

SECURITIES AND EXCHANGE COMMISSION

[Release No. 33-11446; File No. 4-932]

Potential Designation of U.S. Certified Public Accountant License as Qualifying Natural Persons for Accredited Investor Status

AGENCY: Securities and Exchange Commission.

ACTION: Notice; request for comment.

SUMMARY: Notice is given that the Securities and Exchange Commission (the “Commission”) is considering whether to issue an order designating holding a license as a U.S. certified public accountant (a “CPA”) in good standing as qualifying natural persons for accredited investor status.

DATES: This release was published in the *Federal Register* on [INSERT DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]. Comments should be received on or before [INSERT DATE 60 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

ADDRESSES: Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission’s internet comment form (<https://www.sec.gov/comments/4-932/potential-designation-us-certified-public-accountant-license-qualifying-natural-persons-accredited>); or
- Send an email to rule-comments@sec.gov. Please include File Number 4-932 on the subject line. To submit a comment to more than one file, please include each file number on the subject line.

Paper comments:

- Send paper comments to Vanessa A. Countryman, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to File Number 4-932. To submit a comment to more than one file, please refer to each file number. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method of submission. The Commission will post all submitted comments on its website (<https://www.sec.gov/rules-regulations/public-comments/4-932>). Do not include personally identifiable information in submissions; you should submit only information that you wish to make available publicly. The Commission may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection.

FOR FURTHER INFORMATION CONTACT: John Byrne, Office Chief, Kenisha D. Nicholson, Senior Special Counsel, or Max Corey, Special Counsel, Office of Small Business Policy, Division of Corporation Finance, at 202-551-3460, and Blaine Roundy, Senior Special Counsel, Office of the Chief Accountant, at (202) 551-5300, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

I. BACKGROUND

A. Accredited Investor Definition

Regulation D¹ provides a widely-used set of exemptions from registration under 15 U.S.C. 77a *et seq.* (the “Securities Act”) for the offer and sale of securities.² Among other things,

¹ 17 CFR 230.500 through 230.508.

² Approximately \$400 billion was raised in Regulation D offerings (excluding pooled funds) between July 1, 2024 and June 30, 2025. *See Staff Report from Office of the Advocate for Small Business Capital Formation*

Regulation D includes the regulatory definition of “accredited investor” in 17 CFR 230.501(a) (“Rule 501(a)”) followed by the three main operative provisions—17 CFR 230.504 (“Rule 504”),³ 17 CFR 230.506(b) (“Rule 506(b)”)⁴ and 17 CFR 230.506(c) (“Rule 506(c)”)⁵. The Commission has stated that the “accredited investor” definition under Regulation D is intended to capture persons whose financial sophistication renders the protection of the Securities Act’s registration process unnecessary.⁶

The definition of “accredited investor” is a cornerstone of Regulation D and also plays an important role in other Federal securities law contexts.⁷ Qualifying for accredited investor status is significant because accredited investors may, under Commission rules, participate in

(“OASB”) Fiscal Year 2025 OASB Annual Report (Jan. 8, 2026) at 14, available at <https://www.sec.gov/files/2025-oasb-staff-report.pdf>.

³ Rule 504 provides an exemption from registration under the Securities Act for the offer and sale of up to \$10 million of securities in a 12-month period from an unlimited number of investors (without regard to whether those investors are accredited).

⁴ Rule 506(b) is a safe harbor under section 4(a)(2) of the Securities Act that permits issuers to raise any amount from an unlimited number of accredited investors but limits the number of non-accredited investors to 35 in any 90-calendar-day period. The rule does not permit general solicitation and, where non-accredited investors purchase in the Rule 506(b) offering, the information requirements in 17 CFR 230.502(b) must be met. *See* 17 CFR 230.506(b)(1); 17 CFR 230.506(b)(2)(i); 17 CFR 230.502(b).

⁵ Rule 506(c) provides an exemption from registration under the Securities Act, and permits issuers to raise any amount from an unlimited number of accredited investors. The exemption permits general solicitation, but issuers may not make any sales to non-accredited investors under Rule 506(c), and the issuer must take reasonable steps to verify that all purchasers are accredited. *See also* Jumpstart Our Business Startups Act of 2012, Pub. L. No. 112-106, sec. 201(a), 126 Stat. 306 (2012) (directing the Commission to revise its rules “to provide that the prohibition against general solicitation or general advertising contained in section 230.502(c) of such title [17] shall not apply to offers and sales of securities made pursuant to section 230.506, provided that all purchasers of the securities are accredited investors Section 230.506 of title 17, Code of Federal Regulations, as revised pursuant to this section, shall continue to be treated as a regulation issued under section 4(2) of the Securities Act of 1933 (15 U.S.C. 77d(2))”).

⁶ *See Accredited Investor Definition*, Release No. 33-10824 (Aug. 26, 2020) [85 FR 64234, n.7 and accompanying text (Oct. 9, 2020)] (“Accredited Investor Adopting Release”); *Regulation D Revisions; Exemption for Certain Employee Benefit Plans*, Release No. 33-6683 (Jan. 16, 1987) [52 FR 3015 (Jan. 30, 1987)]. *See also SEC v. Ralston Purina Co.*, 346 U.S. 119, 125 (1953) (taking the position that the availability of the section 4(a)(2) exemption “should turn on whether the particular class of persons affected needs the protection of the [Securities] Act. An offering to those who are shown to be able to fend for themselves is a transaction ‘not involving any public offering’”).

⁷ For example, each of 17 CFR 230.251 through 230.263 (“Regulation A”) and 17 CFR 227.100 through 227.504 (“Regulation Crowdfunding”) contains limitations on the amount an investor may invest if such investor is not an accredited investor. *See* 17 CFR 230.251(d)(2)(i)(C) and 17 CFR 227.100(a)(2).

investment opportunities that are generally not available to non-accredited investors, such as investments in private companies and offerings by private funds.

Accredited investors are natural persons and entities that come within, or that the issuer reasonably believes come within, any of the enumerated categories contained in Rule 501(a).

Natural persons may qualify as accredited investors if they are:

- Any director, executive officer, or general partner of the issuer of the securities being offered or sold or of a general partner of that issuer, pursuant to 17 CFR 230.501(a)(4);
- Individuals who have a net worth exceeding \$1,000,000 (excluding the value of the individual's primary residence and any indebtedness secured by such residence up to the estimated value of the residence), either alone or with their spouse or spousal equivalent, pursuant to 17 CFR 230.501(a)(5);
- Individuals who had an income in excess of \$200,000 in each of the two most recent years, or joint income with the individual's spouse or spousal equivalent in excess of \$300,000 in each of those years, and have a reasonable expectation of reaching the same income level in the current year, pursuant to 17 CFR 230.501(a)(6);
- Individuals who are holders in good standing of one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited investor status, pursuant to 17 CFR 230.501(a)(10) ("Rule 501(a)(10)");

- Individuals who are “knowledgeable employees,”⁸ under the Investment Company Act of 1940 (the “Investment Company Act”),⁹ of the private-fund issuer of the securities being offered or sold, pursuant to 17 CFR 230.501(a)(11); or
- Individuals who are “family clients” of a “family office”¹⁰ under the Investment Advisers Act of 1940 (the “Advisers Act”)¹¹ and whose prospective investment in the issuer is directed by such family office in accordance with 17 CFR 230.501(a)(12)(iii), pursuant to 17 CFR 230.501(a)(13) (“Rule 501(a)(13)”).

