

Union Calendar No. 93

119TH CONGRESS
1ST SESSION

H. R. 3352

[Report No. 119–123]

To require the Securities and Exchange Commission to revise rules relating to general solicitation or general advertising to allow for presentations or other communication made by or on behalf of an issuer at certain events, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

MAY 13, 2025

Mr. LAWLER (for himself and Mr. GOTTHEIMER) introduced the following bill;
which was referred to the Committee on Financial Services

JUNE 3, 2025

Additional sponsor: Ms. SALAZAR

JUNE 3, 2025

Reported with an amendment, committed to the Committee of the Whole
House on the State of the Union, and ordered to be printed

[Strike out all after the enacting clause and insert the part printed in italic]

[For text of introduced bill, see copy of bill as introduced on May 13, 2025]

A BILL

To require the Securities and Exchange Commission to revise rules relating to general solicitation or general advertising to allow for presentations or other communication made by or on behalf of an issuer at certain events, 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 “Helping Angels Lead*
 5 *Our Startups Act of 2025” or the “HALOS Act of 2025”.*

6 **SEC. 2. CLARIFICATION OF GENERAL SOLICITATION.**

7 *(a) DEFINITIONS.—For purposes of this section and*
 8 *the revision of rules required under this section:*

9 *(1) ANGEL INVESTOR GROUP.—The term “angel*
 10 *investor group” means any group that—*

11 *(A) is composed of accredited investors in-*
 12 *terested in investing personal capital in early-*
 13 *stage companies;*

14 *(B) holds regular meetings and has defined*
 15 *processes and procedures for making investment*
 16 *decisions, either individually or among the mem-*
 17 *bership of the group as a whole; and*

18 *(C) is neither associated nor affiliated with*
 19 *brokers, dealers, or investment advisers.*

20 *(2) ISSUER.—The term “issuer” means an issuer*
 21 *that is a business, is not in bankruptcy or receiver-*
 22 *ship, is not an investment company, and is not a*
 23 *blank check, blind pool, or shell company.*

24 *(b) IN GENERAL.—Not later than 6 months after the*
 25 *date of enactment of this Act, the Securities and Exchange*

1 *Commission shall revise Regulation D (17 CFR 230.500 et*
2 *seq.) to require that in carrying out the prohibition against*
3 *general solicitation or general advertising contained in sec-*
4 *tion 230.502(c) of title 17, Code of Federal Regulations, the*
5 *prohibition shall not apply to a presentation or other com-*
6 *munication made by or on behalf of an issuer which is*
7 *made at an event—*

8 *(1) sponsored by—*

9 *(A) the United States or any territory*
10 *thereof, the District of Columbia, any State, a*
11 *federally recognized Indian Tribe, a political*
12 *subdivision of any State, territory, or federally*
13 *recognized Indian Tribe, or any agency or public*
14 *instrumentality of any of the foregoing;*

15 *(B) a college, university, or other institu-*
16 *tion of higher education;*

17 *(C) a nonprofit organization;*

18 *(D) an angel investor group;*

19 *(E) an incubator or accelerator;*

20 *(F) a venture forum, venture capital asso-*
21 *ciation, or trade association, other than an asso-*
22 *ciation created solely for the purpose of spon-*
23 *soring an event described under this subsection;*
24 *or*

1 (G) any other group, person, or entity as
2 the Securities and Exchange Commission may
3 determine by rule;

4 (2) that is not held in any facility that is owned
5 or operated by a religious organization, other than an
6 institution of higher education that is accredited and
7 operated primarily for post-secondary education;

8 (3) where any advertising for the event does not
9 reference any specific offering of securities by the
10 issuer;

11 (4) the sponsor of which—

12 (A) does not make investment recommenda-
13 tions or provide investment advice to event
14 attendees;

15 (B) does not engage in an active role in any
16 investment negotiations between the issuer and
17 investors attending the event;

18 (C) does not charge event attendees any fees
19 other than reasonable administrative fees;

20 (D) does not receive any compensation for
21 making introductions between investors attend-
22 ing the event and issuers, or for investment nego-
23 tiations between such parties;

24 (E) makes readily available to attendees a
25 disclosure not longer than one page in length, as

1 *prescribed by the Securities and Exchange Com-*
2 *mission, describing the nature of the event and*
3 *the risks of investing in the issuers presenting at*
4 *the event; and*

5 *(F) does not receive any compensation with*
6 *respect to such event that would require registra-*
7 *tion of the sponsor as a broker or a dealer under*
8 *the Securities Exchange Act of 1934, or as an in-*
9 *vestment advisor under the Investment Advisers*
10 *Act of 1940; and*

11 *(5) where no specific information regarding an*
12 *offering of securities by the issuer is communicated or*
13 *distributed by or on behalf of the issuer, other than—*

14 *(A) that the issuer is in the process of offer-*
15 *ing securities or planning to offer securities;*

16 *(B) the type and amount of securities being*
17 *offered;*

18 *(C) the amount of securities being offered*
19 *that have already been subscribed for; and*

20 *(D) the intended use of proceeds of the offer-*
21 *ing.*

22 *(c) RULE OF CONSTRUCTION.—Subsection (b) may*
23 *only be construed as requiring the Securities and Exchange*
24 *Commission to amend the requirements of Regulation D*

1 *with respect to presentations and communications, and not*
2 *with respect to purchases or sales.*

3 (d) *NO PRE-EXISTING SUBSTANTIVE RELATIONSHIP*
4 *BY REASON OF EVENT.—Attendance at an event described*
5 *under subsection (b) shall not qualify, by itself, as estab-*
6 *lishing a pre-existing substantive relationship between an*
7 *issuer and a purchaser, for purposes of Rule 506(b).*

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