

119TH CONGRESS
1ST SESSION

S. 1877

To direct the Securities and Exchange Commission to promulgate rules with respect to the electronic delivery of certain required disclosures, and for other purposes.

IN THE SENATE OF THE UNITED STATES

MAY 22, 2025

Mr. TILLIS (for himself, Mr. HICKENLOOPER, Mrs. SHAHEEN, Mr. ROUNDS, Mr. PETERS, Mr. BUDD, and Mrs. BRITT) introduced the following bill; which was read twice and referred to the Committee on Banking, Housing, and Urban Affairs

A BILL

To direct the Securities and Exchange Commission to promulgate rules with respect to the electronic delivery of certain required disclosures, 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 “Improving Disclosure
5 for Investors Act of 2025”.

6 **SEC. 2. DEFINITIONS.**

7 In this Act:

1 (1) COMMISSION.—The term “Commission”
2 means the Securities and Exchange Commission.

3 (2) COVERED ENTITY.—The term “covered en-
4 tity” means—

5 (A) an investment company, as defined in
6 section 3(a)(1) of the Investment Company Act
7 of 1940 (15 U.S.C. 80a–3(a)(1)), that is reg-
8 istered under such Act;

9 (B) a business development company, as
10 defined in section 2(a) the Investment Company
11 Act of 1940 (15 U.S.C. 80a–2(a));

12 (C) a registered broker or dealer, as those
13 terms are defined in section 3(a) of the Securi-
14 ties Exchange Act of 1934 (15 U.S.C. 78c(a));

15 (D) a registered municipal securities deal-
16 er, as defined in section 3(a) of the Securities
17 Exchange Act of 1934 (15 U.S.C. 78c(a));

18 (E) a registered government securities
19 broker or government securities dealer, as de-
20 fined in section 3(a) of the Securities Exchange
21 Act of 1934 (15 U.S.C. 78c(a));

22 (F) a registered investment adviser, as de-
23 fined in section 202(a) of the Investment Advis-
24 ers Act of 1940 (15 U.S.C. 80b–1(a));

1 (G) a registered transfer agent, as defined
2 in section 3(a) of the Securities Exchange Act
3 of 1934 (15 U.S.C. 78c(a)); or

4 (H) a registered funding portal, as defined
5 in section 3(a) of the Securities Exchange Act
6 of 1934) (15 U.S.C. 78c(a)).

7 (3) ELECTRONIC DELIVERY.—The term “elec-
8 tronic delivery”, with respect to regulatory docu-
9 ments, includes—

10 (A) the direct delivery of such regulatory
11 document to an electronic address of an inves-
12 tor;

13 (B) the posting of such regulatory docu-
14 ment to a website and direct electronic delivery
15 of an appropriate notice of the availability of
16 the regulatory document to the investor; and

17 (C) an electronic method reasonably de-
18 signed to ensure receipt of such regulatory doc-
19 ument by the investor.

20 (4) REGULATORY DOCUMENTS.—The term
21 “regulatory documents” includes—

22 (A) prospectuses meeting the requirements
23 of section 10(a) of the Securities Act of 1933
24 (15 U.S.C. 77j(a));

1 (B) summary prospectuses meeting the re-
2 quirements of section 230.498 or 230.498A of
3 title 17, Code of Federal Regulations;

4 (C) Statements of Additional Information,
5 as defined in section 270.30e-3(h) of title 17,
6 Code of Federal Regulations;

7 (D) annual and semiannual reports to in-
8 vestors meeting the requirements of section
9 30(e) of the Investment Company Act of 1940
10 (15 U.S.C. 80a-29(e));

11 (E) notices meeting the requirements of
12 section 270.19a-1 of title 17, Code of Federal
13 Regulations;

14 (F) confirmations and account statements
15 meeting the requirements of section 240.10b-10
16 of title 17, Code of Federal Regulations;

17 (G) proxy statements meeting the require-
18 ments of section 240.14a-3 of title 17, Code of
19 Federal Regulations;

20 (H) privacy notices meeting the require-
21 ments of Regulation S-P under subpart A of
22 part 248 of title 17, Code of Federal Regula-
23 tions;

24 (I) affiliate marketing notices meeting the
25 requirements of Regulation S-AM under sub-

1 part B of part 248 of title 17, Code of Federal
2 Regulations; and

3 (J) all other regulatory documents re-
4 quired to be delivered by covered entities to in-
5 vestors under the securities laws and the rules
6 and regulations of the Commission and the self-
7 regulatory organizations.

8 (5) SECURITIES LAWS.—The term “securities
9 laws” has the meaning given the term in section
10 3(a) of the Securities Exchange Act of 1934 (15
11 U.S.C. 78c(a)).