Various institutions may qualify as accredited investors based on their status alone or on a combination of their status and the amount of their total assets or investments. Institutions that qualify include:

- Banks, savings and loan associations; brokers or dealers registered pursuant to section 15 of the Securities Exchange Act of 1934;¹² certain investment advisers; insurance companies; investment companies registered under the Investment Company Act or business development companies as defined in section 2(a)(48) of the Investment Company Act;¹³ and certain specialized investment companies;¹⁴ plans established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total

⁸ 17 CFR 270.3c-5(a)(4).

⁹ 15 U.S.C. 80a-1 *et seq.*

¹⁰ 17 CFR 275.202(a)(11)(G)-1 (defining “family office”).

¹¹ 15 U.S.C. 80b-1 *et seq.*

¹² 15 U.S.C. 78o.

¹³ 15 U.S.C. 80a-2(a)(48).

¹⁴ This includes small business investment companies licensed under section 301(c) or (d) of the Small Business Investment Act of 1958 [15 U.S.C. 661 *et seq.*], and any rural business investment company as defined in section 384A of the Consolidated Farm and Rural Development Act [7 U.S.C. 1921].

assets in excess of \$5 million; employee benefit plans (within the meaning of the Employee Retirement Income Security Act of 1974¹⁵) if a bank, savings and loan association, insurance company, or registered investment adviser makes the investment decisions, or if the plan has total assets in excess of \$5 million, or, if a self-directed plan, with investment decisions made solely by persons who are accredited investors, pursuant to 17 CFR 230.501(a)(1) (“Rule 501(a)(1)”);

- Any private business development company as defined in section 202(a)(22) of the Advisers Act,¹⁶ pursuant to 17 CFR 230.501(a)(2) (“Rule 501(a)(2)”);
- Charitable organizations, corporations, business trusts, partnerships, or limited liability companies not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000, pursuant to 17 CFR 230.501(a)(3) (“Rule 501(a)(3)”);¹⁷
- Trusts with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in 17 CFR 230.506(b)(2)(ii), pursuant to 17 CFR 230.501(a)(7) (“Rule 501(a)(7)”);
- Entities in which all of the equity owners are accredited investors, pursuant to 17 CFR 230.501(a)(8) (“Rule 501(a)(8)”);

¹⁵ 29 U.S.C. 1001 *et seq.*

¹⁶ 15 U.S.C. 80b-2(a)(22).

¹⁷ A charitable organization is as described in section 501(c)(3) of the Internal Revenue Code [26 U.S.C. 501(c)(3)].

- Any entity, of a type not listed in Rules 501(a)(1), (2), (3), (7), or (8), not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000, pursuant to 17 CFR 230.501(a)(9);
- “Family offices” meeting certain requirements, pursuant to 17 CFR 230.501(a)(12) (“Rule 501(a)(12)”);¹⁸ and
- Entities that are “family clients” of a “family office” that meets the requirements of Rule 501(a)(12), pursuant to Rule 501(a)(13).

B. Background on Rule 501(a)(10) and Overview of Potential Designation

Rule 501(a)(10) confers accredited investor status on any natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited investor status.¹⁹ In adopting Rule 501(a)(10), the Commission stated that certain “professional credentials and experience should enable [investors that hold such credentials] to assess investment opportunities, appropriately allocate capital based on their individual circumstances, including whether to reallocate investment capital between private investments and other equivalent-sized investments, and otherwise make appropriately informed decisions regarding their financial interests, including their ability to bear the financial risk.”²⁰

¹⁸ The family office must have assets under management in excess of \$5,000,000; not been formed for the specific purpose of acquiring the securities offered; and its prospective investments directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment. *See* 17 CFR 230.501(a)(12)(i) through 230.501(a)(12)(iii).

¹⁹ Rule 501(a)(10) does not expressly define what constitutes good standing. In connection with the adoption of Rule 501(a)(10), the Commission stated that in addition to passing the relevant exam, “maintaining an active certification, designation, or license is sufficient to demonstrate the individual’s financial sophistication to invest in exempt offerings . . . [and] that an inactive certification, designation, or license, particularly when the certification or designation has been inactive for an extended period of time, could lessen the validity of the certification or designation as a measure of financial sophistication.” Accredited Investor Adopting Release at 64242. *See infra* section II.B.1.

²⁰ *Id.* at 64241.

Rule 501(a)(10) contains the following non-exclusive list of attributes that the Commission will consider in determining whether to designate a professional certification or designation or credential from an accredited educational institution as qualifying for accredited investor status:

- The certification, designation, or credential arises out of an examination or series of examinations administered by a self-regulatory organization or other industry body or is issued by an accredited educational institution, under 17 CFR 230.501(a)(10)(i) (“Rule 501(a)(10)(i)”);
- The examination or series of examinations is designed to reliably and validly demonstrate an individual’s comprehension and sophistication in the areas of securities and investing, under 17 CFR 230.501(a)(10)(ii) (“Rule 501(a)(10)(ii)”);
- Persons obtaining such certification, designation, or credential can reasonably be expected to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment, under 17 CFR 230.501(a)(10)(iii) (“Rule 501(a)(10)(iii)”); and
- An indication that an individual holds the certification or designation is either made publicly available by the relevant self-regulatory organization or other industry body or is otherwise independently verifiable, under 17 CFR 230.501(a)(10)(iv) (“Rule 501(a)(10)(iv)”)²¹

²¹ Additionally, Note 1 to paragraph 501(a)(10) specifies that the Commission will designate professional certifications or designations or credentials as qualifying such holders as accredited investors by order, after notice and an opportunity for public comment.

In proposing Rule 501(a)(10), the Commission noted prior recommendations to designate CPA licenses as qualifying natural persons for accredited investor status, but did not include them in the proposed list of certifications or designations to be included in an initial Commission order accompanying the final rule, if adopted.²² In response to the omission, some commenters to the Accredited Investor Proposing Release suggested including CPA licenses in the initial list of professional certifications, designations, and credentials.²³ One of these commenters stated that the CPA exam process is “rigorous” and requires “extensive” education.²⁴ Other commenters opposed including CPAs as accredited investors.²⁵ One of these commenters expressed concerns that the “[CPA license] is not focused on investing,”²⁶ and another commenter stated that the CPA license by itself “[does not] reliably and validly demonstrate an individual’s comprehension and sophistication in the areas of securities and investing.”²⁷

Consistent with the proposal, at the time of adoption of Rule 501(a)(10), the Commission issued an order designating the General Securities Representative license (Series 7), Private Securities Offerings Representative license (Series 82), and Investment Adviser Representative

²² See *Amending the “Accredited Investor” Definition*, Release No. 33-10734 (Dec. 18, 2019) [85 FR 2574, 2579-2581 (Jan. 15, 2020)] (the “Accredited Investor Proposing Release”).

²³ See, e.g., letter from American Association of Private Lenders (May 27, 2020); letter from Seyed Arab (Dec. 18, 2019) (“S. Arab”); from Artivest Holdings, Inc. (Apr. 22, 2020); letter from David Burton (May 1, 2020) (“D. Burton”); letter from Carta, Inc. (Mar. 16, 2020); letters from CityVest (Jan. 6, 2020 and Jan. 7, 2020); letter from Geraci LLP (Mar. 9, 2020); letter from Matt Langford (Dec. 18, 2019). The comment letters to the Accredited Investor Proposing Release are available at <https://www.sec.gov/comments/s7-25-19/s72519.htm>.

