positive impact on cash flow break-even.
- The percentage of a woman founder’s household income coming from her business can have a positive impact on average monthly revenue.

2022 was a strong year for women entrepreneurs seeking angel capital.\(^{167}\)

- **37.1%** of entrepreneurs seeking angel capital in 2022 (up from 28.6% in 2021).\(^{168}\)
- **25.6%** of those investment opportunities brought to their attention (up from 19.7% in 2021, and mirroring the overall market increase from 24.1% in 2021 to 26.7% in 2022).\(^{169}\)
As VC funding contracted, the share of funding to women founders remains a fraction of the overall capital raised.\textsuperscript{170}

<table>
<thead>
<tr>
<th>Deals with Women-Only Founders</th>
<th>Deals with Women and Men Founders</th>
<th>Deals with Men-Only Founders</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1B</td>
<td>$8B</td>
<td>$1B</td>
</tr>
<tr>
<td>739</td>
<td>811</td>
<td>1,187</td>
</tr>
</tbody>
</table>

As of June 30, 2023

Only 2% of all venture funding raised in 2022 was invested in startups led by all women founders.\textsuperscript{171}

Further, only 5% of that slice of the pie for all women founders went to Latina and Black women founders.\textsuperscript{172}

In 2022, both women-led and mixed founder teams received a declining percentage of overall deal value in each progressive funding round.\textsuperscript{173}

<table>
<thead>
<tr>
<th>Angel and Seed</th>
<th>5%</th>
<th>16%</th>
<th>79%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Early Stage</td>
<td>2%</td>
<td>18%</td>
<td>80%</td>
</tr>
<tr>
<td>Later-stage</td>
<td>14%</td>
<td>84%</td>
<td></td>
</tr>
</tbody>
</table>

Women-only founders | Women and men co-founders | Men-only founders
All-women teams faced strong headwinds raising capital.\textsuperscript{174}

Similar to 2021, all-women teams continued to have more investor meetings in 2022 than all-men or mixed teams.\textsuperscript{175}

However, all-women teams raised less per meeting ($14,300) than all-men ($25,000) or mixed ($27,900) teams.\textsuperscript{176}

All-women teams with diverse members had a 51% decrease in investor meetings (33% fewer meetings than their peers) and continued to be the only demographic to raise on average less than $1 million per raise.\textsuperscript{177}

On average, VCs spent 125\% more time on all-women team slides and scrutinized different sections depending on the gender of the team members.\textsuperscript{178}

\begin{itemize}
  \item All-Women Teams Most Scrutinized Slides
    \begin{itemize}
      \item Team Slide
      \item Business Model
      \item Business Traction
    \end{itemize}
  \item All-Men Teams Most Scrutinized Slides
    \begin{itemize}
      \item Product Slide
      \item Business Model
      \item Company Purpose
    \end{itemize}
\end{itemize}
Women-founded companies continue to exit and return capital to investors faster than the overall market.\textsuperscript{179}

**Median Time (Years) to Exit**

<table>
<thead>
<tr>
<th>Year</th>
<th>All VC-backed Companies</th>
<th>Women-founded Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>7.2</td>
<td>7.0</td>
</tr>
<tr>
<td>2019</td>
<td>7.4</td>
<td>6.7</td>
</tr>
<tr>
<td>2020</td>
<td>7.7</td>
<td>7.0</td>
</tr>
<tr>
<td>2021</td>
<td>7.8</td>
<td>7.2</td>
</tr>
<tr>
<td>2022*</td>
<td>8.1</td>
<td>7.2</td>
</tr>
</tbody>
</table>

*As of June 30, 2022

Despite market headwinds, women founders do more with less. As time between VC rounds increased and raising equity became more challenging, managing cash and burn rate became critical.\textsuperscript{180}

Women-founded companies use 25\% less capital per month than men founders, extending their runways and demonstrating resiliency and resourcefulness amidst challenging economic conditions.\textsuperscript{181}

“Women bring fresh insights and new strategies to solving problems, which the world needs more than ever. From climate change and social and economic inequity to the digitization of industry, there are an infinite number of complex challenges to address with innovative solutions and services.”

ARTI RAMAN, TITANIUM\textsuperscript{182}
**Women in Leadership Roles**

Women remain dramatically underrepresented in corporate leadership roles.  

Women accounted for nearly half of all entry level positions. However, women’s representation in the C-suite was half that amount.

Women of color accounted for 1 in 5 entry level positions. However, only 1 in 20 C-suite executives was a woman.

Women are similarly underrepresented as founders in VC-backed companies.

<table>
<thead>
<tr>
<th>Race/Identity</th>
<th>Men</th>
<th>Women</th>
</tr>
</thead>
<tbody>
<tr>
<td>White</td>
<td>48%</td>
<td>13%</td>
</tr>
<tr>
<td>Asian American</td>
<td>14%</td>
<td>3%</td>
</tr>
<tr>
<td>African American/Black</td>
<td>6%</td>
<td>2%</td>
</tr>
<tr>
<td>Hispanic/Latino</td>
<td>7%</td>
<td>1%</td>
</tr>
<tr>
<td>Other</td>
<td>5%</td>
<td>1%</td>
</tr>
</tbody>
</table>

Nearly half of all VC-backed founders are White men.

Only 1 in 5 founders in VC-backed companies is a woman.
While women remain underrepresented in board roles at VC-backed companies, the number of boards with at least one woman has increased in recent years. For the first time, women average 1 board seat per private-company board (while men average 6 seats).

For the first time, women average 1 board seat per private-company board (while men average 6 seats).

“One woman can make a difference.”
- SHARON BOWEN, CHAIR, NYSE

Many of these gains are driven by independent director seats. Women are most likely to occupy an independent director seat (53%) than an investor-director or executive director seat.

The lack of diversity among investors and the entrepreneurs they back shapes the demographics and network of the boardroom.

Private companies with gender diverse boards raise more capital and are more likely to conduct an IPO.

Gender diverse boards raised an average of 16% more funding ($302 million), and were 10x more likely to have gone public.

For the first time, women average 1 board seat per private-company board (while men average 6 seats).

4% of all directors are women of color and 76% of company boards do not include a single woman of color.

Men continue to hold:

- 88% of investor-director board seats and
- 91% of executive director seats.

Gender diverse boards raised an average of 16% more funding ($302 million), and were 10x more likely to have gone public.
Women represent only a fraction of the C-suite of small public companies; however women-led companies have more diverse boards than those led by men.

Women CEOs make up **6.4%** of all CEOs in the Russell 3000 (rising to 192 in 2023, from 163 in 2020). Companies led by women CEOs have **more gender-balanced boards** (35%) than those led by men (6%).

60% of the seats gained by women were added to the board – not replacing a man.

55% of Russell 3000 company boards are **gender-balanced** or have 3 or more women on boards.

Only 7% of Russell 3000 board seats are held by women of color.

In 2023, **37%** of new directors were women (down from 40% in 2022).

Women held **29%** of the Russell 3000 board seats (up only 1% from 2022).

Only 12% of boards achieved gender parity.

While more women now hold board seats at small public companies than they have historically, gender parity remains rare, and progress has slowed.

“[W]hen women join the C-suite, they catalyze a shift in corporate thinking that may support new longer-term, internally cultivated value-creation strategies. For example, management teams become more likely to focus on R&D versus M&A and more open to change, yet less open to risk.”

JACKIE COOK, MORNING STAR.

While more women now hold board seats at small public companies than they have historically, gender parity remains rare, and progress has slowed.
Trends in Women Investors in Small Businesses

As a percentage of active investors, women angel investors reached a new record high in 2022.

39.5% of angel investors in 2022 were women (an increase from 33.6% in 2021).195

Women investors lead on values-based investing.196

51% of women invest in startups aligned with their values (compared to 39% of men).

45% of women invest in startups to make the world a better place (compared with 23% of men).

Although gender diversity continues to improve in the VC industry, women remain significantly underrepresented at senior levels.197

[There remains] a huge imbalance in terms of who’s managing the capital . . . [which amounts to] a hugely inefficient market opportunity . . . [A]t the end of the day we need allocators to actually allocate their capital to diverse managers.

CHRISSE CHEN PARISO, MIPOWERED CAPITAL 198
Despite hurdles, women-owned VC firms are growing.

- **25%** of deals were originated by women (up from 24% in 2020).
- **20%** of firms’ investment committees are women (down from 21% in 2020).
- **17%** of investment firm owners are women (down from 18% in 2020).

Women-owned firms by race and ethnicity

- **77%** of African American/Black women, **43%** of Asian American women, and **30%** of Hispanic/Latina women were raising a **first-time fund**.
- While **64%** of White women were raising a **successor fund**.

Women-owned firms often raise smaller funds and have a harder time raising capital from institutional investors than their male counterparts. These challenges are even more acute for African American/Black and Hispanic/Latina fund managers.
Diverse Founders and Investors

Diversity is the representation of various elements of identity, including race, ethnicity, nationality, gender identity, LGBTQ+ status, socioeconomic status, ability, religion, and age. Diversity often refers to the degree to which specific groups are represented in the workforce and leadership.

Business Formation and Ownership Trends

The proportion of diverse business owners is growing. 2022 had the highest proportion of new business formation by founders of color. Over the last 10 years, diverse businesses accounted for over 50% of new businesses and created 4.7 million jobs.

The top motivators for entrepreneurs of color include the desire to be their own boss (30%), dissatisfaction with corporate America (20%), and pursuit of passion (13%).

African American/Black and Hispanic/Latino adults intend to create new businesses at over 2.5X and 2X the rate of White adults, respectively.

The rate of Hispanic/Latino adults starting or running a new business increased by about 10 percentage points (from 17% in 2021 to 27% in 2022).

White adults continue to own established businesses at a higher rate than African American/Black and Hispanic/Latino adults.
People of color are more represented among young founders than among older founders.²¹⁴

The COVID-19 pandemic has a lasting impact on diverse business owners.

COVID-19 negatively affected earnings of many small businesses, however, losses were disproportionately felt by diverse business owners.²¹⁵

The COVID-19 pandemic has impacted the ability of entrepreneurs to access the capital that they need to sustain (or grow) their businesses, especially among Black entrepreneurs, with the share of business whose financing needs are met declining.

EWING MARION KAUFFMAN FOUNDATION²¹⁶
Disparities in income also affect the ability of entrepreneurs of color to grow personal wealth and savings and self-fund a business.

Many founders rely on funds from personal savings, friends, or family to start their business. The nation's significant wealth inequality across racial groups particularly affects African American/Black and Hispanic/Latino entrepreneurs' ability to tap personal assets as a funding source.

Disparities in income also affect the ability of entrepreneurs of color to grow personal wealth and savings and self-fund a business.
Limited access to traditional financial systems and lending also serves as a barrier to funding a new business.

Over the last few years, while more diverse households have opened bank accounts, the overall unbanked rate has remained steady.\textsuperscript{224}

Despite progress, Hispanic/Latino and African American/Black households are \textbf{3 to 5X more likely} than White households to be \textit{unbanked}.

Entrepreneurs of color are less likely to receive all the funding they seek from sources such as loans, lines of credit, and cash advances.

\textbf{Share of Funding Received by Small Businesses by Race and Ethnicity}\textsuperscript{225}

<table>
<thead>
<tr>
<th>Race/Ethnicity</th>
<th>All</th>
<th>Most/Some</th>
<th>None</th>
</tr>
</thead>
<tbody>
<tr>
<td>African American/Black</td>
<td>20%</td>
<td>30%</td>
<td>50%</td>
</tr>
<tr>
<td>Native American/Alaska Native</td>
<td>36%</td>
<td>21%</td>
<td>44%</td>
</tr>
<tr>
<td>Hispanic/Latino</td>
<td>38%</td>
<td>30%</td>
<td>32%</td>
</tr>
<tr>
<td>Asian American</td>
<td>33%</td>
<td>37%</td>
<td>31%</td>
</tr>
<tr>
<td>White</td>
<td>58%</td>
<td>25%</td>
<td>18%</td>
</tr>
</tbody>
</table>
Difficulty accessing capital can affect whether the business will seek capital for future needs. Of those businesses, the percentage that did not apply because they expected to be turned down varied by race and ethnicity:

47% of businesses that needed capital did not apply. Of those businesses, the percentage that did not apply because they expected to be turned down varied by race and ethnicity:

- African American/Black: 46%
- Hispanic/Latino: 32%
- Asian American: 30%
- Native American/Alaska Native: 29%
- White: 24%

Lack of access to professional support and capital is a barrier for all entrepreneurs, but the challenge is heightened for entrepreneurs of color.