12 (6) SELF-REGULATORY ORGANIZATION.—The
13 term “self-regulatory organization” means a self-
14 regulatory organization, as defined in section 3(a) of
15 the Securities Exchange Act of 1934 (15 U.S.C.
16 78c(a)).

17 (7) WEBSITE.—The term “website” means an
18 internet website or other digital, internet, or elec-
19 tronic-based information repository, such as a mobile
20 application, to which an investor of a covered entity
21 has been provided reasonable access.

22 **SEC. 3. ELECTRONIC DELIVERY.**

23 (a) PROMULGATION OF RULES.—Not later than 180
24 days after the date of the enactment of this section, the
25 Commission shall propose and, not later than 1 year after

1 the date of the enactment of this section, the Commission
 2 shall finalize, rules, regulations, amendments, or interpre-
 3 tations, as appropriate, to allow a covered entity to satisfy
 4 the obligation of the entity to deliver regulatory documents
 5 required under the securities laws to investors using elec-
 6 tronic delivery.

7 (b) REQUIRED PROVISIONS.—Rules, regulations,
 8 amendments, or interpretations the Commission promul-
 9 gates pursuant to subsection (a) shall—

10 (1) with respect to investors that do not receive
 11 all regulatory documents by electronic delivery, pro-
 12 vide for—

13 (A) delivery of an initial communication in
 14 paper form regarding electronic delivery;

15 (B) a transition period not to exceed 180
 16 days until such regulatory documents are deliv-
 17 ered to such investors by electronic delivery;
 18 and

19 (C) during a period not to exceed 2 years
 20 following the transition period set forth in sub-
 21 paragraph (B), delivery of an annual notice in
 22 paper form solely reminding such investors of
 23 the ability to opt out of electronic delivery at
 24 any time and receive paper versions of regu-
 25 latory documents;

1 (2) set forth requirements for the content of the
2 initial communication described in paragraph (1)(A);

3 (3) set forth requirements for the timing of de-
4 livery of a notice of website availability of regulatory
5 documents and the content of the appropriate notice
6 described in section 2(3)(B);

7 (4) provide a mechanism for investors to opt
8 out of electronic delivery at any time and receive
9 paper versions of regulatory documents;

10 (5) require measures reasonably designed to
11 identify and remediate failed electronic deliveries of
12 regulatory documents;

13 (6) set forth minimum requirements regarding
14 readability and retainability for regulatory docu-
15 ments that are delivered electronically; and

16 (7) for covered entities other than brokers,
17 dealers, investment advisers registered with the
18 Commission, and investment companies, require
19 measures reasonably designed to ensure the con-
20 fidentiality of personal information in regulatory
21 documents that are delivered to investors electroni-
22 cally.

23 (c) TREATMENT OF REVISIONS NOT COMPLETED IN
24 A TIMELY MANNER.—If the Commission fails to finalize
25 the rules, regulations, amendments, or interpretations re-

1 quired under subsection (a) before the date specified in
 2 such subsection—

3 (1) a covered entity may deliver regulatory doc-
 4 uments using electronic delivery in accordance with
 5 subsection (b); and

6 (2) such electronic delivery shall be deemed to
 7 satisfy the obligation of the covered entity to deliver
 8 regulatory documents required under the securities
 9 laws.

10 (d) OTHER REQUIRED ACTIONS.—

11 (1) REVIEW OF RULES.—The Commission
 12 shall—

13 (A) not later than 180 days after the date
 14 of enactment of this Act, conduct a review of
 15 the rules and regulations of the Commission to
 16 determine whether any such rules or regulations
 17 require delivery of written documents to inves-
 18 tors; and

19 (B) not later than 1 year after the date of
 20 enactment of this Act, promulgate amendments
 21 to such rules or regulations to provide that any
 22 requirement to deliver a regulatory document in
 23 writing may be satisfied by electronic delivery.

24 (2) ACTIONS BY SELF-REGULATORY ORGANIZA-
 25 TIONS.—Each self-regulatory organization shall

1 adopt rules and regulations, or amend the rules and
2 regulations of the self-regulatory organization, con-
3 sistent with this Act and consistent with rules, regu-
4 lations, amendments, or interpretations finalized by
5 the Commission pursuant to subsection (a).

6 (3) APPLICABILITY.—This subsection shall not
7 apply to a rule or regulation issued pursuant to a
8 Federal statute if that Federal statute specifically
9 requires delivery of written documents to investors.

10 (e) EXEMPTION FROM CERTAIN REQUIREMENTS.—
11 Section 101(c) of the Electronic Signatures in Global and
12 National Commerce Act (15 U.S.C. 7001(c)) shall not
13 apply with respect to a regulatory document delivered in
14 accordance with this section.

15 (f) RULE OF CONSTRUCTION.—Nothing in this sec-
16 tion shall be construed as altering the substance or timing
17 of any regulatory document obligation under the securities
18 laws or regulations of a self-regulatory organization.

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