²⁴ See letter from S. Arab.

²⁵ See, e.g., letter from the Maryland State Bar Association (Mar. 16, 2020) (stating “[w]e do not believe that even the most thorough understanding of accounting and auditing standards provides the individual who possesses such knowledge with any degree of financial sophistication in the sense of being able to make knowledgeable investment decisions”); letter from Consumer Federation of America (Mar. 9, 2020) (“Consumer Federation”); letter from the North American Securities Administrators Association (Mar. 16, 2020) (“NASAA”); letter from G. Philip Rutledge (Jan. 31, 2020).

²⁶ See letter from NASAA.

²⁷ See letter from Consumer Federation.

license (Series 65) as qualifying a holder of such licenses in good standing for accredited investor status.²⁸ In the Accredited Investor Adopting Release, the Commission expressly noted that “[a]lthough other professional certifications, designations, and credentials, such as other FINRA exams, a specific accredited investor exam, other educational credentials, or professional experience received broad commenter support, we are taking a measured approach to the expansion of the definition . . . [and] we believe it is appropriate to consider these other credentials after first gaining experience with the revised rules.”²⁹

The Commission has now had over five years of experience with the initially designated professional licenses. There is no evidence that we are aware of to suggest that the expansion in 2020 of the accredited investor definition to include these types of financially sophisticated investors has created investor protection concerns. Since the adoption of Rule 501(a)(10) and the initial designations, the Commission has received recommendations to further expand the number of investors that qualify as accredited investors under Rule 501(a)(10).³⁰ The arguments

²⁸ The exams for the General Securities Representative license (Series 7) and the Private Securities Offerings Representative license (Series 82) are developed and administered by the Financial Industry Regulatory Authority (“FINRA”), and the exam for the Investment Adviser Representative license (Series 65) was developed by NASAA and is administered by FINRA. *See Order Designating Certain Professional Licenses as Qualifying Natural Persons for Accredited Investor Status*, Release No. 33-10823 (Aug. 26, 2020) [85 FR 64234 (Oct. 9, 2020)].

²⁹ Accredited Investor Adopting Release at 64243.

³⁰ *See, e.g., Report on the 45th Annual Small Business Forum* (July 27, 2026) at 17, available at <https://www.sec.gov/files/2026-oasb-annual-forum-report.pdf> (recommending that the Commission “expand the accredited investor definition to include additional measures of sophistication, including through an investor test and experience”); *Report on the 44th Annual Small Business Forum* (Sept. 22, 2025) at 18, available at <https://www.sec.gov/files/2025-oasb-annual-forum-report.pdf> (recommending that the Commission “[e]xpand the accredited investor definition to include additional measures of sophistication”); SEC Small Business Capital Formation Advisory Committee Recommendation regarding the Accredited Investor Definition (May 1, 2024), available at <https://www.sec.gov/files/recs-accredited-investor-definition.pdf> (recommending in part that persons not meeting the definition be able to undertake an educational program, which would allow them to invest a percent of their assets); OASB, *Annual Report for Fiscal Year 2023* at 75, available at <https://www.sec.gov/files/2023-oasb-annual-report.pdf> (recommending expansion of the accredited investor definition to add qualitative professional criteria and alternative ways to demonstrate financial sophistication). *See also* SEC Investor Advisory Committee Recommendation regarding Retail Investor Access to Private Market Assets (Sept. 18, 2025), available at <https://www.sec.gov/files/iac-recommendation-private-market->

in some of these recommendations echo the arguments contained in letters from commenters in connection with the adoption of Rule 501(a)(10), which stated that the definition limits access to private investments primarily to those who are wealthy,³¹ have close ties to the issuer,³² or have certain jobs in the financial industry.³³ The Commission has also received petitions for rulemaking requesting changes to the accredited investor definition.³⁴

For the reasons set forth in section II, we believe that holding a CPA license in good standing would satisfy the standard in Rule 501(a)(10).³⁵ Accordingly, as required by Rule

[assets-final-09182025.pdf](#) (not taking a position on whether the accredited investor definition should be expanded, but recommending that, if the definition were to be expanded, the Commission consider expanding the accredited investor definition to cover additional professional certifications or designations or credentials, including a CPA license).

³¹ See, e.g., letter from D. Burton (stating that “people outside of the financial industry should have a means to prove that they have the knowledge and sophistication to qualify as [accredited investors] . . . [o]therwise, the Commission will effectively creat[e] barriers where only affluent people or those it regulates in the financial industry have access to these investments.”); letter from Tron Black (Nov. 20, 2019, last updated Dec. 24, 2019).

³² See, e.g., letter from Bruce A. Wallick (Dec. 19, 2019) (stating that the “[accredited investor definition] should include an opportunity for self-taught investors to demonstrate their financial sophistication and achieve accredited status.”); letter from D. Burton.

³³ See, e.g., letter from Crowdwise, LLC (Mar. 1, 2020) (stating that it is crucial for the Commission to “consider how self-taught, sophisticated investors who do *not* have any other financial credentials (nor the ability to get them) or finance industry experience can still have access to the same investment opportunities that are available to accredited investors today.”); letter from D. Burton (stating that expansion of the accredited investor definition “will help investors that would typically otherwise be barred from investing in Regulation D offerings (most often younger investors or those that live outside of high-income metropolitan areas).”).

³⁴ See Benjamin Bartel, *Petition for Rulemaking to Amend the Accredited Investor Definition in Rule 501(a) of SEC Regulation D* (Sept. 25, 2025), available at <https://www.sec.gov/files/rules/petitions/2025/petn4-871.pdf>; Fabricio R. Murillo Garcia, *Petition for Modification of Definition of Accredited Investors* (Feb. 13, 2024), available at <https://www.sec.gov/files/rules/petitions/2024/petn4-823.pdf>; Nicholas Morgan, Investor Choice Advocates Network, *Rulemaking petition to reduce the diversity, equity, and inclusion (“DEI”) barriers for “accredited investors” by replacing the net worth and income requirements of Rule 501(a) under the Securities Act of 1933 with non-financial metrics* (Nov. 9, 2022), available at <https://www.sec.gov/files/rules/petitions/2022/petn4-796.pdf>; Benny R. Brown, *Request to change the rules which qualifies an individual or individuals as an accredited investor* (Apr. 26, 2021), available at <https://www.sec.gov/files/rules/petitions/2021/petn4-773.pdf>. The Commission has considered these petitions in connection with this notice and the other notices published elsewhere in this issue of the *Federal Register*. See *infra* note 35.

³⁵ We are also concurrently providing notice pursuant to Note 1 to paragraph 501(a)(10) with respect to the potential designation of each of the following as qualifying natural persons for accredited investor status: the passage of an accredited investor exam to be developed by FINRA; holding a charter as a Chartered Financial Analyst in good standing; holding a certification as a Certified Financial Planner in the United States in good

501(a)(10), we are providing notice and an opportunity for public comment on potential designation of holding a CPA license in good standing as qualifying natural persons for accredited investor status.³⁶

II. DISCUSSION

A. CPA Licensure Requirements

1. Background

We believe designating holding a CPA license in good standing as qualifying natural persons for accredited investor status would be consistent with the standard in Rule 501(a)(10) because such status meets the non-exclusive attributes the Commission identified in Rule 501(a)(10) as relevant to its consideration of adding additional professional certifications or designations or credentials.

