

CROWDFUND CAPITAL ADVISORS, LLC

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July 13, 2026

VIA ELECTRONIC MAIL (rule-comments@sec.gov)

Vanessa A. Countryman, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE, Washington, DC 20549-1090

Re: File No. S7-2026-17 — Registered Offering Reform (Release No. 33-11418)

Dear Ms. Countryman:

Crowdfund Capital Advisors (“CCA”) writes in support of the Commission’s Registered Offering Reform proposal. CCA’s principals co-authored the framework that became Title III of the JOBS Act, and our CCLEAR database has tracked every Regulation Crowdfunding offering at the transaction level since the market opened in 2016 — 10,899 offerings, 9,300+ issuers, and \$2.95 billion in committed capital as of this month. We comment from that vantage point: the health of the registered market and the health of the exempt market are not separate questions. Companies that learn to operate under standardized disclosure in the exempt markets become the registered issuers this proposal is designed to serve — 257 Regulation Crowdfunding issuers have already attracted \$5.04 billion in institutional follow-on funding.

We Support the Proposal — Especially Its Preemption Principle

We support the proposal’s expansion of shelf eligibility, its extension of communication flexibilities beyond well-known seasoned issuers, and — most consequentially — its preemption of state registration and qualification requirements for all registered offerings. The preemption element rests on a principle we urge the Commission to make explicit and to apply consistently across its regulatory agenda: where current, standardized disclosure is publicly available, duplicative state-by-state registration adds cost without adding investor protection.

The Same Principle Should Reach Secondary Trading of Exempt Securities

The proposal applies this disclosure-based logic to primary registered offerings. The place it is needed most urgently is one stage earlier in the capital lifecycle: secondary trading of exempt securities by the more than two million retail investors who hold them. Today those transactions remain subject to a state manual-exemption patchwork — recognized in 43 states, implemented inconsistently, and designed for printed directories. The results, from CCLEAR data and our operational experience:

- Fewer than 1% of Regulation Crowdfunding issuers have achieved meaningful secondary liquidity; total trading volume on the largest secondary venue is roughly \$1.4 million against billions raised in primary offerings.
- 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.
- Retail investors who funded companies at seed-stage valuations cannot sell into the institutional rounds that followed — a trapped-value problem that discourages participation in the next generation of offerings.

The remedy follows the proposal's own architecture: uniform national treatment for secondary transactions in securities whose issuers make current, standardized information publicly available — through EDGAR or through recognized disclosure publishers that enforce the Rule 15c2-11(b) information set and an update cadence — while preserving state anti-fraud authority. We have set out an operational framework for such “Qualified Disclosure Publisher” recognition in prior submissions to the Chairman (December 10, 2025) and the Crypto Task Force (July 13, 2026).

Carry This Principle Into the Pending Rulemakings

The Commission's regulatory agenda includes “Updating the Exempt Offering Pathways” (RIN 3235-AN42) and a reproposal of the Rule 144 safe harbor (RIN 3235-AM78). We respectfully urge the Commission, in adopting this proposal, to state that the disclosure-based preemption principle adopted here will inform those releases — so that the registered market's modernization is matched by an exempt market whose investors can lawfully exit. A capital-formation framework that modernizes the on-ramp to public markets while leaving the exempt markets' exits closed will continue to push value away from the retail investors who take the earliest risk.

We commend the Commission for the most significant modernization of the registered offering framework in a generation, and we are glad to provide the underlying CCLEAR data or additional analysis to the staff.

Respectfully submitted,

/s/ Sherwood Neiss

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