

119TH CONGRESS
1ST SESSION

H. R. 3135

To amend the Securities Act of 1933 to automatically qualify offering statements filed with the Securities and Exchange Commission in connection with certain securities issued under Regulation A tier 2, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

MAY 1, 2025

Mr. BARR introduced the following bill; which was referred to the Committee on Financial Services

A BILL

To amend the Securities Act of 1933 to automatically qualify offering statements filed with the Securities and Exchange Commission in connection with certain securities issued under Regulation A tier 2, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Regulation Advance-
5 ment for Capital Enhancement Act of 2025” or the
6 “RACE Act of 2025”.

1 **SEC. 2. OFFERING OF SUBSTANTIALLY SIMILAR SECURI-**
2 **TIES.**

3 Section 3(b) of the Securities Act of 1933 (15 U.S.C.
4 77c(b)) is amended by adding at the end the following:

5 “(6) OFFERING OF SUBSTANTIALLY SIMILAR
6 SECURITIES.—

7 “(A) IN GENERAL.—With respect to a per-
8 son who has issued a class of securities (wheth-
9 er preferred, common, or convertible securities)
10 exempted under paragraph (2) and has filed an
11 offering statement with the Commission with
12 respect to such class that was qualified by the
13 Commission, an offering statement filed with
14 the Commission in connection with an addi-
15 tional class of securities issued by the person
16 and exempted under paragraph (2) shall be
17 deemed qualified by the Commission upon fil-
18 ing, if—

19 “(i) the securities in the additional
20 class are substantially similar to, and have
21 predefined characteristics in common with,
22 the securities in the original class;

23 “(ii) the offering amount of each such
24 class is less than \$5,000,000; and

25 “(iii) the aggregate offering amount
26 of the securities in all such additional

1 classes that are offered and sold within the
2 prior 12-month period in reliance on the
3 exemption provided under this paragraph
4 does not exceed the dollar limit provided
5 for the aggregate offering amount for secu-
6 rities that are offered and sold within the
7 prior 12-month period in reliance on the
8 exemption provided under paragraph (2).

9 “(B) NO REQUIREMENT TO HAVE THE
10 SAME NATURE OR TERMS.—For purposes of
11 subparagraph (A)(ii), a security can be substan-
12 tially similar to another security without having
13 the same nature or terms.”.

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