A CPA license is issued by one of 55 U.S. jurisdictions (each of the fifty states plus the District of Columbia, the Northern Mariana Islands, Guam, Puerto Rico, and the U.S. Virgin Islands).³⁷ In order to obtain a CPA license, an individual must meet the educational and experience requirements as well as pass the Uniform CPA Examination (the “Exam”) and meet

standing; and the Investment Banking Representative license (Series 79) and the Research Analyst license (Series 86 and Series 87). See *Potential Designation of Passage of an Accredited Investor Exam to be Developed by FINRA as Qualifying Natural Persons for Accredited Investor Status; Potential Designation of Chartered Financial Analyst Designation as Qualifying Natural Persons for Accredited Investor Status; Potential Designation of Certified Financial Planner Certification as Qualifying Natural Persons for Accredited Investor Status; Potential Designations of the Investment Banking Representative License (Series 79) and the Research Analyst License (Series 86 and Series 87) as Qualifying Natural Persons for Accredited Investor Status* published elsewhere in this issue of the *Federal Register*.

³⁶ As is the case for the other prongs of the accredited investor definition, individuals holding CPA licenses in good standing would only themselves qualify as accredited investors and could not rely on their status as accredited investors to purchase securities on behalf of another person.

³⁷ See National Association of State Boards of Accountancy (“NASBA”), *CPA Exam Candidate Guide* (“Candidate Guide”) at 6, available at <https://nasba.org/wp-content/uploads/2026/09/CPA-Exam-Candidate-Guide-09212026.pdf> (last retrieved Sept. 24, 2026).

the licensure requirements specific to the jurisdiction in which she would like to be licensed.³⁸

The American Institute of Certified Public Accountants (the “AICPA”) is responsible for developing and scoring the Exam. NASBA—a member organization composed of the accounting boards of each jurisdiction that issues a CPA license—serves as a central clearinghouse for information related to persons who take the Exam.³⁹

As of August 27, 2026, NASBA estimates there are over 650,000 CPAs.⁴⁰ Additionally, the AICPA has found that participation by undergraduate and graduate students in accounting programs has increased recently, which could, over time, lead to an increase in the number of persons who hold a CPA license in good standing.⁴¹

2. Educational and Supervised Experience Requirements

Prior to applying for CPA licensure, a person must confirm with the jurisdiction where she intends to seek licensure that she meets the requirements of such jurisdiction.⁴² Jurisdictions

³⁸ The education requirements to sit for the Exam are different for every state. For example, some states require 150 total semester hours to qualify; while some may require less. *See* NASBA, *How to Get Licensed* (“NASBA Licensing”), available at <https://nasba.org/licensure/gettingacpalicense/howtogetlicensed/> (last retrieved Sept. 24, 2026). *See also* *infra* note 42.

³⁹ *See* Candidate Guide at 7.

⁴⁰ Two jurisdictions—Hawaii and New Mexico—are not included in this estimate. *See* NASBA, *How Many CPAs Are There*, available at <https://nasba.org/licensure/howmanycpas> (estimating the number of actively licensed CPAs based on the aggregate of data from the Accountancy Licensee Database) (last retrieved Sept. 24, 2026).

⁴¹ Postsecondary enrollment consists of enrollments at 4-year colleges and universities, community colleges, hybrid institutions that primarily offer associate’s degrees, and graduate schools. *See* AICPA, *U.S. Accounting Undergraduate Enrollment Rises for Third Straight Year* (Jan. 20, 2026) available at <https://www.aicpa-cima.com/news/article/u-s-accounting-undergraduate-enrollment-rises-for-third-straight-year> (last retrieved Sept. 24, 2026).

⁴² *See* NASBA Licensing. NASBA and the AICPA have mutual recognition agreements with the following professional organizations outside of the U.S.: CPA Australia, Chartered Accountants Australia and New Zealand, CPA Canada, Chartered Accountants Ireland, CPA Ireland, Instituto Mexicano de Contadores Publicos, and South African Institute of Chartered Accountants. These agreements set the qualification requirements for International Qualification Exam (“IQEX”), which is an exam designed to facilitate the CPA qualification process for accounting professionals from those jurisdictions. The IQEX specifically uses a section of the Exam that tests knowledge related to ethics, professional and legal responsibilities, business law, and taxation in U.S. accounting practice; however, passage does not grant individuals who pass the IQEX a CPA license. Accordingly, passing the IQEX alone would not qualify a person as an accredited investor. *See* NASBA,

typically have an educational component, such as an accounting degree, and a supervised experience component, such as having been employed in the accounting industry, that the applicant must meet before being eligible to sit for the Exam. Generally, each jurisdiction requires at least one of the following pathways:

- a baccalaureate degree with an accounting concentration,⁴³ 30 additional educational credit hours, and one year of supervised experience;
- a post-baccalaureate degree with an accounting concentration, and one year of supervised experience; or
- a baccalaureate degree with an accounting concentration, and two years of supervised experience.

The first two pathways are currently available in each jurisdiction, and the third pathway is being implemented in a number of jurisdictions.⁴⁴ The specific educational and supervised experience requirements for the issuance of a CPA license are set by each individual jurisdiction.

International Qualification Examination (IQEX), available at <https://nasba.org/exams/iqex/> (last retrieved Sept. 24, 2026). See also NASBA, *IQEX Candidate Guide* (“IQEX Candidate Guide”) at 2 (stating that “[t]he IQEX currently uses an administration of the Uniform CPA Examination’s Regulation (REG) section”), available at <https://nasba.org/wp-content/uploads/2026/09/IQEX-Guide-New-Design-09212026.pdf> (last retrieved Sept. 24, 2026). However, NASBA recognizes the requirements of the jurisdictions that are party to these mutual recognition agreements as substantially equivalent to the education, examination, and experience requirements of CPAs through the passage of the Exam and satisfaction of the requirements of their jurisdiction of licensure. Therefore, if an individual that passes the IQEX becomes licensed as a CPA and holds such license in good standing, such persons would qualify as an accredited investor. See NASBA, *Candidates & Professionals*, available at <https://nasba.org/international/candidates-professionals/> (last retrieved Sept. 24, 2026); IQEX Candidate Guide at 5.

⁴³ A concentration typically means getting a specific number of credits in accounting and related business subjects. The specific credit hour requirements vary by state, but they are often between 24-30 hours of accounting and 24 hours of business subjects. See AICPA and CIMA, *Education Pathways: Frequently Asked Questions*, available at <https://www.thiswaytocpa.com/education/articles/choosing-well/faq-new-pathway-become-cpa/> (last retrieved Sept. 24, 2026).

⁴⁴ The third pathway was created in 2025 through NASBA and AICPA’s adoption of new model rules governing the licensure of CPAs. See NASBA, *AICPA and NASBA Approve Model Legislation for New CPA Licensure Path* (May 14, 2025) available at <https://nasba.org/wp-content/uploads/2025/05/AICPA-and-NASBA-Approve-Model-Legislation-for-New-CPA-Licensure-Path-Final-14May25.pdf> (last retrieved Sept. 24, 2026). As of July 21, 2026, NASBA reports that a majority of jurisdictions have adopted additional licensure pathways with

CPA candidates must also comply with any other requirements specific to the jurisdiction in which they will be licensed.⁴⁵ While education and supervised experience requirements have changed over time in certain jurisdictions (for example, in the past, certain licensees were not required to complete the same amount of educational and supervised experience currently required), such persons would have been subject to ongoing education requirements in order to maintain an active CPA license, which are discussed in section II.A.4.