- 35% of Asian American
- 30% of African American/Black
- 29% of Multiracial
- 23% of Native American
- 22% of Hispanic/Latino
- 18% of White

A lack of access to financial resources is particularly problematic for some entrepreneurs of color.

- 44% of Native American
- 42% of African American/Black
- 41% of Hispanic/Latino
- 35% of Asian American
- 32% of Multiracial
- 31% of White

Entrepreneurs report trouble finding professional support, advice, or role models in their network when starting and growing a business.

Entrepreneurs cite a lack of access to financial resources as the primary reason they stopped pursuing starting their business.
Capital-Raising Trends

The number of entrepreneurs of color seeking angel capital continues an upward trend, but underrepresentation persists.

- Founders of color constituted 15% of entrepreneurs seeking angel capital in 2022 (an increase from 12.8% in 2021 and 5.3% in 2020).²²⁹
- Angel investors invested in 33.1% of those investment opportunities brought to their attention (a slight increase from 30.5% in 2021).²³⁰

A majority of founders of color have seen increased interest from VCs.²³¹

- 52% of founders of color say they received increased interest from VCs in 2021-2022.
- 50% of entrepreneurs seeking angel capital in 2022 (an increase from 12.8% in 2021 and 5.3% in 2020).
- 229 of those investment opportunities brought to their attention (a slight increase from 30.5% in 2021).

VC investors more heavily scrutinized particular sections of diverse teams’ pitch decks compared to decks of all-White teams.

Teams with diversity experienced:²³²

- 25% more time on the team sections. For all-White teams, this was one of the least important slides.
- 28% more time on the traction section.
- 67% more time on the market size section.
- 55% more time on competition section.
Diverse founding teams face outsized challenges in securing VC investment, and the amounts invested are lower.\textsuperscript{233}

Racially and ethnically diverse teams raised \textbf{33\% less} on average in 2022 than all-white teams.\textsuperscript{234}

While it is difficult to get accurate race and ethnicity statistics on the overall market, data providers have started to provide insight on VC funding raised by founders of color. Within that data, a meager 6\% of VC investments were categorized as “Diversity Investments” based on the gender, race, or ethnicity of the business’s leadership team.

Of those investments, only \textbf{16\% of funding} went to \textbf{racially and ethnically diverse founders} (as identified or self-identified on the platform).\textsuperscript{236}

<table>
<thead>
<tr>
<th>Race/Ethnicity</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hispanic/Latino</td>
<td>6.7%</td>
</tr>
<tr>
<td>Asian American/Pacific Islander</td>
<td>5.2%</td>
</tr>
<tr>
<td>African American/Black</td>
<td>3.7%</td>
</tr>
<tr>
<td>Middle Eastern/North African</td>
<td>0.1%</td>
</tr>
<tr>
<td>Native American/Alaska Native</td>
<td>0.1%</td>
</tr>
</tbody>
</table>

Within the first 5 years, African American/Black-owned businesses raise about \textbf{1/3 as much from venture capital funds} as other startups.\textsuperscript{235}

In Q1 2023, the count of deals with diverse founders declined, reaching its lowest deal count since 2020.\textsuperscript{237}

As VC funding dropped between 2021 and 2022, African American/Black- and Hispanic/Latino-founded startups saw a disproportionately larger decline in their share of investments.\textsuperscript{238}

Only \textbf{1.5\%} of VC dollars was invested in \textbf{Hispanic founders} in \textbf{2022} (down from 2.5\% in 2021).\textsuperscript{239}

Only \textbf{1.1\%} of VC dollars was invested in \textbf{African American/Black founders} in \textbf{2022} (down from 1.5\% in 2021).\textsuperscript{240}
**Diverse Founders in Leadership Roles**

African American/Black and Hispanic/Latino founders and executives remain underrepresented as compared to their share of the labor market.²⁴¹

Directors of color occupy 20% of seats on public company boards.²⁴²

African American/Black directors saw the highest increase in directorships, a rise of more than 90% between 2019 and 2023.²⁴³
Diverse Investors and Allies

Diversity increased among angel investors, although underrepresentation remains.

8.6% of angel investors in 2022 were racially or ethnically diverse (an increase from 4.1% in 2021 and 5.3% in 2020).244

The percentage of persons of color has increased at VC funds but they remain particularly underrepresented at senior levels.245

- **Junior-level Professionals**: A 30% increase in diverse junior-level professionals (from 30% in 2018 to 39% in 2022).
- **Investment Professionals**: A 29% increase in diverse investment professionals (from 24% in 2018 to 31% in 2022).
- **Investment Partners**: A 25% increase in diverse investment partners (from 20% in 2018 to 25% in 2022).

Persons of color are also underrepresented among limited partner investors in VC funds.246
While more investors and VCs are focused on diversity, equity, and inclusion, the enthusiasm that rose in 2020 for investing in diverse-founded companies has waned. More VC firms have had their investors (LPs) request the firm’s diversity, equity, and inclusion details: More VC firms are focused on DEI at their portfolio companies. However, some of the enthusiasm seen in 2020 to close the funding gap for founders of color has reverted to 2019 levels.

32% of firms identified finding opportunities with diverse-founded companies as a top priority (down from 43% in 2020 and 33% in 2019).
LGBTQ+ founders report challenges raising capital.

40% of LGBTQ+ business owners cite raising capital as their greatest business challenge.²⁵⁶

93% of LGBTQ+ business owners note that access to capital is limiting their growth potential.²⁵⁷

Access to Capital for LGBTQ+ Founders

LGBTQ+ founders are more likely to use cash reserves (61%) and personal funds (59%) than non-LGBTQ+ founders (52% and 53%, respectively).²⁵⁸

Only 20% of LGBTQ+ founders that applied for business loans were approved (compared to 50% of non-LGBTQ+ businesses).²⁵⁹

11% of LGBTQ+ and 17% of LGBTQ+ founders of color report experiencing anti-LGBTQ+ discrimination in banking or financial services.²⁶⁰

LGBTQ+ founders are raising less funding than non-LGBTQ+ founders, but creating more jobs, patents, and exits.

7.1% of the U.S. population identify as LGBTQ+.²⁶¹

8% of LGBTQ+ founders sought equity investments, which is in line with the average founder.²⁶²

0.5% of venture capital was raised by LGBTQ+ founders.²⁶³

16% less funding is raised by LGBTQ+ founders as compared to the average founder.²⁶⁴

LGBTQ+ founders create:

- 36% more jobs
- 114% more patents
- 44% more exits²⁶⁵

Many investors want opportunities to invest in LGBTQ+ equity and inclusion.²⁶⁶
Despite challenges accessing capital, entrepreneurs with disabilities have developed and launched innovative products and solutions.

58% of founders with a disability used their disability experience to develop and design products and services that others haven’t thought of.276
Veteran founders report challenges raising capital.

Access to capital continues to be a barrier to veterans starting or growing a small business.279

40% of veteran entrepreneurs feel that the capital they need is not readily available.280

10% of veteran entrepreneurs sought an equity investment.281

Veterans remain underrepresented at VC firms.

Only 3% of investment firm employees were veterans, the same percentage as in 2020 (compared to nearly 8% of the U.S. population).282
How do natural disasters affect small businesses?

- Nearly 2/3 of small businesses in the Northeast that had disaster-related losses were forced to close, at least temporarily.\(^{284}\)

- 1 in 4 employer firms owned by people of color reported experiencing disaster-related losses.\(^{285}\)

- 14% of small businesses experienced natural disaster-related losses (up from 12% in 2021).\(^{283}\)

Natural disasters affect communities and their small businesses across the country.

Between October 1, 2022 and September 30, 2023, there were 29 natural disaster events with losses exceeding $1 billion.\(^{286}\)

Total estimated natural disaster-related losses in the U.S. exceeded $109 billion.\(^{287}\)

The 2022 drought was the costliest on record, $22.9B.

Historic tornado outbreak $8.9B

Winter storm $10.5B

Severe storms $46B

Severe hail and weather $11.5B

The map illustrates various natural disasters and their respective losses across different regions in the U.S.
Capital from investors remains a small portion of funding for small businesses affected by natural disasters. Those affected by natural disasters use similar funding sources as all small and emerging businesses.

How does the percentage of the population affected by natural disasters compare to the share of capital from investors raised by affected businesses?

Capital raised by small businesses in areas affected by natural disasters varied under different offering pathways.
Small businesses are the economic backbone of rural communities, providing the majority of rural jobs.

While 79% of rural small businesses each employ fewer than 10 employees, those businesses collectively account for 54% of employment in rural counties (compared to 45.5% in metropolitan counties).

Rural small businesses are located across the country, with the majority in the central U.S.

The below map illustrates the distribution of rural businesses across the U.S. by region, as well as the percentage of businesses within each region that are rural.
Access to capital remains critical to building and strengthening rural entrepreneurial ecosystems. \(^{298}\)

Small banks remain the most prominent financial services provider for rural small businesses. \(^{299}\)

The percentage of rural businesses seeking capital from investors is increasing, but it remains a very small portion of funding.

7% of rural small businesses seeking external capital sought equity financing (compared to 8% of urban small businesses). \(^{301}\)

Up from 4% of rural small businesses seeking external capital in 2021 (compared to 7% of urban small businesses in 2021). \(^{302}\)

“[T]he pandemic was very tough in many ways, but one of the benefits—and a tail wind to rural—has been its entering mainstream acceptance for remote working. It’s gotten a lot easier to do business development networking . . . [and] to understand from an investment thesis standpoint, how you can build a scalable, very meaningful business, even in a small town in the U.S.”

JAY BOCKHAUS, CORI INNOVATION FUND \(^{303}\)
How does the rural population compare to the share of capital from investors raised by rural small businesses?

18% of the U.S. population lives in rural areas.\textsuperscript{304}

15% of small employer firms are located in rural areas.\textsuperscript{305}

Of the total U.S. capital raised from investors over the last 3 years:

- 3.6% of offerings
- 3.7% of issuers
- 1.6% of capital

Supported rural small businesses.\textsuperscript{306}

Small businesses in rural areas raised a notably smaller portion of overall capital relative to the rural share of population during the three years ending June 30, 2023.\textsuperscript{307}

**Regulation D**

- Total capital raised: $863B
- Small public companies: $14B (1.6%)

**Registered Equity Offerings by Small Public Companies**

- Total capital raised: $55B
- Small public companies: $860M (1.6%)

**Regulation A**

- Total capital raised: $4.7B
- Small public companies: $54M (1.1%)

**Regulation Crowdfunding**

- Total capital raised: $798M
- Small public companies: $37M (4.7%)

Registered equity offerings by small public companies only accounted for 7% of the capital raised across all registered equity offerings over this 3 year period.
Based on feedback we have received through our engagements with small businesses and their investors, the Office has developed the following policy recommendations for Congress and the Commission. We have distilled this feedback into five key areas for action to address the most significant issues raised about our capital-raising rules.

We recognize that for any complex issue, including challenges surrounding capital formation, there are a multitude of potential approaches, and indeed we may need to combine multiple approaches to arrive at an effective solution. For each recommendation, we include background context, a discussion of particular impacts on demographic groups, notes on related developments, and our proposed solution.

