

been holding back critical investments in our nation's infrastructure, benefits for our veterans, and other defense and nondefense priorities. Democrats in Congress were promised an opportunity to negotiate new spending caps after the last CR was adopted in September. Instead, the only spending measures we have seen leave this Chamber are partisan bills that can never reasonably expect to make it into law.

There also needs to be a recognition that many Americans have come to rely on the federal government for basic services or benefits they were promised after serving in our military. For example, I was deeply troubled by the Administration's recent effort to eliminate \$460 million for the HUD-VA Supportive Housing program, which provides rent assistance to homeless veterans and their families. It was only until veterans' advocates, state officials, and Members of Congress protested the dramatic reduction did VA Secretary Shulkin reverse course on the planned cuts.

Mr. Speaker, Republicans in Congress are putting politics over the wellbeing of our nation by passing temporary spending bills while also proposing dramatic cuts to social programs. Ultimately, it will be the American people and the U.S. economy who will be stuck dealing with the consequences. I urge my colleagues across the aisle to come together to engage in good-faith negotiations with me and my Democratic colleagues on bipartisan, full-year legislation to fund the federal government.

The SPEAKER pro tempore. All time for debate has expired.

Pursuant to House Resolution 647, the previous question is ordered on the joint resolution.

The question is on the engrossment and third reading of the joint resolution.

The joint resolution was ordered to be engrossed and read a third time, and was read the third time.

The SPEAKER pro tempore. The question is on the passage of the joint resolution.

The question was taken; and the Speaker pro tempore announced that the ayes appeared to have it.

Mr. FRELINGHUYSEN. Mr. Speaker, on that I demand the yeas and nays.

The yeas and nays were ordered.

The SPEAKER pro tempore. Pursuant to clause 8 of rule XX, further proceedings on this question will be postponed.

# SMALL BUSINESS MERGERS, ACQUISITIONS, SALES, AND BROKERAGE SIMPLIFICATION ACT OF 2017

Mr. HENSARLING. Mr. Speaker, pursuant to House Resolution 647, I call up the bill (H.R. 477) to amend the Securities Exchange Act of 1934 to exempt from registration brokers performing services in connection with the transfer of ownership of smaller privately held companies, and ask for its immediate consideration in the House.

The Clerk read the title of the bill.

The SPEAKER pro tempore. Pursuant to House Resolution 647, an amendment in the nature of a substitute consisting of the text of Rules Committee

Print 115-43 is adopted and the bill, as amended, is considered read.

The text of the bill, as amended, is as follows:

H.R. 477

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,*

## SECTION 1. SHORT TITLE.

*This Act may be cited as the "Small Business Mergers, Acquisitions, Sales, and Brokerage Simplification Act of 2017".*

## SEC. 2. REGISTRATION EXEMPTION FOR MERGER AND ACQUISITION BROKERS.

*Section 15(b) of the Securities Exchange Act of 1934 (15 U.S.C. 78o(b)) is amended by adding at the end the following:*

*"(13) REGISTRATION EXEMPTION FOR MERGER AND ACQUISITION BROKERS.—*

*"(A) IN GENERAL.—Except as provided in subparagraph (B), an M&A broker shall be exempt from registration under this section.*

*"(B) EXCLUDED ACTIVITIES.—An M&A broker is not exempt from registration under this paragraph if such broker does any of the following:*

*"(i) Directly or indirectly, in connection with the transfer of ownership of an eligible privately held company, receives, holds, transmits, or has custody of the funds or securities to be exchanged by the parties to the transaction.*

*"(ii) Engages on behalf of an issuer in a public offering of any class of securities that is registered, or is required to be registered, with the Commission under section 12 or with respect to which the issuer files, or is required to file, periodic information, documents, and reports under subsection (d).*

*"(iii) Engages on behalf of any party in a transaction involving a public shell company.*

*"(C) DISQUALIFICATIONS.—An M&A broker is not exempt from registration under this paragraph if such broker is subject to—*

*"(i) suspension or revocation of registration under paragraph (4);*

*"(ii) a statutory disqualification described in section 3(a)(39);*

*"(iii) a disqualification under the rules adopted by the Commission under section 926 of the Investor Protection and Securities Reform Act of 2010 (15 U.S.C. 77d note); or*