3. Exam

i. Contents

The Exam is designed to assess the knowledge and skills that the AICPA has determined that all CPAs need in their role to protect the public interest.⁴⁶ The Exam tests accounting related knowledge and skills through:

effectiveness dates ranging from 2025 through 2027. See NASBA, *New Licensures Pathways Legislation*, available at <https://nasba.org/pathways/>, under “Click Here.” (last retrieved Sept. 24, 2026).

⁴⁵ For example, certain jurisdictions require a stand-alone ethics exam prior to licensure, which may be the AICPA’s ethics exam or a jurisdiction-specific ethics exam. Most jurisdictions require proof of residency or U.S. citizenship to take the Exam, but some do not require either. Two jurisdictions require that the person be 21 years of age to take the Exam and receive a CPA license. See Becker, *CPA Exam Requirements*, available at <https://www.becker.com/cpa-review/requirements> (last retrieved Sept. 24, 2026). California, for example, requires a criminal background check prior to licensure, while Wyoming requires self-reporting of certain events, such as a conviction from a felony or other crime where an element of the crime was dishonesty or fraud. See also California Board of Accountancy, *Initial Licensing FAQs*, available at <https://www.dca.ca.gov/cba/applicants/initial-license-faqs.shtml> (last retrieved Sept. 24, 2026); Wyoming Board of Certified Public Accountants, *Original Certificate Application*, available at <https://cpaboard.wyo.gov/individuals/certificate-application-information/original-certificate> (last retrieved Sept. 24, 2026).

⁴⁶ AICPA, *Uniform CPA Examination® Blueprints* (Aug. 18, 2025) (“Blueprints 2026”) at 2, available at <https://www.aicpa-cima.com/resources/article/learn-what-is-tested-on-the-cpa-exam> (last retrieved Sept. 24, 2026). NASBA and the AICPA collaborated on a significant overhaul of the Exam that went into effect in 2024 that involved the replacement of the Business Environment and Concepts section with subject matter expertise specific sections and a greater emphasis on technology. See AICPA, *Trust in the CPA Exam* (Feb. 13, 2025), available at <https://www.aicpa-cima.com/professional-insights/article/trust-in-the-cpa-exam> (last retrieved Sept. 24, 2026).

- Three four-hour sections that cover: Auditing and Attestation (the “AUD”);⁴⁷ Financial Accounting and Reporting (the “FAR”);⁴⁸ and Taxation and Regulation (the “REG”).⁴⁹
- One four-hour section selected by the CPA candidate from one of three topics (each a “Discipline”): Business Analysis and Reporting (the “BAR”);⁵⁰ Information Systems and Controls (the “ISC”);⁵¹ or Tax Compliance and Planning (the “TCP”).⁵²

The Exam is designed to cover content areas, specific to each section, and skill areas of “Remembering & Understanding,” “Application,” “Analysis,” and “Evaluation,” which are assigned different weights for purposes of scoring each section.⁵³ In addition to the AICPA’s

⁴⁷ The AUD section tests knowledge and skills that CPAs must demonstrate when performing audit, attestation, and accounting and review service engagements. It specifically focuses on a CPA’s role in planning, risk assessment, performing procedures, obtaining evidence, and reporting for those types of engagements. *See* Blueprints 2026 at 6.

⁴⁸ The FAR section tests knowledge and skills that CPAs must demonstrate in the financial accounting and reporting frameworks used by for-profit (public and non-public) and not-for-profit entities. It specifically focuses on a CPA’s role in the preparation and review of financial statements, account balances, and transactions to ensure compliance with applicable frameworks. *See* Blueprints 2026 at 30.

⁴⁹ The REG section tests knowledge and skills that CPAs must demonstrate with respect to the U.S. ethics and professional responsibilities of tax practice, U.S. business law, and certain U.S. Federal tax compliance concepts. *See* Blueprints 2026 at 48.

⁵⁰ The BAR section tests knowledge and skills related to higher-order concepts in lease accounting and revenue recognition. *See* Blueprints 2026 at 65. Specifically, the BAR section tests “financial statement and financial information analysis with a focus on a[] CPA’s role in comparing historical results to budgets and forecasts, deriving the impact of transactions, events (actual and proposed) and market conditions on financial and non-financial performance measures and comparing investment alternatives[;] [s]elect technical accounting and reporting requirements under the Financial Accounting Standards Board (FASB) Accounting Standards Codification and the [Commission] that are applicable to for-profit business entities and employee benefit plans[; and] [f]inancial accounting and reporting requirements under the Governmental Accounting Standards Board (GASB) that are applicable to state and local government entities.” *Id.*

⁵¹ The ISC section tests knowledge and skills that CPAs must demonstrate with respect to information systems, including processing integrity, availability, security, confidentiality, and privacy. *See* Blueprints 2026 at 83.

⁵² The TCP section tests knowledge and skills that CPAs must demonstrate for individuals and entities with a focus on nonroutine and higher complexity transactions, U.S. Federal tax planning for individuals and entities, and personal financial planning. *See* Blueprints 2026 at 99. *See also* NASBA, *What is the Uniform CPA Examination?*, available at <https://nasba.org/exams/becomingacpa/whatistheuniformcpaexam/> (last retrieved Sept. 24, 2026).

⁵³ *See* Blueprints 2026 at 3-4. Evaluation is only weighted for the AUD section.

regular review of the contents of the Exam, the Exam is also regularly updated to reflect changes in accounting and auditing pronouncements, and applicable laws and rules.⁵⁴

ii. Administration of the Exam

Depending on the jurisdiction of licensure, the CPA candidate either applies to take the Exam through NASBA or directly through the relevant board of accountancy. However, the administration of the actual exam is handled by a third party.⁵⁵ The fees associated with the Exam vary based on the jurisdiction of licensure.⁵⁶

4. Continuing Education

In order to maintain an active CPA license, a person must complete Continuing Professional Education (“CPE”) hours.⁵⁷ The jurisdiction that issued the CPA license determines

⁵⁴ Generally, the earliest that a change will be eligible for inclusion in the Exam is six months after the effective or enactment date of the change. *See* AICPA, *CPA Exam Policy on New Pronouncements*, available at <https://www.aicpa-cima.com/resources/article/learn-what-is-tested-on-the-cpa-exam> (last retrieved Sept. 24, 2026).

⁵⁵ *See* Candidate Guide at 6-8.

⁵⁶ In order to register for the Exam, CPA candidates must be eligible for licensure in their selected jurisdiction, which requires the payment of application fees and Exam fees, which in the aggregate are currently estimated to be on average approximately \$1,400. There are separate fees to obtain a CPA license after passing the Exam. *See* Becker, *The Cost of the CPA Exam Cost and Other CPA Licensure Fees* (Sept. 2, 2026), available at <https://www.becker.com/blog/cpa/the-real-cost-of-the-cpa-exam> (last retrieved Sept. 24, 2026). In addition, to the extent the Exam needs to be rescheduled, whether a rescheduling fee is assessed depends upon how close to the scheduled Exam date the rescheduling request is made, but the maximum fee is approximately \$100. *See* Candidate Guide at 34. There are also fees if CPA candidates request that their scores be reviewed (\$240) or appeal their scores (a fee of \$550, plus \$100 for each item appealed). NASBA, *Score Information*, available at <https://nasba.org/exams/cpaexam/scores/> (last retrieved Sept. 24, 2026).