We welcome further engagement by Congress and the Commission to implement these solutions so that entrepreneurs and their investors together can continue to work together to bring innovations to market.

In June 2023, our Office joined the U.S. Minority Business Development Agency’s first annual Diverse Business Forum on Capital Formation. Events like these provide opportunities to gain perspectives from thought leaders on the successes and challenges facing small business and their investors.
**Background Context**
Throughout the last fiscal year, we met with entrepreneurs and investors from across the country with diverse capital-raising experience. We heard from many founders who have been able to fund their operations using personal savings, credit cards, retained business earnings, or grants. We also talked with many small businesses for whom those non-dilutive funding sources were unavailable or insufficient and who thus were looking to investors to help finance their operations and development. Others told us that they were in early exploratory stages and unsure how to start their funding journey or what options were available.

Many of the entrepreneurs we met—no matter how business savvy or technologically sophisticated—noted that the capital-raising rules are complex and expressed the need for accessible resources at every stage to help them understand what capital-raising pathways may be available to them.

**Demographic Impacts**
Even as available pathways to raising capital have expanded in recent years, the complexity of our regulatory framework remains. Women and diverse entrepreneurs\(^{308}\) often lack access to the same networks, experienced mentors and advisors, or supportive entrepreneurial communities as their counterparts\(^{309}\) and therefore face an uneven playing field when navigating that complexity.

**Related Developments**
We have continued to partner with other SEC offices and divisions to expand and enhance the Capital Raising Hub, a centralized portal of educational resources for each phase of the capital-raising journey for small businesses and their investors. Since we launched the Capital Raising Hub in 2021, our resources have received over 255,000 views. We continue to add resources based on feedback we receive through our outreach efforts.

For example, this year we added:
- 10 new topics to our Building Blocks suite of educational “one-pagers” that break down into plain language securities law concepts, at all stages of the lifecycle, and which collectively received nearly 400,000 views this year;
- new Capital Raising 101 videos briefly walking through introductory topics;
- a brand new Funding Roadmap that explores small business funding options from self-funding to non-dilutive options like grants to loans to capital from investors;
- additional terms to our popular **Cutting through the Jargon** glossary, which seeks to demystify common terminology; and
- a new educational video and chart to our **Rulemaking Gallery** providing high-level summaries of the new Private Fund Adviser rules.

**Proposed Solution**

Looking forward, we will continue to engage with diverse audiences of small businesses, investors, federal and state agencies, and other thought leaders in the market to expand, promote, and improve accessibility of our educational resources. We also will continue to seek feedback and welcome suggestions for future resources.

We continue to receive calls to make these resources more accessible and for additional resource topics and formats. In order to be able to respond to these calls, we will need the Commission's support of, and dedication of resources to, our efforts in this area. This support is critical to ensuring that entrepreneurs and their investors, at every stage, have access to tools and educational resources to understand and comply with the securities laws and to access our capital markets effectively.

In August 2023, our Office joined Nasdaq Entrepreneurial Center's "Capital Raising Readiness" webinar to share our educational resources with early-stage entrepreneurs seeking to raise capital. The event was one of many that highlighted the challenges facing entrepreneurs.
Exempt offering pathways are essential to small business capital raising. Targeted regulatory changes could improve their utility.

**Background Context**

Every operating company needs capital to build, grow, and scale. When that capital does not come from retained business earnings, personal savings, or debt financing, companies regularly look to the private markets to finance early-stage operations and development. Some founders do this with a single private financing in mind; others do so with aspirations of raising multiple rounds in preparation for becoming a public company. In both cases, raising capital through the private markets via exempt offerings is a necessary step in building the company. For companies that will one day go public, early-stage capital provides a foundation for the business to reach the size and maturity needed to go public. For the millions of small businesses that are not looking to become public companies, funding is critical for their development and for job creation in communities throughout the United States.

As we engage with entrepreneurs, investors, entrepreneurial support organizations, and other thought leaders, many share details about what has been working well with respect to capital raising and areas where they face challenges. Overwhelmingly, companies and investors alike tell us that Regulation D works well for those companies that have access to accredited investors. In fact, as highlighted in this report, Regulation D is the most frequently used pathway to raise capital from investors.\(^{110}\)

However, many founders do not have pre-existing accredited investor networks.\(^{311}\) Further, angel investments, a significant source of early-stage capital (especially for women and founders of color), have slowed over the past year,\(^ {312}\) adding a further barrier to raising capital for those unable to self-fund or tap into wealthy networks.

Targeted regulatory changes are needed to promote inclusivity and equity in the entrepreneurial ecosystem and improve the capital-raising process.

**Demographic Impacts**

Data highlighted in this report shows the dismal proportion of capital raised by companies founded by women and racially and ethnically diverse entrepreneurs.\(^ {313}\) This is the case at all lifecycle stages, from startups through later-stage companies, leaving these businesses financially constrained and unable to reach their full potential.\(^ {314}\)
Diversifying capital allocators and decision-makers facilitates greater funding of diverse founders. Data shows that investors of color are more likely to invest in diverse founders.\textsuperscript{315} Therefore, policies that have a disproportionate impact on diverse investors are likely to further impede investment in the next generation of diverse innovators working to grow their companies.

For example, the accredited investor definition largely determines whether an individual is eligible to invest in many early-stage companies.\textsuperscript{316} However, African American/Black and Hispanic/Latino investors are excluded from the accredited investor definition at higher rates than White and Asian American/Pacific Islander investors due in large part to historic wealth inequality.\textsuperscript{317} Racial and ethnic diversity among angel investors increased in 2022, yet diverse founders are still significantly underrepresented.\textsuperscript{318}

Changes that would decrease the pool of accredited investors, including angel investors, would impact small business capital formation and especially for first-time founders and racially and ethnically diverse entrepreneurs.

Due to our nation’s racial and ethnic wealth gap, founders of color are less likely to have sufficient personal wealth to finance their company by bootstrapping.\textsuperscript{319} They are also less likely to have fulsome access to traditional financial systems and lending or to benefit from a robust personal network of accredited investors.\textsuperscript{320} Yet many diverse founders have found funding opportunities through Regulation Crowdfunding, which enables a company to raise capital from their local community, brand or product loyalists, and other non-accredited investors.\textsuperscript{321} This pathway also has been particularly attractive to small businesses located outside of traditional capital hubs.\textsuperscript{322}

“Angel investors, they play an important role, because they’re bringing this access to capital. It’s arguably more important for diverse founders, and why is that? Because . . . if Latinos are a reflection of my family, we don’t have the tios and tias—the aunts and uncles—that are going to fund me a couple hundred thousand, right? They don’t have the sophisticated networks that are going to introduce them to the VC that’s just going to write them that million-dollar check, because we went to the same school, and I just really believe in what you’ve got. We just don’t have that network. And so angel investors really do play an important role for these early-stage founders.”

\textsc{Jennifer Garcia, Latino Business Action Network}\textsuperscript{323}
Related Developments

The Commission’s most recent rulemaking agenda continues to indicate that it will consider amendments to Regulation D, including updates to the accredited investor definition and Form D. In addition, Section 413(b)(2)(A) of Dodd-Frank Wall Street Reform and Consumer Protection Act requires the Commission to undertake a review of the accredited investor definition at least once every four years to determine whether the requirements of the definition should be adjusted or modified. In connection with any changes to or review of the income and net worth thresholds in the accredited investor definition, our office has urged the Commission to consider several important data matters:

1. The impact any changes would have on racially and ethnically diverse founders and populations located in rural areas.

2. When discussing the size of each of the private market and public market, it is important to take into account the amount of capital raised by both operating companies and pooled funds. For example, of the $2.9 trillion raised under Regulation D over the 12-month period ended June 30, 2023, operating companies raised only $299 billion, or approximately 10 percent, while pooled funds raised the other 90 percent.

<table>
<thead>
<tr>
<th>Regulation D</th>
<th>Registered Offerings + Flows into Registered Funds</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operating Companies</strong></td>
<td><strong>Operating Companies</strong></td>
</tr>
<tr>
<td>$299 Billion</td>
<td>$1 Trillion</td>
</tr>
<tr>
<td>over 21,758 offerings</td>
<td>over 2,302 offerings</td>
</tr>
<tr>
<td>+</td>
<td>+</td>
</tr>
<tr>
<td><strong>Pooled Funds</strong></td>
<td><strong>Registered Funds</strong></td>
</tr>
<tr>
<td>$2.6 Trillion</td>
<td>$8.8 Trillion</td>
</tr>
<tr>
<td>over 16,329 offerings</td>
<td>flows into registered funds</td>
</tr>
</tbody>
</table>

Because the public and private markets differ in so many ways, particularly with respect to liquidity, it is difficult to estimate the relative size and growth rates of each market, but any such attempt to compare these markets should separately assess amounts raised by operating companies and pooled funds and be based on data reflecting the capital raised in each market.

3. In evaluating the role of the accredited investor definition in offerings under Regulation D, it is important to keep in mind that 81% of offerings under Regulation D ($2.3 trillion over the 12-month period ended June 30, 2023) were by a type of fund (3(c)(7) funds) that is unlikely to be affected by changes to the accredited investor definition. The accredited investor definition is far more relevant for 3(c)(1) funds, which accounted for only 4% of all offerings under Regulation D ($130 billion over the 12-month period ended June 30, 2023).
Percentage of capital raised under Regulation D by issuer type:

<table>
<thead>
<tr>
<th>Issuer Type</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Companies</td>
<td>10%</td>
</tr>
<tr>
<td>3(c)(1) Funds</td>
<td>4%</td>
</tr>
<tr>
<td>Other Funds</td>
<td>4%</td>
</tr>
<tr>
<td>3(c)(7) Funds</td>
<td>81%</td>
</tr>
</tbody>
</table>

**Proposed Solution**

Based on the feedback we have received throughout our engagement with small businesses and their investors, we recommend proceeding with caution on any potential changes to Regulation D. We also recommend certain changes to the accredited investor definition and Regulation Crowdfunding, as set forth below.

**Regulation D:**

When considering changes to Regulation D, we urge the Commission not to make the Form D notice and associated disclosure requirements more burdensome, particularly for smaller operating companies raising smaller amounts of capital.

**Rationale:**

The Rule 506(b) safe harbor for the statutory exemption provided by Section 4(a)(2) is by far the most frequently used method for raising capital. Operating companies made up 55% of the total number of offerings under Regulation D since 2020 but accounted for only 12% of the total value of all such offerings. The other offerings were by pooled funds.

Any changes that result in deterring operating companies from relying on this safe harbor are likely to have a chilling effect on access to capital for smaller companies seeking to raise capital, particularly those that are already facing some of the greatest challenges accessing capital. It is also important to keep in mind that any changes that make compliance with Regulation D more costly may have the unintended result of driving companies to raise capital under the statutory Section 4(a)(2) exemption instead.

**Accredited Investor Definition:**

The Commission should expand the definition to include additional qualitative professional criteria and offer more opportunities to demonstrate financial sophistication as an alternative to the income and net worth thresholds.

The Commission should consider the impact any change to the income and net worth thresholds would have on access to capital for women and racially and ethnically diverse founders and populations located in rural areas. This consideration and any review of the definition should expressly include a review of data regarding household income and net worth by race and ethnicity and by geographic location.
Rationale:
As is clear from the data on wealth and income inequality across demographic groups, raising the wealth and income thresholds would have a disproportionate impact on entrepreneurs and investors of color. A more homogenous pool of accredited investors would negatively affect the ability of diverse entrepreneurs to raise capital.

In addition, increased wealth and income thresholds would have a disproportionate impact on geographic areas with a lower cost of living, including rural areas, which already tend to have less VC activity.

