GUARDD, INC.
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July 13, 2026

VIA WRITTEN INPUT SUBMISSION FORM

Crypto Task Force
Attn: Commissioner Hester M. Peirce
U.S. Securities and Exchange Commission
100 F Street, NE, Washington, DC 20549

Re: Written Input Ahead of the Anticipated Crypto Assets Rulemaking (RIN 3235-AN38) — Secondary-Market Disclosure Infrastructure and Qualified Disclosure Publisher Recognition

Dear Commissioner Peirce and Members of the Crypto Task Force:

Purpose of This Submission

The Commission's 2026 regulatory agenda targets a proposal on the offer and sale of crypto assets, including potential exemptions and safe harbors. GUARDD writes to urge that the proposing release address not only how crypto assets are issued, but how they lawfully trade afterward. This submission updates and consolidates the framework we provided in our May 13, 2025 letter to the Task Force following the Tokenization Roundtable and our December 10, 2025 letter to Chairman Atkins proposing recognition of "Qualified Disclosure Publishers" (QDPs), and adds market data from our affiliated CCLEAR database on what happens when primary-market innovation outruns secondary-market infrastructure.

The Gap Legislation Will Not Close

The CLARITY Act, which the Senate Banking Committee recently advanced, addresses taxonomy: it tells market participants what their token is — a digital commodity under CFTC jurisdiction or a digital asset security under Commission jurisdiction. It does not tell them how to trade it. A token classified as a security still faces the same secondary-trading architecture that has constrained exempt securities for decades: Rule 15c2-11 information requirements designed for non-reporting issuers, and a state Blue Sky patchwork in which 43 states recognize a "manual exemption" built for printed directories, implemented inconsistently, and never designed for digital or tokenized instruments. Classification without trading infrastructure produces assets that are legal to hold and impractical to sell. If the Commission's rulemaking creates exemptions and safe harbors for crypto asset offerings without addressing this, it will scale the very problem it aims to solve.

The Evidence: An On-Ramp with No Exit

Regulation Crowdfunding provides a decade-long natural experiment in what happens when a primary market is built without secondary infrastructure. Per CCLEAR transaction-level data: more than $2.95 billion has been raised across 10,899 offerings by 9,300+ issuers since 2016 — yet less than 1% of issuers have achieved meaningful secondary liquidity. The largest secondary marketplace for crowdfunded securities has quoted only 25 companies, with roughly $1.4 million in total trading volume, against billions raised in the primary market. One issuer spent more than $90,000 and over a year attempting state-by-state compliance solely to enable lawful secondary trading for its investors. Meanwhile, 257 of these companies went on to attract $5.04 billion in institutional follow-on funding — success their earliest retail investors cannot sell into. Tokenized securities issued under new exemptions will inherit precisely this trap unless the proposing release builds the exit alongside the on-ramp.

The Solution: Qualified Disclosure Publisher Recognition

As detailed in our December 10, 2025 letter, we propose that the Commission use its exemptive authority under Section 36 of the Exchange Act to recognize Qualified Disclosure Publishers — entities meeting specified standards for collecting, verifying, and publicly disseminating issuer information. In summary, a QDP would:

- Collect and publish, at minimum, the Rule 15c2-11(b) information set for non-reporting issuers — and for tokenized securities, additionally the token contract address, blockchain network, token standard, transfer-restriction mechanisms, and smart contract audit status;
- Enforce update cadence (material changes within a specified period; annual financials within 90 days of fiscal year end; quarterly confirmation), with flagging or removal of non-compliant issuers;
- Make information freely and publicly accessible in standardized, machine-readable formats; and
- Operate under written policies, modification controls, and Commission examination consent.

Recognition would confirm that broker-dealers may rely on QDP-published information for Rule 15c2-11 purposes; that registered ATSs limiting trading to QDP-covered securities satisfy applicable information-availability requirements; and — critically — that securities with current QDP-published disclosure may trade in uniform national secondary markets, preempting the inconsistent state manual-exemption patchwork while preserving state anti-fraud authority. This is not a request to build new infrastructure: GUARDD has published standardized disclosures for over 560 securities across Regulation A+, Regulation Crowdfunding, and Regulation D since 2021, in partnership with Mergent's National Securities Manual and registered ATSs. The framework is operational today; what is missing is regulatory recognition. We do not suggest GUARDD should be the exclusive QDP — recognition criteria should invite competitive entry.

Specific Requests for the Proposing Release

1. Include secondary trading within the scope of the crypto assets proposal (or its companion market-structure proposal), rather than deferring it to future rulemaking;

2. Propose recognition criteria for Qualified Disclosure Publishers as a compliant information pathway under Rule 15c2-11 for non-reporting and tokenized issuers;

3. Provide that securities — traditional or tokenized — with current QDP-published disclosure may trade on registered venues nationwide, preempting inconsistent state manual-exemption requirements while preserving state anti-fraud enforcement; and

4. Standardize token-specific disclosure fields so that on-chain characteristics are disclosed with the same rigor as financial statements.

Conclusion

The Commission has framed this rulemaking as bringing crypto capital formation onshore under clear rules with strong investor protections. Disclosure-based secondary market infrastructure is where those goals converge: it protects investors through current, standardized, verified information, and it makes U.S. venues viable by making U.S.-issued tokens tradable. We would welcome the opportunity to meet with the Task Force to walk through the operational framework and the underlying data, and have separately requested a meeting through the Task Force's meeting-request form.

Respectfully submitted,

/s/ Sherwood Neiss

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cc: The Honorable Paul S. Atkins, Chairman; The Honorable Mark T. Uyeda, Commissioner; Jim Moloney, Director, Division of Corporation Finance