⁵⁷ *See* National Registry of CPE Sponsors, *The Standards for Continuing Professional Education (CPE) Programs*, available at <https://www.nasbaregistry.org/the-standards> (stating that “[c]ontinuing professional education is required for CPAs to maintain their professional competence and provide quality professional services”) (last retrieved Sept. 24, 2026). *See also infra* notes 65-66 (discussing that the Commission believes that requirement of an active CPA license constitutes an appropriate measure of good standing for the purposes of Rule 501(a)(10)).

what CPEs are required.⁵⁸ However, NASBA and AICPA jointly set certain standards as to what types of activities should qualify for CPEs.⁵⁹

5. Public Verification

NASBA maintains CPAVerify.org, which it describes as the “only official, free, single-source national database of licensed CPAs available to the public.”⁶⁰ The data is provided by member jurisdictions of NASBA. Neither Hawaii nor New Mexico provide information to CPAVerify.org; however, each of these jurisdictions maintains a website containing information regarding CPAs that are licensed in such jurisdiction, which is available to the public.⁶¹ Additionally, many jurisdictions also have a look-up tool specific to the CPA licenses issued in such jurisdiction and the status of the license.⁶²

B. Rationale for Designation

1. Rule 501(a)(10) Generally and Rule 501(a)(10)(i)

We believe it would be appropriate to designate holding a CPA license in good standing as qualifying an individual for accredited investor status pursuant to Rule 501(a)(10). The

⁵⁸ Enforcing compliance with licensure requirements, including continuing education requirements, is the responsibility of the jurisdiction(s) where a CPA is licensed. For example, the California Code of Regulations provides that failure to comply with continuing education rules constitutes cause for disciplinary action. *See* Cal. Code Regs. Tit. 16, § 94.

⁵⁹ These standards are reviewed on a two-year cycle and the most recent changes went into effect on Aug. 1, 2026.

⁶⁰ NASBA, *What is CPAVerify?* (Nov. 13, 2023), available at <https://nasba.org/blog/2023/11/13/what-is-cpaverify/> (last retrieved Sept. 24, 2026).

⁶¹ Information related to CPA licenses issued by Hawaii is available from the Professional and Vocational Licensing Division, available at <https://mypvl.dcca.hawaii.gov/public-license-search/>. Information related to CPA licenses issued by New Mexico is available from the New Mexico Regulation and & Licensing Department, available at <https://nmrldpi.my.site.com/bcd/s/public-search-license-division>.

⁶² *See, e.g.*, California Board of Accountancy, available at <https://www.dca.ca.gov/cba/consumers/license-lookup.shtml>; New York State Education Department Office of the Professions, available at <https://www.op.nysed.gov/certified-public-accountants>; Wyoming Board of Certified Public Accountants, available at <https://online.wycpaboard.org/#/VerifyLicense>; South Carolina Board of Accountancy, available at <https://llr.sc.gov/acct/>.

addition of holding a CPA license in good standing as a designated professional certification would provide an additional knowledge-based means for individuals to qualify as accredited investors while appropriately balancing investor protection concerns.⁶³

Rule 501(a)(10) requires that any professional certifications and designations and other credentials designated as qualifying such holder for accredited investor status be held in good standing.⁶⁴

The Commission's rules related to the preparation of financial statements state we "will not recognize any person as a certified public accountant who is not duly registered and in good standing as such under the laws of the place of his residence or principal office."⁶⁵ Accordingly, for the purposes of good standing under Rule 501(a)(10) for the CPA license, we believe it would be appropriate to use this standard.⁶⁶

⁶³ As the Commission stated in connection with adoption of Rule 501(a)(10) "[w]e believe that the amendments we are adopting in [the Accredited Investor Adopting Release] provide appropriate investor protections while facilitating capital formation." See Accredited Investor Adopting Release at 64256. See also *supra* note 20.

⁶⁴ See *supra* note 19 and *infra* notes 65-66.

⁶⁵ See 17 CFR 210.2-01(a).

⁶⁶ Different jurisdictions use different language to describe the requirement described by the Commission in 17 CFR 210.2-01(a). See, e.g., Cal. Bus. & Professions Code § 5033 ("Certified public accountant' means any person who has received from the board a certificate of certified public accountant and who holds a *valid permit to practice*" (emphasis added)); N.Y. Ed. Law § 7401-a ("Certified public accountant' or 'CPA' means any person who has *received a license* from the [state education] department or any other state as a certified public accountant for the practice of public accountancy." (emphasis added)). We believe, whatever the language used by the relevant jurisdictions, it is appropriate to treat as in "good standing" (for purposes of Rule 501(a)(10)) any CPAs whom the Commission would recognize under 17 CFR 210.2-01(a). For the purposes of this notice, the phrase "active CPA" or a "CPA license in good standing" means a person that meets this standard. CPAs that are currently denied the privilege of appearing and practicing before the Commission for failing to "possess the requisite qualifications to represent others" under 17 CFR 201.102(e)(1)(i) would not be eligible to rely on their CPA license to qualify as accredited investors. However, CPAs that are denied the privilege of appearing or practicing before the Commission under 17 CFR 201.102(e)(1)(ii) through (1)(iv) or suspended from appearing or practicing before the Commission under 17 CFR 201.102(e)(2) or (3) would still be eligible to rely on their CPA license to qualify as accredited investors, so long as they remained "in good standing," as described above. We believe disqualifying such CPAs from being accredited investors would be unnecessarily punitive.

We believe that the standards set by the relevant jurisdiction of licensure for CPA license holders to retain their license in an active status are an appropriate measure of good standing; and accordingly, licensees that hold inactive or suspended licenses would not be considered in good standing. Therefore, a holder of an inactive or suspended license would not qualify as an accredited investor under this category.

Rule 501(a)(10)(i) additionally requires that a designated certification, designation, or credential arise out of an examination or series of examinations administered by a self-regulatory organization or other industry body or be issued by an accredited educational institution. As described in section II.A.1, the Exam, which is a prerequisite to holding a CPA license in good standing,⁶⁷ is designed and administered by the AICPA with assistance from NASBA, and state boards of accountancy. Although “other industry body” is not defined in Rule 501(a)(10), we believe that each of the AICPA and NASBA are industry bodies as contemplated under Rule 501(a)(10) due to their integral role in setting requirements for the accounting industry.⁶⁸

2. Rules 501(a)(10)(ii) and 501(a)(10)(iii)

Rule 501(a)(10)(ii) states that the Commission will consider whether “[t]he examination or series of examinations is designed to reliably and validly demonstrate an individual’s comprehension and sophistication in the areas of securities and investing.” Rule 501(a)(10)(iii) states the Commission will consider whether “[p]ersons obtaining [a] certification, designation,

⁶⁷ See *supra* note 42 (discussing individuals who pass the IQEX, who may be able to hold a CPA license in good standing without taking the Exam in its entirety).