When evaluating amounts raised in reliance on Regulation D, the Commission should separately assess amounts raised by operating companies and pooled funds. Further, in considering data on the use of the accredited investor definition by pooled funds, amounts raised by 3(c)(7) funds should be excluded, as investors in those funds must be “qualified purchasers,” a much higher standard than the accredited investor definition. This will allow the Commission to focus more accurately on the effect any changes may have on capital raised by 3(c)(1) funds and other private funds, which are the funds most likely to be impacted by changes to the definition.

Regulation Crowdfunding:
The Commission or Congress should amend Regulation Crowdfunding to make it a more attractive capital-raising pathway, including by

- allowing flexibility in the type of accounting a company uses for small businesses raising up to $500,000, and
- increasing the offering size threshold under which an issuer may meet its financial statements requirements by providing financial statements and income tax return information certified by the principal executive officer.

Rationale:
Although Regulation Crowdfunding has become more widely used, only a small fraction of capital is raised using this pathway.

Crowdfunding offerings have been a particularly important source of funding for women and founders of color and geographically diverse companies, with 70% of capital contributed outside the top 10 capital hubs. 

Market participants report that existing reporting requirements for raising small dollar amounts through Regulation Crowdfunding are costly and outsized, creating practical barriers to relying on this pathway. For example, the requirements to have financial statements reviewed by an independent public accountant delay the ability to commence an offering and impose an upfront cost without a guarantee that the offering will be successful. Finding ways to reduce the costs associated with smaller offering sizes would help make Regulation Crowdfunding more attractive to small businesses looking to meet funding needs to grow and expand.
Congress should amend Section 4A(f)(3) of the Securities Act to modify the provision that excludes investment companies (or excluded companies under Section 3(b) or 3(c) of the Investment Company Act) from using the Regulation Crowdfunding exemption.\textsuperscript{345}

**Rationale:**
In 2020, in response to feedback, the Commission adopted Rule 3a-9 under the Investment Company Act to allow special purpose vehicles (SPVs) to conduct Regulation Crowdfunding offerings as co-issuers to a traditional issuer, provided that the SPV meets certain requirements.\textsuperscript{346} Entrepreneurs, investors, and other thought leaders report that this SPV model has not worked as well as intended due to the prescriptive requirements and the statutory prohibition on investment companies.

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**What makes a successful entrepreneurial ecosystem?**

“It’s remarkable how common the problems are from one [entrepreneurial] ecosystem to another... I think the fundamental thing we’re trying to do is improve the outcomes of entrepreneurs by being more collaborative, looking for ways to open your network to them, or find ways to mentor them.”

IAN HATHAWAY, FAR OUT VENTURES\textsuperscript{347}
Connecting founders with savvy investors is essential to capital raising.

**Background Context**

Knowledgeable early-stage investors can be invaluable for early-stage companies, often bringing relevant industry experience, mentorship, business connections, strategic guidance, and follow-on financial support, all of which can have a significant and positive impact on a small business’s trajectory. Yet not all entrepreneurs have personal connections to sophisticated, early-stage investors with deep pockets and the right risk tolerance. Registered broker-dealers tend to provide their matchmaking services for larger offerings, but a company’s need to connect with savvy investors applies regardless of the size of its offering.

Since our first Annual Report in 2019, our Office has been advocating for regulatory clarity on the role of finders in facilitating introductions between founders and investors. While the Commission has not included finders or an alternative approach on its agenda, this issue remains as timely today as ever.

**Demographic Impacts**

Women, racially and ethnically diverse, and rural founders often start with a smaller network of accredited, angel, and VC investors. Further, many report trouble finding professional support, advice, or role models in their network. The lack of access to networks of potential investors has a significant impact on capital raising, which further extends into company survival and growth prospects, diversity among board leadership, and the mentoring that often comes from savvy investors. These barriers to company success in turn may affect founders’ ability to build wealth and reinvest capital going forward.

“If the success of entrepreneurs depends more on who they know than on what they can do, then the traditional rules serve to entrench class distinctions. Those who come from money and therefore have connections to wealth become successful entrepreneurs because they can raise the needed funds. Those who lack those connections may fail for lack of capital, despite their ability and innovations.”

BRIAN BECKON, CUTTING EDGE CAPITAL

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**78 | SEC OFFICE OF THE ADVOCATE FOR SMALL BUSINESS CAPITAL FORMATION**
The importance of networks was a theme we heard throughout the year, including in our October 2022 panel discussion on “Latinx Venture Capitalists and Entrepreneurs: The State of the Playing Field.”

Related Developments

In October 2020, the Commission proposed an order that would permit natural persons to engage in certain limited “finders” activities involving accredited investors without registering with the Commission as a broker-dealer. The Commission has not taken further action on the proposal, and providing regulatory clarity for finders is not on the Commission’s current regulatory agenda.

Proposed Solution

We hear frequently that the lack of regulatory clarity on the role of finders in facilitating introductions between investors and founders harms both investors and the companies those investors are seeking to support. The lack of a clear framework makes it easier for unscrupulous intermediaries to solicit investors without disclosing hidden conflicts of interest. Further, to the extent an intermediary engages in unregistered broker-dealer activity, it could expose the company to rescission rights, which would require the company to return to investors their investment plus interest.

For decades, market participants have asked for clarity about the legal obligations of finders. We remain supportive of those calls and continue to recommend that Congress or the Commission provide additional regulatory clarity for finders.
Emerging fund managers need support in order to continue to play their key role in funding startups, particularly those seeking smaller, early-stage checks.

**Background Context**

Founders seeking funding for their businesses beyond their personal network of friends and family or regional angel investors often turn to private funds of sophisticated pooled capital, like VC funds. Generally, larger, established funds tend to seek a consolidated number of larger investments to ensure they are managing a reasonable number of portfolio companies. Meanwhile, founders looking to raise smaller, earlier rounds, report challenges and decreasing interest from VC funds. VC funding activity has slowed and become more concentrated in large and established funds. The percentage of capital invested with emerging fund managers that tend to have smaller funds and write smaller checks dropped to a new decade low.

The impact of this challenge goes beyond the dollars raised in the round, as VC funding tends to result in a higher probability of additional investments and an IPO and a decreased probability of failure.

**Demographic Impacts**

We continually hear through our outreach efforts, and data highlighted in this report shows, that women and racially and ethnically diverse fund managers face disproportionate challenges raising capital from institutional investors, resulting in smaller funds and in turn smaller investments in their portfolio companies.

Women and diverse fund managers are more likely to invest in diverse founders, so fundraising challenges for these managers may lead to fundraising challenges for diverse founders.

While investors and VC firms are showing an increased focus on diversity, equity, and inclusion, the enthusiasm that rose in 2020 for investing in diverse-founded companies has waned. In addition, we hear from market participants that recent litigation over funds’ use of diversity criteria may continue to curb that enthusiasm.

> Women of color are the most founded, entrepreneurial demographic . . . They are just the least funded.

ARIOAN SIMONE, FEARLESS FUND
Related Developments

Our prior Annual Reports have recommended that Congress and the Commission explore regulatory solutions to support emerging fund managers given the role these managers play in supporting startups, and in our 2022 Annual Report we included the following specifics:

- Amending the “venture capital fund” definition under Rule 203(l)-1 of the Investment Advisers Act of 1940 to permit VC funds to invest in other VC funds as a “qualifying investment” that is excluded from the 20% non-qualifying investment basket.
- Increasing the current 100 beneficial owner limit for funds that rely on the exemption in Section 3(c)(1) of the Investment Company Act of 1940.
- Increasing the limit on investors in, and expanding the $10 million maximum fund size of, a “qualifying venture capital fund” under the exemption in Section 3(c)(1) of the Investment Company Act of 1940.

The Commission has the authority to amend the “venture capital fund” definition in the Investment Advisers Act of 1940. Congress would need to act to amend the beneficial owner limit and “qualifying venture capital fund” definition in the Investment Company Act of 1940.

Proposed Solution

Emerging fund managers play a key role in capital formation for startups, and we reaffirm the recommendations in our prior Annual Reports as follows:

The Commission should amend Rule 203(l)-1 of the Investment Advisers Act of 1940 by defining “venture capital fund” to include investments by venture capital funds into other venture capital funds, often called “fund of funds” investments, as “qualifying investments” that would be excluded from the 20% non-qualifying basket limit.

Rationale:
A fund of funds model would permit larger funds to invest in smaller funds, managed by emerging managers, that write smaller checks, potentially unlocking capital otherwise earmarked for later-stage companies to be reallocated to early-stage companies.
Congress should amend the exemption in Section 3(c)(1) of the Investment Company Act of 1940 to increase the limit on the number of beneficial owners.\textsuperscript{368}

\textbf{Rationale:}
Limiting a 3(c)(1) fund to 100 beneficial owners makes it difficult for emerging fund managers – who may not have access to a network of investors who can write large checks – to raise a sufficient amount of capital.

Congress should further amend Section 3(c)(1) to increase the limit on investors in, and the $10 million maximum fund size of, a “qualifying venture capital fund.”\textsuperscript{369}

\textbf{Rationale:}
A qualifying venture capital fund can have no more than $10 million from no more than 250 investors. Raising the $10 million limit would improve the exemption’s utility by allowing for a diversified portfolio of investments and the fund’s operating costs. Assuming a “2 and 20” fee structure, a $10 million fund would have only $200,000 per year for operating expenses, such as salaries, portfolio management, audit, diligence, and compliance. Expanding the $10 million cap and the related 250 investor limit, would equip emerging managers to raise a meaningful sized fund while covering their expenses.
Background Context

After a very busy 2021, IPO activity dropped considerably in 2022 and 2023. While supply chains have normalized and inflation has eased, macroeconomic and geopolitical conditions remain challenging. Notably, monetary policy continued to tighten, likely contributing to the subdued IPO market.

Despite the slow IPO environment and sustained decline in the number of public companies, market capitalization and profits for exchange-listed public companies thrived. At the same time, the portion of that aggregate market capitalization represented by small companies has continued its long-standing, steady decline, which suggests that while large companies are receiving the benefits of being public, many small ones are not.

Small public companies face considerable challenges. They continue to receive little research coverage, suffer heightened negative reactions to market events and lower liquidity, and feel the greater impact of regulatory costs that are fixed or not easily scaled for their size. Many small public companies also see their stock price suffer following their IPOs, as they struggle to comply with exchange rules. Without steps to improve the prospects of small public companies, their numbers are likely to continue to decline. To avoid this fate, fostering a regulatory environment that encourages smaller companies to remain public is as important as helping them go public.

Demographic Impacts

Despite a growing proportion of racially and ethnically diverse business owners and increased VC interest in founders of color, diverse owners still face significant challenges when trying to access capital. Similarly, although women founders had a relatively strong year in some aspects of capital raising, they remain underrepresented among business owners. An ecosystem in which early-stage capital formation is disproportionately challenging for diverse and women founders unsurprisingly yields public company boards and management teams in which people of color and women are underrepresented. In the case of small public companies, it is especially telling that women represent only a fraction of C-suite executives and that progress toward parity in directorships has slowed.

Scale disclosures and harmonize requirements for small public companies to help them stay public.
Related Developments
The success of our capital markets cannot rest exclusively on the shoulders of large companies. In our 2022 Annual Report, we recommended being mindful of how and whether SEC rules are promoting an environment that fosters small public companies going and remaining public. In particular, we recommended continued tailoring of the SEC’s disclosure and reporting framework to the complexity and size of operations of companies, either by scaling obligations or delaying compliance for the smallest of the public companies.

In the past year, the Commission has adopted several rules that impose new disclosure requirements on public companies. In some of these rules, the Commission has scaled the new obligations or delayed compliance for small public companies, in some cases providing accommodations that were not initially proposed. In others, however, small public companies are not afforded any accommodations.

Proposed Solution
To address the challenges facing small public companies, it is imperative that we make the public market an environment that allows companies of all sizes to thrive.

