

## Comparison to prior version, dated July 31, 2018

### Question 126.06

**Question:** Exchange Act Rule 14a-6(g)(1) requires ~~that~~ any person who engages in a solicitation pursuant to Exchange Act Rule 14a-2(b)(1) and beneficially owns over \$5 million of the class of securities that is the subject of the solicitation to furnish or mail to the Commission a statement containing the information specified in the Notice of Exempt Solicitation (Exchange Act Rule 14a-103) no later than three days after the date the written solicitation is first sent or given to any security holder. Rule 14a-103 requires the soliciting [party person](#) to attach only those written soliciting materials “required to be submitted” pursuant to Rule 14a-6(g)(1). If a soliciting [party person](#) is not subject to Rule 14a-6(g)(1), is it permitted to submit a Notice of Exempt Solicitation?

**Answer:** Although the requirements of Rule 14a-6(g)(1), including the submission of a Notice of Exempt Solicitation, only apply to a soliciting [party person](#) who beneficially owns more than \$5 million of the class of subject securities, the staff will not object to a voluntary submission of such a notice [by a soliciting person who does not beneficially own more than \\$5 million of the class of subject securities](#), provided that the written soliciting material is submitted under the cover of Notice of Exempt Solicitation as described in [C&DI Question 126.07](#) and such cover notice clearly states that :

- [the soliciting person does not beneficially own more than \\$5 million of the class of subject securities; and](#)
- the notice is [therefore](#) being provided on a voluntary basis. ~~Doing so will make it clear to investors the nature of the submission and that it is being made on behalf of a soliciting party who does not beneficially own more than \$5 million of the class of subject securities.~~ [\[July 31, 2018\]](#)

[\[January 27, 2025\]](#) [\[Comparison to prior version\]](#)