⁶⁸ In connection with the adoption of Rule 501(a)(10), the Commission received comments regarding what other credentials it should consider designating as qualifying such holders as accredited investors and its discussion of such comments primarily focused on whether having obtained a CPA license should be included. See Accredited Investor Adopting Release at 64239. The Commission did not request comment on whether the AICPA or NASBA constituted an “other industry body” nor did any commenters question whether the AICPA or NASBA should be considered an “other industry body.” See Accredited Investor Proposing Release at 2582-2584.

or credential [designated under Rule 501(a)(10)] can reasonably be expected to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment.” We believe that passage of the Exam satisfies the objectives of Rule 501(a)(10)(ii). We further believe that passage of the Exam combined with the satisfaction of the requirements to obtain a CPA license would satisfy the objectives of Rule 501(a)(10)(iii). As described in more detail in section II.A.3.i, the Exam is designed to evaluate a person’s knowledge and skill in the area of accounting for both public and private companies. The AUD section of the Exam specifically covers matters that require special audit consideration, such as investments in securities.⁶⁹ The BAR section of the Exam requires demonstration of knowledge and skills related to analysis of business, some of which are directly relevant to a person’s comprehension and sophistication in the areas of securities and investing. Areas that may be tested include interpreting financial statement fluctuations and ratios (e.g., profitability, liquidity, solvency, performance); interpreting non-financial measures (e.g., customer retention rate, employee turnover, labor productivity rate, ticket response time) and non-GAAP measures and analyzing specific aspects of an entity’s performance and risk profile; calculating the present value of future cash flows or the net present value of a potential investment; and comparing acquisition and divestiture opportunities based on given market analysis and investment criteria.⁷⁰ The REG section of the Exam expressly tests knowledge and skills related to U.S. business law, such as contracts and debtor-creditor relationships and the legal aspects of business entity selection, formation, operation and termination.⁷¹

⁶⁹ See Blueprints 2026 at 7.

⁷⁰ See Blueprints 2026 at 70-73.

⁷¹ See Blueprints 2026 at 48-50. In addition, the IQEX currently uses an administration of the REG section. See *supra* note 42.

As described in section II.A.2, in addition to the passage of the Exam, in order to be eligible to obtain a CPA license, the CPA candidate must have the required educational and supervised experience. We therefore believe that in obtaining a CPA license, which requires attaining and demonstrating the knowledge and skills tested by the Exam, and obtaining the required educational experience and supervised experience, such persons will have demonstrated that they have the comprehension and sophistication to evaluate the merits and risks of investment opportunities, and ultimately, appropriately allocate capital based on their individual circumstances, and otherwise make appropriately informed decisions regarding their financial interests.⁷²

3. Rule 501(a)(10)(iv)

Rule 501(a)(10)(iv) states the Commission will consider whether “[a]n indication that an individual holds the certification or designation is either made publicly available by the relevant self-regulatory organization or other industry body or is otherwise independently verifiable.” As described in section II.A.5, the public may use CPAverify.org or jurisdiction-specific websites to verify whether any person holds a CPA license in good standing.

C. Economic Considerations

As discussed above, we are considering whether to add holding a license as a CPA in good standing to the list of designated professional certifications, designations, or credentials that would qualify natural persons for accredited investor status under Rule 501(a)(10). Thus, individuals who hold a CPA license in good standing would qualify as accredited investors and

⁷² See Accredited Investor Adopting Release at 64241. Additionally, we believe that the CPE requirement further supports that holders of a CPA license in good standing have and continue to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment. See *supra* note 57 and the accompanying text.

would be able to participate in investment opportunities that may not otherwise have been available to them, unless they were already accredited investors based on another criterion.⁷³ This change could also impact issuers seeking to raise capital.⁷⁴ The designation of holders of a CPA license in good standing as accredited investors would have economic effects on investors and issuers that would be consistent with those the Commission discussed in creating the Rule 501(a)(10) designation process in the Accredited Investor Adopting Release.⁷⁵

It is difficult to quantify how many additional natural persons would qualify as accredited investors. There are approximately 650,000 active CPA license holders.⁷⁶ However, we do not have information on whether these CPA license holders already qualify as accredited investors based on one or more of the other eligibility criteria in Rule 501(a), such as those for net worth, income, and other qualifying professional certifications, designations, or credentials.⁷⁷ Further, it

⁷³ CPAs may decline to participate in certain offerings due to issues that might arise under related professional requirements. For example, a CPA working as an audit professional would need to consider the audit independence implications of an investment in an audit client.

⁷⁴ To the extent that the accredited investor definition is used outside of the Federal securities laws (such as for non-Federal securities laws that incorporate the accredited investor definition), the designation of CPAs as accredited investors might have indirect economic effects.

⁷⁵ See Accredited Investor Adopting Release at section VI.

⁷⁶ According to NASBA, there were 650,667 actively licensed CPAs, as of Aug. 27, 2026 according to their data (with the data for Hawaii and New Mexico not available). See *supra* note 40 and accompanying text.

⁷⁷ Specifically with respect to income, as of May 2025, the median pay for accountants and auditors was \$83,680. In addition, the bottom decile (10th percentile) of pay was \$56,020, and the top decile (90th percentile) of pay was \$144,090, respectively. See *Occupational Outlook Handbook: Accountant and Auditors*, BUREAU LAB. STATS., <https://www.bls.gov/ooh/business-and-financial/accountants-and-auditors.htm> (last modified Aug. 27, 2026, last retrieved Sept. 24, 2026). The estimate includes non-CPA accountants, who likely lower the salary estimate. There is considerable variation in CPA income based on region, experience, role seniority, overtime/bonus/equity compensation, and type of firm. The estimates of medians are lower than averages due to a small number of high-salary observations. The estimates do not account for income other than earned income. See also, e.g., *CPA Firms Report Steady Growth in Revenue and Profit, AICPA Research Finds*, AICPA & CIMA (Sept. 10, 2025), <https://www.aicpa-cima.com/news/article/cpa-firms-report-steady-growth-in-revenue-and-profit-aicpa-research-finds> (last retrieved Sept. 24, 2026) (reporting the median value of salaries for new graduates with bachelor's (master's) degrees of \$60,834 (\$67,750)); *2025 MAP Survey Executive Summary*, AICPA & CIMA (Nov. 17, 2025), <https://www.aicpa-cima.com/resources/download/map-survey-executive-summary> (last retrieved Sept. 24, 2026) (noting that the median value of equity partner/owner pay was over \$202,521 and the median value of director pay was \$149,822), consistent with lower pay for less experienced accountants, and vice versa. Thus, some investors that would qualify based on being an active CPA license

is unclear to what extent any newly eligible accredited investors will choose to participate in exempt offerings.

Issuers are expected to benefit from the expansion of the accredited investor definition under Rule 501(a)(10) through potentially greater capital formation, lower cost of capital, and greater efficiency in raising capital due to an expanded pool of accredited investors (especially for issuers that are small or do not have access to a network of institutional accredited investors or persons with the required net worth or income to qualify as accredited investors).⁷⁸ This change may also benefit issuers in exempt offerings by making it easier and less costly to find and verify accredited investors (*i.e.*, by reducing search costs).⁷⁹ As discussed in section II.A.5, CPA license status can be easily independently verified, which would directly reduce issuers' costs of confirming accredited investor eligibility, relative to verifying income or net worth.⁸⁰ This is expected to benefit issuers and intermediaries in exempt offerings where only accredited investors may be purchasers (such as Rule 506(c)) or where some provisions, such as limits on the number of purchasers or investment limits, are dependent on accredited investor status (e.g., Rule 506(b), Regulation A, and Regulation Crowdfunding). However, to the extent that issuers would have otherwise pursued additional financing from accredited investors meeting the existing definition or engaged in an offering that is not dependent on accredited investor participation (such as a registered securities offering), the amount of additional capital formation may be limited. Still, issuers may benefit from greater flexibility in how they may raise capital,

holder may already qualify as accredited investors based on income or net worth criteria in Rule 501. Such individuals also may hold other licenses or credentials that are already designated, or that we are potentially designating, under Rule 501(a)(10). *See supra* note 35.