We recommend that the Commission consider ways to harmonize the frameworks governing Smaller Reporting Company (SRC) and Accelerated Filer definitions. Specifically, we recommend that the Commission again consider aligning the SRC and non-accelerated filer categories. This alignment would allow all SRCs to enjoy all the benefits of being non-accelerated filers—namely the exemption from the auditor attestation requirement under Section 404(b) of the Sarbanes-Oxley Act.

Rationale:
Aligning the definitions of SRC and non-accelerated filer would complement the Commission’s previous efforts to scale disclosure requirements for small public companies. It would also help to simplify a complex regulatory landscape, thus easing regulatory burdens on smaller companies. This could encourage more small companies to go public and make it easier for them to remain public.
In addition, we reaffirm our prior recommendation that the Commission, when considering new disclosure obligations for public companies, scale those obligations and delay compliance for small public companies. Scaling disclosure obligations helps to better balance the costs and benefits of the rules, particularly because the proportional expense of costs that are not scalable is higher for small public companies. Delaying compliance for small public companies helps to promote better initial disclosure for those companies. Small public companies will benefit from seeing the disclosure that large public companies prepare in response to similar new requirements.

During this year’s SEC Small Business Forum, panelists discussed what it takes to become and stay a public reporting company.

Accessing the Public Markets: Becoming and Staying a Public Reporting Company
Outreach and Engagement

Our outreach extends from coast to coast, across media platforms, and to a breadth of partners and organizations. What we learn through our engagement with small businesses, their investors, and other thought leaders in the small business marketplace informs our advocacy efforts throughout the year.

Our Approach

Our advocacy work relies on our ability to stay attuned to the needs of small business owners and their investors, and to respond in turn with information and resources that are meaningful and accessible across all stages of the capital-raising life cycle. We incorporate feedback and assess our outreach and educational resources on an ongoing basis to ensure our efforts stay relevant and accessible in an evolving market.
Outreach Events

Throughout the year, we met with small businesses and their investors, as well as with entrepreneurial support organizations and other leaders in the marketplace, to gain perspectives on issues facing the small business ecosystem and to share OASB’s educational resources. Discussions provided insights on issues like the unique obstacles faced by women and diverse entrepreneurs, the importance of building and gaining access to networks, and how to increase diversity among capital allocators. Some of the events in which we engaged this year include:

**Q1 FY2022**

- Engaged with VC Include’s 2022 Fellows for a discussion of the SEC regulatory pathways available to start and manage a fund, including capital-raising options for emerging fund managers.
- Celebrated Hispanic Heritage Month with the SEC’s San Francisco Regional Office, hosting a panel discussion featuring Latinx VCs and entrepreneurs.

**Q2 FY2022**

- Explored challenges faced by founders, the role policymakers can play in improving access to capital, and how small businesses and their investors can engage in the process to ensure their voices are heard in a startup policy webinar with hosted by Engine.
- Hosted our fourth annual Capital Call, styled after public companies’ earnings release calls and giving the public opportunities to ask live questions.
- Joined the Miami-Dade Mayor’s Office for a conversation with small business owners, with a special focus on Regulation Crowdfunding.
- Participated in National Entrepreneurship Week’s government office hours session to provide information about our Office’s advocacy work and to answer questions live from participants.
- Shared resources for entrepreneurs considering raising capital from investors at the U.S. Department of Energy’s Phase II SBIR/STTR Awardee Workshop – Preparing to Pitch.

**30+ EVENTS WITH 22+ PARTNER ORGANIZATIONS**

**40+ ENGAGEMENTS WITH POTENTIAL COLLABORATORS**
**Q3 FY2022**

- Joined the SO, Ambitious HBCU Tour, presented by Black Ambition, Techstars, and the Thurgood Marshall College Fund, in Atlanta, GA to discuss the Office’s mission and focus and to share capital-raising resources with students and entrepreneurs.

- Shared resources for attorneys representing clients seeking to raise capital at the American Bar Associations’ Business Law Section’s Spring Meeting.

- Discussed SEC resources, answered questions related to the securities laws, and heard feedback on issues faced by Transact Global’s community of diverse women fund managers.

**Q4 FY2022**

- Hosted the SEC’s 42nd annual Small Business Forum.

- Joined a summit hosted by the U.S. Minority Business Development Agency for a discussion on federal government resources and programs that support minority-owned small businesses.

- Joined the SEC’s Office of Investor Education and Advocacy for a discussion with Indigenous small business owners and investors hosted by the University of New Mexico-Taos HIVE, highlighting early-stage funding options and resources for entrepreneurs.

- Met with women business owners during a virtual session hosted by the North Dakota Women’s Business Center to discuss experiences raising capital and to share our Office’s educational resources.

- Joined a panel at the Women of Color and Capital Conference to discuss strategies and resources for women investors and fund managers as they seek to create a supportive ecosystem and opportunities for women of color.

- Joined the Nasdaq Entrepreneurial Center for a discussion about capital-raising pathways and educational resources to help prepare early-stage entrepreneurs to raise capital.

2.8K+ ATTENDEES

34 HOURS OF CONTENT
42nd Small Business Forum

The SEC’s annual Small Business Forum is a unique event where members of the public and private sectors gather to provide feedback to improve capital-raising policy. The Forum covers a broad range of issues affecting small businesses and their investors, from early-stage entrepreneurial ventures to smaller public companies.

This year marked the 42nd Forum, during which the Office hosted four 90-minute virtual sessions from April 24-27, 2023. Each day featured speakers with in-depth knowledge of the issues facing small businesses across the country, spotlighting the following topics:

- **April 24**: Exploring the Early-Stage Landscape: Trends and Strategies in Capital Raising
- **April 25**: Building Entrepreneurial Ecosystems: Laying the Groundwork to Support Small Businesses and Their Investors
- **April 26**: Investing in Small Businesses: Successes and Challenges Facing Smaller Funds
- **April 27**: Accessing the Public Markets: Becoming and Staying a Public Reporting Company

At the end of each day’s session, participants prioritized policy recommendations on that topic to be submitted to the SEC and to Congress. Video archives of each day’s events are available in the Forum video gallery.

On September 26, 2023, the Commission delivered to Congress the 2023 Forum Report, which summarizes the Forum proceedings, including the recommendations developed by participants and the Commission’s responses to the recommendations.
Educational Tools and Resources

We continue to hear from many people in the small business ecosystem struggling to navigate the complex capital-raising framework. As part of our efforts to make pathways to raising capital more accessible to small businesses and their investors, we have continued to develop and expand our educational resources, which are available through our Capital Raising Hub, a centralized portal for educational tools and resources for small businesses and their investors.

Reaching our Audience: Visits to the Capital Raising Hub

We continue to increase our reach to the public via the Capital Raising Hub, with visits to the Hub up over 160% from last fiscal year and views of our educational resources continuing to grow.

- **New Resources - FY2023:**
  - Funding Roadmap
  - 2 New Capital Raising 101 videos
  - 10 New Building Blocks, including:
    - What is Form D?
    - Diversifying risk
    - Ready to go public

- **63K+ VISITS TO THE CAPITAL RAISING HUB**
- **100K+ NEW VISITORS ACROSS RESOURCES**
- **255K+ VIEWS OF OUR EDUCATIONAL TOOLS AND RESOURCES**
This year we developed a new introductory roadmap to funding options, three new educational videos, and 10 new Building Blocks, and updated many of our existing resources. Our materials address all phases of the capital-raising life cycle and include:

**Getting Started: Understanding the Fundamentals**

- **Funding Roadmap**
  In direct response to requests for more introductory-level resources, we launched a roadmap that guides users through the different options for funding a small business, from personal savings to grants and loans to capital-raising from investors.

- **Navigate Your Options**
  We continue to improve our interactive tool that explores regulatory pathways to raise capital, identifying the most relevant options based on the user’s answers to a series of questions about their business, and expanding the resources available through the tool.

- **Cutting Through the Jargon**
  We also expanded our curated glossary of key terminology that makes the language of raising capital more accessible to small businesses and their investors. Adding several new terms to the gallery and adding valuable additional resources for users looking to learn more.

- **Building Blocks**
  This year, we added 10 new capital-raising topics to our suite of educational materials that break down fundamental securities law concepts into plain language. Like many of our materials, the expanded topics seek to address questions and feedback from prospective users through our outreach efforts.

- **Capital Raising Video Gallery**
  We added two new educational videos to our Capital Raising 101 series, one explaining the role of the SEC in small business capital-raising and another that walks through different types of investors.
Continuing the Journey: Exploring Pathways to Raise Capital

**Exempt Offerings**
Users can also find more detailed resources on common capital-raising pathways – like how to raise capital from investors without registering the offer and sale of those securities with the SEC.

**Going Public**
The Capital Raising Hub also includes resources on how to prepare for and conduct a registered public offering as well as the reporting and other requirements for public reporting companies.

**Rulemaking Video Gallery**
We provide videos that summarize the potential impact to small businesses and their investors of relevant policies or rulemaking initiatives from the Commission. This year, we added a video summarizing the recently adopted Private Fund Advisor rules.

The Landscape: Data, Research, and Other Resources

**Capital Trends Maps**
We regularly update the data available through our interactive maps to allow users to stay informed about how and where capital is being raised across the country.

**Research Reports**
Reports and studies on capital-raising issues and trends from around the country are also available.

**Small Business Compliance Guides**
Users can find the SEC’s small business compliance guides, which provide valuable information on SEC rules on offering and selling securities and financial and other reporting by public companies and how they may affect smaller businesses.
COMMITTEE
Highlights
The Small Business Capital Formation Advisory Committee

In addition to establishing the Office of the Advocate for Small Business Capital Formation, the Small Business Advocate Act also established the SEC's Small Business Capital Formation Advisory Committee. The Committee is designed to provide a formal mechanism for the Commission to receive advice and recommendations on Commission rules, regulations, and policy matters affecting small businesses, from emerging, privately-held companies to publicly-traded companies with less than $250 million in public market capitalization; trading in securities of such companies; and public reporting and corporate governance of such companies. The Office provides administrative support for the Committee, which otherwise functions independently.

In May 2023, the Commission announced the appointment of 14 new members to the Committee, primarily to fill vacancies arising from the expiration of prior members’ terms. The Commission is grateful for the service and contributions of both the outgoing and current members.
Committee Members at the Beginning of the Fiscal Year

CARLA GARRETT, Chair
Corporate Partner, Potomac Law Group PLLC
Washington, DC

JEFFREY M. SOLOMON, Vice Chair
Chief Executive Officer, Cowen, Inc.
New York, NY

GREGORY YADLEY, Secretary
Partner, Shumaker, Loop & Kendrick, LLP
Tampa, FL

YOUNGRO LEE, Assistant Secretary
CEO and Co-Founder, NextSeed
Houston, TX

DONNEL BAIRD
Founder and CEO, BlocPower LLC
Brooklyn, NY

WILLIAM M. BEATTY*
Securities Administrator of the Washington State Securities Division
Olympia, WA

KESHA CASH
Founder and General Partner, Impact America Fund
Oakland, CA

GREGORY J. DEAN*
Senior VP of the Office of Government Affairs, FINRA
Washington, DC

BAILEY DEVRIES*
Assoc. Administrator for the Office of Investment & Innovation, U.S Small Business Administration
Washington, DC

ROBERT FOX
National Managing Partner, Professional Standards Group, Grant Thornton LLP
Chicago, IL
STEPHEN GRAHAM
Co-Chair, Fenwick & West LLP’s Life Sciences Practice
Seattle, WA

BRIAN LEVEY
Chief Business Affairs and Legal Officer, Upwork Inc.
San Francisco, CA

CATHERINE MOTT
Founder & CEO BlueTree Capital Group, Allied Angels, and Venture Fund
Pittsburgh, PA

MARC OORLOFF SHARMA*
Chief Counsel of the Office of the Investor Advocate, SEC
Washington, DC

SARA HANKS
CEO and Co-Founder, CrowdCheck, Inc.
Alexandria, VA

SAPNA MEHTA
GC & Chief Compliance Officer, Rise of the Rest Seed Fund; Associate General Counsel, Revolution
Washington, DC

JASON SEATS
Chief Investment Officer, Techstars
Austin, TX

HANK TORBERT
President, AltaMax, LLC
New Orleans, LA

SUE WASHER
Founder & Former CEO, Applied Genetic Technologies Corporation
Gainesville, FL
Committee Members at the End of the Fiscal Year

ERICA DUIGNAN, Chair
Founder and General Partner,
Reign Ventures
New York, NY

SUE WASHER, Vice Chair
Founder and Former CEO,
Applied Genetic Technologies Corporation
Gainesville, FL

JASMIN SETHI, Secretary
Founder and CEO,
Sethi Clarity Advisers
Philadelphia, PA

DAVYEON ROSS, Assistant Secretary
Co-Founder and President,
DDSport/ShotTracker
Overland Park, KS

WEMIMO ABBEY
Co-Founder and Co-CEO,
Esusu
Los Angeles, CA

DONNEL BAIRD
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STACEY BOWERS
Professor, University of Denver Strum College of Law;
Of Counsel, 3Pillars Law, PLLC
Denver, CO

GEORGE COOK
Co-Founder and CEO,
Honeycomb Credit
Pittsburgh, PA

VINCENT CORDERO
Partner, Co-CEO, and CBO
Mucho Mas Media
Miami, FL
MARCIA DAWOOD
Venture Partner, Mindshift Capital
Charlotte, NC

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BART DILLASHAW
Founder, Enterprise Legal Studio
Omaha, NE

HERBERT DRAYTON III
Founder and Managing Partner, HI Mark Capital
Charleston, SC

DIEGO MARISCAL
Founder, CEO, and Chief Disabled Officer, 2Gether-International
Washington, DC

LAURA NIKLASON
Founder, President, and CEO Humacyte
Durham, NC

AREN SHARIFI
Attorney, Kutak Rock LLP
Denver, CO

MARC OORLOFF SHARMA*
Asst. Dir. & Chief Counsel, Office of the Investor Advocate, SEC
Washington, DC

DENNIS R. SUGINO
Founder, Kansa Advisory LLC
Huntington Beach, CA
Summary of Committee Activities

The Committee met four times during FY2023. Materials from the meetings, including agendas, transcripts, webcasts, and presentations, are available on the Committee's webpage.

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<thead>
<tr>
<th>Meeting Date</th>
<th>Agenda Topics</th>
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<tr>
<td>October 13, 2022</td>
<td>Entrepreneurial Ecosystems; The Going Public Market</td>
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<tr>
<td>February 7, 2023</td>
<td>Alternatives to Traditional Financing; SEC Proposal on Private Fund Reforms; Role of Equity Research for Smaller Public Companies</td>
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<tr>
<td>June 14, 2023</td>
<td>Funding Gaps for Underrepresented Founders and Startups</td>
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<tr>
<td>September 19, 2023</td>
<td>Investors in Funds that Support Early-Stage Companies; Alternative Funding Options for Small Businesses</td>
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Summary of Committee Recommendations

During FY2023, the Committee put forward five recommendations to the Commission.

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<td>Availability of Public Company Research</td>
<td>February 28, 2023</td>
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<td>Private Fund Proposal</td>
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<tr>
<td>Parting Perspectives Letter</td>
<td>February 28, 2023</td>
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The Committee’s recommendations included a Parting Perspectives Letter, delivered as the inaugural members’ four-year terms drew to a close. The letter urged attention to the following objectives:

1. Recognize the importance of the private markets for small business growth.
2. Ensure public company rules are mindful of the unique circumstances of small public companies, so that these small companies can attract capital, spur innovation, and create jobs.
3. Allow retail investors greater access to a wider range of investment opportunities.
4. Support rules to facilitate the existence and growth of small funds.
5. Continue to protect investors through effective enforcement and more education and outreach.
ENDNOTES
All the Details

2. See NVCA, “2023 Yearbook,” (Mar. 21, 2023) at 21 (for the mature and later-stage business industries) available at https://nvca.org/wp-content/uploads/2023/03/NVCA-2023-Yearbook_FINALFINAL.pdf. The small public companies industry is based on DERA estimates. Small public companies include U.S. public companies with a size less than or equal to $230 million on the date of the offering, calculated by multiplying price of the company’s stock at the close of the day of the offering by the number of outstanding shares on the day of the offering. See infra notes 57 and 144 for a description of how these amounts were estimated.

3. Id. at 7-8 (noting that VCs typically invest in young companies with high-growth potential in need of capital to grow) and 10 (noting VC-backed companies are job creators).


10. See Brendan Cosgrove, et al., supra note 1, at 4.


12. See Reimagine Main Street, supra note 8, at slide 8.


14. See skynova, “Why startups failed in 2022,” available at https://www.skynova.com/blog/top-reasons-startups-fail. Of the failed startups, 47% was due to lack of financing/investors, and 44% was due to running out of cash.

15. See Brendan Cosgrove, et al., supra note 1, at 44.

16. Id. Other business professionals included lawyers and accountants as examples.


19. Id. at 3, 5; see Catherine Cote, “Startup Incubator vs. Accelerator: Which is Right for You?,” Harvard Business School Online (Aug. 17, 2023) available at https://online.hbs.edu/blog/post/startup-incubator-vs-accelerator.

20. See Catherine Cote, supra note 19.

21. See Federal Reserve Banks, “Small Business Credit Survey, 2023 Report on Employer Firms,” supra note 9, at 7. Data from Excel “Employer Firms” tab. In addition, 56% raised prices the business charges, 32% cut staff, hours, or downsized operations, 23% altered their payments or did not make a payment, 5% reported no action, and 4% took other actions in response to the challenges.
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“The Angel Market in 2021: Metrics Indicate Strong
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2022) at 2, available at https://scholars.unh.edu/cgi/
viewcontent.cgi?article=1036&context=cvr.
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offerings, the data includes offerings conducted by 506(b) and (c) of Regulation D and registered that permit pooled investment funds, such as Rule offerings and that offerings qualified during the proceeds following completed or terminated amounts raised given the timeframes for reporting sources. Estimates represent a lower bound on the exchange-listed, information from other public and for companies whose shares have become pertaining to completed and ongoing Regulation 1-K, 1-SA, 1-U, and offering circular supplements information reported by companies in Forms 1-Z, the report period. Capital raised is based on proceeds reported in filings made during this period, excluding post-qualification amendments; estimates of amounts raised are during this period, except where specified otherwise, estimates of the number of offerings are based on offerings under Regulation D and Regulation Crowdfunding, except where specified otherwise, estimates of the number of offerings are based on offerings completed during this period as shown on progress updates on Form C-U; estimates of amounts raised are based on proceeds reported in progress updates filed on Form C-U during the report period. For offerings under Regulation A, except where specified otherwise, estimates of the number of offerings are based on offerings qualified during this period, excluding post-qualification amendments; estimates of amounts raised are based on proceeds reported in filings made during the report period. Capital raised is based on information reported by companies in Forms 1-Z, 1-K, 1-SA, 1-U, and offering circular supplements pertaining to completed and ongoing Regulation A offerings and post-qualification amendments, and for companies whose shares have become exchange-listed, information from other public sources. Estimates represent a lower bound on the amounts raised given the timeframes for reporting proceeds following completed or terminated offerings and that offerings qualified during the report period may be ongoing. For the offerings that permit pooled investment funds, such as Rule 506(b) and (c) of Regulation D and registered offerings, the data includes offerings conducted by pooled investment funds.

Other exempt offerings” includes estimated amounts raised under Regulation S and Rule 144A for calendar year 2022. The data used to estimate the amounts raised in 2022 for other exempt offerings includes: (1) offerings under Regulation S that were collected from Thomson Financial’s SDC Platinum service; and (2) resale offerings under Rule 144A that were collected from Thomson Financial’s SDC New Issues database, the Mergent database, and the Asset-Backed Alert and Commercial Mortgage Alert publications, to further estimate the exempt offerings under Regulation S. We include amounts sold in Rule 144A resale offerings because those securities are typically issued initially in a transaction under Section 4(a)(2) or Regulation S but generally are not included in the Regulation S data identified above. These numbers are accurate only to the extent that these databases are able to collect such information and may understate the actual amount of capital raised under these offerings if issuers and underwriters do not make this data available. We do not yet have data to provide an estimated amount raised under Regulation S and Rule 144A for the 12-month period ended June 30, 2023. The estimated flows are based on DERA data for the period July 1, 2022 to June 30, 2023. Flow data is derived from amounts reported on Form N-PORT and Form N-MFP. Total aggregate net flows into and out of registered open-end mutual funds, exchange-traded funds, and money market funds during the same period were $654 billion. This graphic is based on DERA data. See supra note 57 for a description of how these amounts were reported or estimated. Small public companies include U.S. public companies with a size less than or equal to $250 million on the date of the offering, calculated by multiplying price of the company’s stock at the close of the day of the offering by the number of outstanding shares on the day of the offering. See infra note 144 for a description of how these amounts were estimated.

52 Id. at 7.
53 See Kyle Stanford, et al., supra note 41. Data from Excel “Fundraising x size” tab.
57 This graphic is based on DERA data. Unless otherwise indicated, the data period for DERA data is July 1, 2022 to June 30, 2023. Data on offerings under Regulations D and Regulation Crowdfunding is based on information reported by companies and was collected from EDGAR filings (new filings and amendments) on Forms D and C, respectively. Data on registered offerings was collected from Thomson Financial’s SDC Platinum database. For offerings under Regulation Crowdfunding, except where specified otherwise, estimates of the number of offerings are based on offerings completed during this period as shown on progress updates on Form C-U; estimates of amounts raised are based on proceeds reported in progress updates filed on Form C-U during the report period. For offerings under Regulation A, except where specified otherwise, estimates of the number of offerings are based on offerings qualified during this period, excluding post-qualification amendments; estimates of amounts raised are based on proceeds reported in filings made during the report period. Capital raised is based on information reported by companies in Forms 1-Z, 1-K, 1-SA, 1-U, and offering circular supplements pertaining to completed and ongoing Regulation A offerings and post-qualification amendments, and for companies whose shares have become exchange-listed, information from other public sources. Estimates represent a lower bound on the amounts raised given the timeframes for reporting proceeds following completed or terminated offerings and that offerings qualified during the report period may be ongoing. For the offerings that permit pooled investment funds, such as Rule 506(b) and (c) of Regulation D and registered offerings, the data includes offerings conducted by pooled investment funds.
58 17 C.F.R. § 230.506(c); see https://www.sec.gov/smallbusiness/exemptofferings/rule506c.
59 17 C.F.R. § 230.504; see https://www.sec.gov/smallbusiness/exemptofferings/rule504.
60 17 C.F.R. § 230.506(b); see https://www.sec.gov/smallbusiness/exemptofferings/rule506b.
62 “Other exempt offerings” includes estimated amounts raised under Regulation S and Rule 144A for calendar year 2022. The data used to estimate the amounts raised in 2022 for other exempt offerings includes: (1) offerings under Regulation S that were collected from Thomson Financial’s SDC Platinum service; and (2) resale offerings under Rule 144A that were collected from Thomson Financial’s SDC New Issues database, the Mergent database, and the Asset-Backed Alert and Commercial Mortgage Alert publications, to further estimate the exempt offerings under Regulation S. We include amounts sold in Rule 144A resale offerings because those securities are typically issued initially in a transaction under Section 4(a)(2) or Regulation S but generally are not included in the Regulation S data identified above. These numbers are accurate only to the extent that these databases are able to collect such information and may understate the actual amount of capital raised under these offerings if issuers and underwriters do not make this data available. We do not yet have data to provide an estimated amount raised under Regulation S and Rule 144A for the 12-month period ended June 30, 2023. The estimated flows are based on DERA data for the period July 1, 2022 to June 30, 2023. Flow data is derived from amounts reported on Form N-PORT and Form N-MFP. Total aggregate net flows into and out of registered open-end mutual funds, exchange-traded funds, and money market funds during the same period were $654 billion. This graphic is based on DERA data. See supra note 57 for a description of how these amounts were reported or estimated. Small public companies include U.S. public companies with a size less than or equal to $250 million on the date of the offering, calculated by multiplying price of the company’s stock at the close of the day of the offering by the number of outstanding shares on the day of the offering. See infra note 144 for a description of how these amounts were estimated.
This graphic is based on DERA data. This graphic presents capital raised in registered, Regulation D, and Regulation A offerings across the top industries from July 1, 2022 through June 30, 2023. Offerings by non-pooled investment funds in other industries accounted for approximately $2.5 billion, $79 billion, and $46 million in registered, Regulation D, and Regulation A offerings, respectively. Regulation A and registered offerings were classified into industry groups based on the primary SIC code reported by the company. Industry groups were self-reported by companies on Form D. Differences in data sources and definitions may limit the comparability of industry data. Offerings by pooled investment funds, which accounted for approximately $63 billion and $2.1 trillion in registered offerings and Regulation D, respectively, are excluded from this graphic. See supra note 57 for a description of how these amounts were reported or estimated.