⁷⁸ *See* Accredited Investor Adopting Release at 64264-65.

⁷⁹ *See* Accredited Investor Adopting Release at 64264.

⁸⁰ Thus, even if some CPAs already meet other accredited investor eligibility criteria, the overall costs of verification of accredited investor status may decrease with the addition of the CPA license option.

which could result in some cost savings and a lower cost of capital. For instance, issuers undertaking a Rule 506(b) offering may incur lower costs if all of their purchasers are accredited investors as compared to if not all of their purchasers are accredited investors, as the rule would not require them to furnish the financial and other information prescribed by Rule 502(b) for offerings involving non-accredited investors.⁸¹ For issuers in Rule 506(c) offerings, verification of accredited investor status based on a credential that is easier to confirm may be less costly than verification of other prongs of the accredited investor definition (such as financial eligibility), reducing their transaction costs.⁸² For issuers that undertake a Tier 2 Regulation A or Regulation Crowdfunding offering, both of which are subject to investment limits for non-accredited investors, having more accredited investors in the offering enables higher investment amounts per investor, which may decrease all-in offering costs.⁸³ Issuers choosing among different exempt offering alternatives may choose a Regulation D offering if they have enough prospective investors that meet the accredited investor definition, instead of pursuing a Regulation A or Regulation Crowdfunding offering, potentially lowering their compliance, intermediary, and marketing costs-per-dollar raised. Some issuers choosing between an exempt and a registered offering may choose an exempt offering if they have enough prospective investors that meet the accredited investor definition, instead of pursuing a registered offering.

For investors, the designation of holders of a CPA license in good standing as accredited investors could enable more natural persons who would not otherwise meet one of the eligibility criteria in Rule 501(a), such as the income and net worth criteria, to access a broader range of

⁸¹ See 17 CFR 230.502(b).

⁸² See 17 CFR 230.506(c)(1) through 230.506(c)(2).

⁸³ See 17 CFR 230.251(d)(2)(i)(C); 17 CFR 227.100(a)(2).

investment options, potentially enhancing their ability to diversify and optimize portfolio allocations.⁸⁴

However, these investment options generally come without the additional disclosure provided by registration under the Securities Act and could entail greater costs related to illiquidity,⁸⁵ agency costs (i.e., costs arising from conflicts of interest between investors and managers), adverse selection, and business risk, as compared to investments in the public capital markets. Individual investors' comprehension and sophistication in the areas of securities and investing, and knowledge and experience in financial and business matters, as reflected in having a professional certification or designation or credential under Rule 501(a)(10), increases the likelihood that such individual investors would be capable of evaluating the merits and risks of a prospective investment in an exempt offering and managing such risks. For example, such individuals may be more likely to consider the size of any single investment relative to their overall portfolio and diversify their portfolio.⁸⁶ It is unclear whether additional investment opportunities would improve portfolio efficiency for newly eligible accredited investors. While

⁸⁴ As noted above, the extent of overlap between the CPAs and the investors that meet the existing accredited investor criteria is unclear. CPAs who are earlier in their careers, employed at smaller firms, or located in lower cost-of-living geographic areas, and thus may on average have lower incomes, may be most affected by the potential designation. Some investors that already meet income or net worth criteria may find it is easier or less costly to demonstrate their accredited investor status under Rule 501(a)(10).

⁸⁵ While securities sold in an exempt offering are generally illiquid, the introduction of a larger pool of investors that become eligible as accredited investors through a CPA license could potentially (at the margin) create impetus for additional secondary market liquidity in these securities. In addition, the expansion of the accredited investor pool also would potentially increase the feasibility of resales under section 4(a)(7) of the Securities Act [15 U.S.C. 77d(a)(7)]. However, if some newly eligible investors have fewer financial resources (see *infra* note 86), they may be less willing to hold restricted securities over long holding periods, and especially, seek to unload positions during downturns.

⁸⁶ As stated in the Accredited Investor Adopting Release, while certain of these individuals may have fewer financial resources and, as a result, be less able to bear the financial risk of private investments, we believe their professional credentials and experience should enable these investors to assess investment opportunities, appropriately allocate capital based on their individual circumstances, including whether to reallocate investment capital between private investments and other equivalent-sized investments, and otherwise make appropriately informed decisions regarding their financial interests, including their ability to bear the financial risk. See Accredited Investor Adopting Release at 64241.

individuals incur costs to prepare for and take the Exam, and obtain and maintain an active CPA license, we do not expect there to be incremental costs of a CPA license in good standing being designated as an accredited investor credential under Rule 501(a)(10), since we expect individuals to continue to pursue and maintain the CPA license for professional purposes, rather than to qualify as accredited investors.

The described effects, including both the benefits and the costs to issuers and investors, may be modest in magnitude, as discussed in detail in the Accredited Investor Adopting Release. First, it is possible that a number of the individuals who would qualify as accredited investors under the potential designation may already qualify as accredited investors based on one or more of the criteria in Rule 501(a) (e.g., since the high end of CPA compensation may exceed the income thresholds in Rule 501(a)(6)).⁸⁷ Second, because any newly-eligible individuals may have income and net worth below the currently required thresholds for individual accredited investors, the increase in the capital supply from an individual newly eligible accredited investor would likely be low, and the collective impact would depend on the size of any increase in the number of individual accredited investors.⁸⁸ Third, the effects may be more modest to the extent that some of the newly eligible natural persons may end up not participating in exempt offerings.⁸⁹ Fourth, it is possible that issuers may choose to offer securities to institutional accredited investors, or apply investment minimums (perhaps in an effort to simplify their

⁸⁷ See Accredited Investor Adopting Release at 64262.

⁸⁸ *Id.*

⁸⁹ See, e.g., Katherine Carman et al., *Exploring Accredited Investors and Private Market Securities Ownership* 18 tbl. 6 (OIAID, Working Paper No. 1, June 2025), available at <https://www.sec.gov/files/exploring-accredited-investors-june-2025.pdf> (reporting, based on a recent investor survey, that, 14.4% of accredited investors and 4.7% of non-accredited investors, respectively, indicate interest in investing in new or private companies, and that 4.3% of accredited investors and 1.1% of non-accredited investors, respectively, report owning a “private fund or offering”). See also Katherine Carman & Alycia Chin, *Accredited Investors in the US Population*, 9 FIN. PLAN. REV. e70023 (2026).

capitalization table), such that any individual accredited investors participating in exempt offerings are more likely to be those who meet the net worth or income criteria in Rule 501(a). Fifth, any specific effects of this potential change to the accredited investor pool would be partly diluted to the extent that other Commission actions designating other credentials result in expanding the pool of natural persons qualifying as accredited investors based on multiple criteria.

III. NOTICE

For the reasons set forth herein, we believe that holding a CPA license in good standing would meet the requirements set forth in Rule 501(a)(10). Accordingly, we believe it is appropriate to designate holding a CPA license in good standing as qualifying natural persons for accredited investor status pursuant to Rule 501(a)(10). We are issuing this notice and providing an opportunity for public comment on such a potential designation. We are particularly interested in comments on whether we should designate holding a CPA license in good standing as qualifying natural persons for accredited investor status pursuant to Rule 501(a)(10), as discussed in this notice, and whether such designation could raise investor protection concerns unique to persons who would be qualified under such designation.

By the Commission.

Dated: September 30, 2026

Vanessa A. Countryman,

Secretary.