This graphic is based on DERA data. Because of lags in offering qualifications, withdrawals, and abandonments, for greater comparability, this analysis considers all initiated Regulation Crowdfunding offerings and does not exclude offerings that are subsequently withdrawn or abandoned. Effective March 15, 2021, the maximum aggregate amount that an issuer was permitted to raise under Tier 2 of Regulation A in a 12-month period was raised to $75 million (from $50 million). See https://www.sec.gov/corpfin/facilitating-capital-formation-secg.

The map included depicts the amounts reported or estimated as raised by issuers, including pooled investment funds that report a primary location in the U.S., including U.S. territories, from July 1, 2022 through June 30, 2023. See supra note 57 for a description of how these amounts were reported or estimated.

Because of lags in offering qualifications, withdrawals, and abandonments, for greater comparability, this analysis considers all initiated Regulation A offerings (whether qualified or not) and does not exclude offerings that are subsequently withdrawn or abandoned. Due to lags and bunching in proceeds data and temporary relief provided to Regulation A in March 2020, the dollar amounts in this graphic are based on the amounts sought (in $ millions) in qualified Regulation A offerings and not on reported proceeds. Effective March 15, 2021, the maximum aggregate amount that an issuer was permitted to raise under Tier 2 of Regulation A in a 12-month period was raised to $75 million (from $50 million). See https://www.sec.gov/corpfin/facilitating-capital-formation-secg.

This graphic is based on DERA data. The map included depicts the amounts reported or estimated as raised by issuers that report a primary location in the U.S., including U.S. territories, from July 1, 2022 through June 30, 2023. See supra note 57 for a description of how these amounts were reported or estimated.

This graphic is based on DERA data. Because of lags in offering qualifications, withdrawals, and abandonments, for greater comparability, this analysis considers all initiated Regulation Crowdfunding offerings and does not exclude offerings that are subsequently withdrawn or abandoned. Effective March 15, 2021, the maximum aggregate amount that an issuer is permitted to raise under Regulation Crowdfunding in a 12-month period was raised to $5 million (from $1.07 million). See https://www.sec.gov/corpfin/facilitating-capital-formation-secg.

This graphic is based on DERA data. The map included depicts the amounts reported or estimated as raised by issuers that report a primary location in the U.S., including U.S. territories, from July 1, 2022 through June 30, 2023. See supra note 57 for a description of how these amounts were reported or estimated.
This graphic is based on DERA data, including pooled funds.

This graphic is based on DERA data, excluding IPOs filed by pooled funds. This graphic includes the top industries by IPO proceeds. Additional offerings by non-pooled fund issuers accounted for approximately $13.8 billion and $1.5 billion in the twelve months ended June 30, 2022 and June 30, 2023, respectively. Pooled investment funds, including SPACs, accounted for approximately $63.1 billion and $3.2 billion in the twelve months ended June 30, 2022 and June 30, 2023, respectively.

This graphic is based on DERA data, including pooled funds. This data was collected from Thomson Financial’s SDC Platinum database. IPOs by small companies include IPOs by U.S. companies that after the non-SPAC offering have a size less than or equal to $250 million, calculated by multiplying the price of the company’s stock at the close of the day of the offering by the number of outstanding shares on the day of the offering. IPOs by large companies include IPOs by companies that after the non-SPAC offering have a size greater than $250 million, calculated as described above. Data from the Center for Research in Securities Prices (CRSP), Dealogic, and Compustat were used to fill in missing information from SDC Platinum. Those companies missing a stock price on the offering day or number of outstanding shares are not included in the statistics. The estimates provided in this graph for small public companies are based on the estimated market capitalization for the issuer on the date of the offering as provided in the above-listed databases. There have been significant downward revisions in the most recent estimates as the market capitalization of issuers are corrected in the databases. There have been significant downward revisions in the most recent estimates as the market capitalization of issuers are corrected in the databases.

Data on U.S. listed domestic firms comes from the Center for Research in Security Prices (CRSP) database. The analysis includes U.S. common stocks (share codes 10 and 11) listed on NYSE, NYSE MKT, and Nasdaq. The analysis excludes investment funds and trusts (Standard Industrial Classification (SIC) codes 6722, 6726, 6798, and 6799). A company with several classes of shares is counted once. Data for 2023 represents the number of listed firms and market capitalization as of June 30, 2023.

Data on U.S. listed domestic firms comes from


See Jay R. Ritter, supra note 122, at Table 4. The percentage of VC-backed IPOs has increased over time since 1980.


See Alex Tuft and Emmanuel Yimfor, supra note 126, at 14.

Id. at 13, 59.

Id. at 3, 19.

Data on U.S. listed domestic firms comes from the Center for Research in Security Prices (CRSP) database. The analysis includes U.S. common stocks (share codes 10 and 11) listed on NYSE, NYSE MKT, and Nasdaq. The analysis excludes investment funds and trusts (Standard Industrial Classification (SIC) codes 6722, 6726, 6798, and 6799). A company with several classes of shares is counted once. Data for 2023 represents the number of listed firms and market capitalization as of June 30, 2023.


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The map included depicts the amounts reported or estimated as raised by issuers, including pooled investment funds, that report a primary location in the U.S., including U.S. territories, from July 1, 2022 through June 30, 2023. See supra note 57 for a description of how these amounts were reported or estimated.

This data is based on DERA data. Small public companies include U.S. public companies with a market capitalization of less than or equal to $250 million. Registered company data was collected from Intelligize database for public companies that report a primary location in the U.S., including U.S. territories. Records are from 10-K, 10-Q, 20-F, 40-F, and their amendments that were filed between July 1, 2022 through June 30, 2023. Market capitalization information is as of June 29, 2023. When applicable, missing market capitalization data was filled in with Bloomberg first, CRSP, and then Capital IQ when available based on ticker-CUSIP information from WRDS. All the records with missing exchange information from Intelligize were treated as delisted from any market and hence were excluded from the estimates. Asset-backed issuers were also excluded.

Public company issuers in industries outside of these top industries accounted for an additional 975 issuers, including 417 small public companies and 558 large public companies, in the twelve months ended June 30, 2023. Offerings by pooled funds, including SPACs, accounted for an additional 402 issuers, including 265 small public companies and 137 large public companies, in the twelve months ended June 30, 2023.


See supra note 144 for a description of the methodology used to estimate registered equity offerings by small public companies. This graphic includes the top industries based on the total proceeds raised in registered equity offerings by small public companies during one of the respective periods, excluding offerings filed by pooled funds. Offerings for industries outside of these top industries accounted for approximately $514 million and $274 million in the twelve months ended June 30, 2022 and June 30, 2023, respectively. Offerings by pooled funds, including SPACs, accounted for approximately $18 billion and $1.6 billion in the twelve months ended June 30, 2022 and June 30, 2023, respectively.

See Michael Ewens, et al., supra note 133, at 5.

See Noemi Distefano, supra note 145.

See Id.

See U.S. Small Business Administration Office of Advocacy, “Frequently Asked Questions About Small Business 2023,” supra note 4 at 4, Table 1. Ownership includes demographic categories “Women” and “Equally women/men.” Women and Equally women/men owned 42.1% and 2.5% of total non-employer firms, respectively.

See Id. Ownership includes demographic categories “Women” and “Equally women/men.” Women and Equally women/men owned 21.7% and 15.2% of total employer firms, respectively.

See Kyle Stanford, et al., supra note 41. Data from Excel “Female Founder Activity” and “Deal Activity” tabs and includes women only and mixed teams.


Note: Business ownership is defined as having 51 percent or more of the stock or equity in the business. Data are provided for firms owned equally (50%/50%) by men and women, by Hispanics and non-Hispanics, by minorities and non-minorities, and by veterans and nonveterans. Firms not classifiable by sex, ethnicity, race, or veteran status are counted and tabulated separately. The individual amounts may not sum to the total or subtotal because a Hispanic firm may be of any race, because a firm could be tabulated in more than one racial group, or because the nonemployer firms data are rounded.


See Babson College, supra note 7, at 49.


See January Ventures, supra note 158, at 7.


See January Ventures, supra note 158, at 7.


See Jeffrey Sohl, supra note 27.

See Id. at 1.

See Kyle Stanford, et al., supra note 41. Data from Excel “Female Founder Activity” and “Deal Activity” tabs and includes women only and mixed teams.

See January Ventures, supra note 158, at 7.


See Kyle Stanford, et al., supra note 41. Data from Excel “Female Founder Activity,” “Deal Activity,” “Angel & Seed Activity,” “Early Stage Activity,” “Late Stage Activity,” and “Venture Growth Activity” tabs. Founder groups are mutually exclusive. Deals with men and women cofounders are calculated by subtracting “US VC deal activity for companies with all-female founding team” from “US VC deal activity in companies with at least one female founder.” Deals with men-only founders are calculated by subtracting “US VC deal activity in companies with at least one female founder” from “US VC deal activity.” Venture Growth includes Series E+ or deals involving companies that are at least seven years old and have raised at least six VC rounds. See Kyle Stanford, supra note 93, at 7.


Id. at 3.

Id.

Id. at 2, 4.

Id. at 8, 9.


See Carta, supra note 183, at 37. Asian American includes East Asian (2% women and 9% men) and South Asian (1% women and 5% men). Other includes Native American, Pacific Islander, Middle Eastern, and multi-race.


See Ann Shepherd, supra note 185.


See Ann Shepherd, supra note 185.

Id. See Women CEOs in America 2022, “Changing the Face of Business Leadership, supra note 187.

See Ann Shepherd, supra note 185.


See 50/50 Women on Boards, supra note 192, at 3, 4, 6.

See Jeffrey Sohl, supra note 27, at 1.


See Deloitte, Venture Forward and NVCA, supra note 197, at 14.


See Deloitte, Venture Forward and NVCA, supra note 197, at 13.


See Fairview Capital, supra note 203, at 21.

In prior years’ reports, this section has referred to “Minority-Owned Businesses.” The word “minority” tracks the language of the SEC Small Business Advocacy Act of 2016, which states that a function of the office shall be to “identify problems that small businesses have with securing access to capital, including any unique challenges to minority-owned small businesses, women-owned small businesses, and small businesses affected by hurricanes or other natural disasters.” This year, based on feedback we have received, rather than use the word “minority,” we instead use “diverse” or, where applicable, refer to persons “of color.” Many have indicated that “the use of “minority” may be viewed pejoratively because it is usually equated with being less than, oppressed, or deficient in comparison with the majority.” See, e.g., American Psychological Association “Bias-Free Language” available at https://apastyle.apa.org/style-grammar-guidelines/bias-free-language/racial-ethnic-minorities.

See Deloitte, Venture Forward and NVCA, supra note 197, at 14.


See Babson College, supra note 7, at 64.

Id. at 13.

Id. at 64.

men-owned, equally owned, and women-owned. Native American, and Hispanic. Gender strata are American, non-Hispanic Asian, non-Hispanic white, non-Hispanic Black or African advance application(s). Race/ethnicity strata are “Best outcome across loan/LOC/merchant cash from that identify as Hispanic/Latino can also identity as of that race individually and does not include people of that race that identify as Hispanic/Latino. Those that identify as Hispanic/Latino can also identify as any race. each racial category is of that race individually and does not include people of that race that identify as Hispanic/Latino. Those that identify as Hispanic/Latino can also identity as any race. race of that race individually and does not include people of that race that identify as Hispanic/Latino. Those that identify as Hispanic/Latino can also identity as any race. See Federal Deposit Insurance Corporation (FDIC), “2021 FDIC National Survey of Unbanked and Underbanked Households,” (Oct. 2022) at 14-15, available at https://www.fdic.gov/analysis/ household-survey/2021report.pdf. See Federal Reserve Banks, “2023 Report on Employer Firms: Findings from the 2022 Small Business Credit Survey,” supra note 9. Data from Excel “Race, ethnicity of owner(s)” tab, question “Best outcome across loan/LOC/merchant cash advance application(s). Race/ethnicity strata are non-Hispanic white, non-Hispanic Black or African American, non-Hispanic Asian, non-Hispanic Native American, and Hispanic. Gender strata are men-owned, equally owned, and women-owned. See Brendan Cosgrove, et al., supra note 1, at 9, 15-16. Id. at 45.

275 Id. at 23.

276 Id. at 19.


278 Id. Collected 6/27/2023. Business ownership is defined as having 51 percent or more of the stock or equity in the business. Veteran business owners employ roughly 3,966,417 people.


282 See Asani Sarkar, supra note 284.

283 Data from the 2020 5-year American Community Survey (ACS) was used by DERA to estimate the population in zip codes affected by the natural disasters as described in infra note 292. However, certain zip codes were identified as missing population values, so the percentage is likely underestimated.

284 This graphic is based on DERA data. Evaluated from July 1, 2020 to June 30, 2023 using zip codes affected by natural disasters, excluding COVID-19 Pandemic. Zip codes designated as affected are defined as having one or more residents approved for housing assistance under FEMA’s IHP program for natural disasters with classifications of Major Disaster Declaration and incident start dates between July 1, 2020 and June 30, 2023, updated on September 15, 2023. The classification method for disaster areas is based on the methodology in the “2017 Small Business Credit Survey – Report on Disaster-Affected Firms,” Federal Reserve Banks of Dallas, New York, Richmond, and San Francisco, available at https://www.newyorkfed.org/medialibrary/media/smallbusiness/2017/SBCS-Report-on-Disaster-Affected-Firms.pdf.

285 Based on DERA data between July 1, 2020 through June 30, 2023 using zip codes affected by natural disasters as described in supra note 292 for offerings conducted under Regulation D, Regulation A, and Regulation Crowdfunding and registered equity offerings by small public companies. See note 57 for a description of the methodology used to estimate these offerings and issuers and capital raised. Small public companies include U.S. public companies with a size less than or equal to $250 million on the date of the offering, calculated by multiplying the price of the company’s stock at the close of the day of the offering by the number of outstanding shares on the day of the offering. See supra note 144 for a description of how these amounts were estimated.

286 See https://www.ncdc.noaa.gov/billions/; see also https://www.ncei.noaa.gov/access/billions/events. Note that NOAA tracks events on a calendar basis, and we have combined natural disaster events that straddle calendar years.

287 During the time period October 1, 2022 through September 30, 2023. See https://www.ncei.noaa.gov/access/billions/events.


289 Id. Data from Excel “Disaster-impacted firms” tab, question “Share of financing applicants that sought an equity investment” for firms that “Suffered natural disaster-related losses.”

290 See Asani Sarkar, supra note 284.

291 Asani Sarkar, supra note 144 for a description of this methodology.


See Federal Reserve Banks, “2023 Report on Employer Firms, Findings from the 2022 Small Business Credit Survey,” supra note 9. The percentage of U.S. Rural Small Businesses is a percentage of the total U.S. rural small businesses broken down by Census division. The U.S. Rural Small Businesses total 100%. The percentage of small businesses in the region is the percentage of small business that are rural as compared to all small businesses within each individual Census division. The Small Businesses in the Region data is from data appendix Excel “Census Division” tab column “Geography.” The aggregate percentages of the Small Businesses in the Region will not total 100%.


Data from the 2020 5-year American Community Survey (ACS) was used by DERA to estimate the population in zip codes in rural areas. Classification of rural areas are based on the updated list of 2023 End of Year rural area zip codes from the Center for Medicare & Medicaid Services available at https://www.cms.gov/Medicare/Medicare-Fee-for-Service-Payment/FeeScheduleGenInfo.


Based on DERA data between July 1, 2020 through June 30, 2023 for offerings conducted under Regulation D, Regulation A, and Regulation Crowdfunding and registered equity offerings by small public companies. Classification of rural areas are based on the updates list of 2022 End of Year rural area zip codes from the Center for Medicare & Medicaid Services, as described in supra note 304. See note 57 for a description of the methodology used to estimate these offerings and issuers and capital raised. Small public companies include U.S. public companies with a size less than or equal to $250 million on the date of the offering, calculated by multiplying price of the company’s stock at the close of the day of the offering by the number of outstanding shares on the day of the offering. See supra note 144 for a description of how these amounts were estimated.

Id.

See, e.g., “Diverse Founders and Investors” section of the Report above, at 50.


See, e.g., “Small and Emerging Businesses and Exempt Offering Data” section of the Report above, at 14-16.

See e.g., “Small and Emerging Businesses and Exempt Offering Data” section of the Report above, at 6.

See e.g., “Small and Emerging Businesses and Exempt Offering Data” section of the Report above, at 8.

See, e.g., “Women Founders and Investors” section of this Report above, at 42-43 and “Diverse Founders and Investors” section of the Report above, at 56.
For example, discussions about the private companies (excluding pooled funds). See, e.g., “Diverse Founders and Investors” section of the Report above, at 52. Id. at 58. Id. at 52. Id. at 53-54. See, e.g., “Small and Emerging Businesses and Exempt Offering Data” section of the Report above, at 17; “Office of the Advocate for Small Business Capital Formation Annual Report Fiscal Year 2022,” supra note 54, Minority Business Owners and Investors” section at 60. See What is the role of accredited investors?, available at https://www.sec.gov/education/capitalraising/building-blocks/accredited-investor. See, e.g., “Diverse Founders and Investors” section of the Report above, at 52. See supra note 57 for a description of how these amounts were estimated. This number includes $2.0 trillion raised by pooled funds that indicated that they were excluded from the Investment Company Act under Section 3(c)(7) as well as $359 billion raised by funds that indicated that they were excluded from the Investment Company Act under Section 3(c)(7) and Section 3(c)(1).

3(c)(7) funds are limited to “qualified purchasers,” investors who must meet financial and sophistication standards that are much higher than those in the accredited investor definition. See https://www.sec.gov/education/glossary/jargon-z#QP. For example, an individual may be a qualified purchaser if the investor owns $5 million or more in investments, and an entity may qualify if it owns and invests on a discretionary basis at least $2.5 million in investments. For more detail on 3(c)(7) and 3(c)(1) funds, see How do private funds provide capital to early-stage companies?, available at https://www.sec.gov/education/capitalraising/building-blocks/private-fund.

3(c)(7) funds are limited to “qualified purchasers,” investors who must meet financial and sophistication standards that are much higher than those in the accredited investor definition. See https://www.sec.gov/education/glossary/jargon-z#QP. For example, an individual may be a qualified purchaser if the investor owns $5 million or more in investments, and an entity may qualify if it owns and invests on a discretionary basis at least $2.5 million in investments. For more detail on 3(c)(7) and 3(c)(1) funds, see How do private funds provide capital to early-stage companies?, available at https://www.sec.gov/education/capitalraising/building-blocks/private-fund.

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367 Over the past five years, the amount of capital – or “dry powder” – ready to be invested by VCs has continued to increase. In 2022, it reached $280 billion, 61% of which is concentrated in mega-funds with $500 million or more in commitments. See, “Mature and Later-Stage Business” section of the Report above, at 26.
368 For information on the Section 3(c)(1) exemption from the Investment Company Act of 1940, see “How do private funds provide capital to early-stage companies?” available at https://www.sec.gov/education/capitalraising/building-blocks/private-fund.
369 Id.
370 See “IPOs and Small Public Companies” section of the Report above, at 30.
371 Id. at 33.
372 Id. at 36, 38.
373 Id.
374 Id. at 33-35.
375 See “Diverse Founders and Investors” section of the Report above, at 50-56.
376 See “Women Founders and Investors” section of the Report above, at 41-42.
377 See “Diverse Founders and Investors” section of the Report above, at 57 (there has been, however, a significant increase in African American/Black directors between 2019 and 2023); “Women Founders and Investors” section of the Report above, at 46-47.
378 See “Women Founders and Investors” section of the Report above, at 47.
379 See, e.g., “Insider Trading Arrangements and Related Disclosures,” Release Nos. 33-11138; 34-96492; File No. S7-20-21 (Dec. 14, 2022), available at https://www.sec.gov/rules/final/2022/33-11138.pdf (while the Commission did not exempt smaller reporting companies from the new disclosures, those companies would be permitted to limit their disclosures consistent with the scaled approach to their executive compensation disclosures and will benefit from a six-month transition period for compliance); “Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure,” Release Nos. 33-11216; 34-97989; File No. S7-09-22 (Jul. 26, 2023), available at https://www.sec.gov/files/rules/final/2023/33-11216.pdf (while the Commission did not exempt smaller reporting companies, those companies were provided a delayed compliance date for some of the requirements, an accommodation that was not in the proposing release).
383 Committee members include the SEC’s Advocate for Small Business Capital Formation (vacant at the end of fiscal year 2023) and three non-voting members appointed by each of the SEC’s Investor Advocate, the North American Securities Administrators Association (NASAA), and the Small Business Administration, as well as an observer appointed by the Financial Industry Regulatory Authority (FINRA). These non-voting members are indicated with an asterisk.
384 Committee members include the SEC’s Advocate for Small Business Capital Formation (vacant at the end of fiscal year 2023) and three non-voting members appointed by each of the SEC’s Investor Advocate, the North American Securities Administrators Association (NASAA), and the Small Business Administration, as well as an observer appointed by the Financial Industry Regulatory Authority (FINRA). These non-voting members are indicated with an asterisk.
As a final note to our report, please meet your SEC Small Business Advocacy Team!

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ABOUT THIS REPORT + ACKNOWLEDGEMENTS


Pursuant to Section 4(j)(6)(D) of the Exchange Act, this Report is provided directly to the committees of Congress without any prior review or comment from the Commission, any Commissioner, any other officer or employee of the Commission, or the Office of Management and Budget. It does not necessarily reflect the views of the Commission, the Commissioners, or staff of the Commission.

The work of the Office is possible only through the support of our talented and passionate colleagues across the agency. The Office owes special thanks to our colleagues who provided resources for this Report, including the Division of Economic and Risk Analysis for providing data to quantify the state of small business capital formation and contextualize issues, and the Office of Public Affairs for making our written product for this report visually engaging. We particularly thank the following individuals: Daniel Bresler, Juan Carlos Forero, Angela Huang, Olga Itenberg, Vladimir Ivanov, Andy Kim, Isaac Kuznits, Rey-Er Lee, Wei Liu, Chris Onrubia, Elizabeth Phillips, Zehra Sikandar, Brian Ward, Guang Yang, Jeorge Young, and Huaiqiang (John) Zheng.