*"(iv) a final order described in paragraph (4)(H).*

*"(D) RULE OF CONSTRUCTION.—Nothing in this paragraph shall be construed to limit any other authority of the Commission to exempt any person, or any class of persons, from any provision of this title, or from any provision of any rule or regulation thereunder.*

*"(E) DEFINITIONS.—In this paragraph:*

*"(i) CONTROL.—The term 'control' means the power, directly or indirectly, to direct the management or policies of a company, whether through ownership of securities, by contract, or otherwise. There is a presumption of control for any person who—*

*"(I) is a director, general partner, member or manager of a limited liability company, or officer exercising executive responsibility (or has similar status or functions);*

*"(II) has the right to vote 20 percent or more of a class of voting securities or the power to sell or direct the sale of 20 percent or more of a class of voting securities; or*

*"(III) in the case of a partnership or limited liability company, has the right to receive upon dissolution, or has contributed, 20 percent or more of the capital.*

*"(ii) ELIGIBLE PRIVATELY HELD COMPANY.—The term 'eligible privately held company' means a privately held company that meets both of the following conditions:*

*"(I) The company does not have any class of securities registered, or required to be registered, with the Commission under section 12 or with respect to which the company files, or is required to file, periodic information, documents, and reports under subsection (d).*

*"(II) In the fiscal year ending immediately before the fiscal year in which the services of the M&A broker are initially engaged with respect to the securities transaction, the company meets either or both of the following conditions (determined in accordance with the historical financial accounting records of the company):*

*"(aa) The earnings of the company before interest, taxes, depreciation, and amortization are less than \$25,000,000.*

*"(bb) The gross revenues of the company are less than \$250,000,000.*

*"(iii) M&A BROKER.—The term 'M&A broker' means a broker, and any person associated with a broker, engaged in the business of effecting securities transactions solely in connection with the transfer of ownership of an eligible privately held company, regardless of whether the broker acts on behalf of a seller or buyer, through the purchase, sale, exchange, issuance, repurchase, or redemption of, or a business combination involving, securities or assets of the eligible privately held company, if the broker reasonably believes that—*

*"(I) upon consummation of the transaction, any person acquiring securities or assets of the eligible privately held company, acting alone or in concert, will control and, directly or indirectly, will be active in the management of the eligible privately held company or the business conducted with the assets of the eligible privately held company; and*

*"(II) if any person is offered securities in exchange for securities or assets of the eligible privately held company, such person will, prior to becoming legally bound to consummate the transaction, receive or have reasonable access to the most recent fiscal year-end financial statements of the issuer of the securities as customarily prepared by the management of the issuer in the normal course of operations and, if the financial statements of the issuer are audited, reviewed, or compiled, any related statement by the independent accountant, a balance sheet dated not more than 120 days before the date of the offer, and information pertaining to the management, business, results of operations for the period covered by the foregoing financial statements, and material loss contingencies of the issuer.*

*"(iv) PUBLIC SHELL COMPANY.—The term 'public shell company' is a company that at the time of a transaction with an eligible privately held company—*

*"(I) has any class of securities registered, or required to be registered, with the Commission under section 12 or that is required to file reports pursuant to subsection (d);*

*"(II) has no or nominal operations; and*

*"(III) has—*

*"(aa) no or nominal assets;*

*"(bb) assets consisting solely of cash and cash equivalents; or*

*"(cc) assets consisting of any amount of cash and cash equivalents and nominal other assets.*

*"(F) INFLATION ADJUSTMENT.—*

*"(i) IN GENERAL.—On the date that is 5 years after the date of the enactment of the Small Business Mergers, Acquisitions, Sales, and Brokerage Simplification Act of 2017, and every 5 years thereafter, each dollar amount in subparagraph (E)(ii)(II) shall be adjusted by—*

*"(I) dividing the annual value of the Employment Cost Index For Wages and Salaries, Private Industry Workers (or any successor index), as published by the Bureau of Labor Statistics, for the calendar year preceding the calendar year in which the adjustment is being made by the annual value of such index (or successor) for the calendar year ending December 31, 2012; and*

*"(II) multiplying such dollar amount by the quotient obtained under subclause (I).*

*"(ii) ROUNDING.—Each dollar amount determined under clause (i) shall be rounded to the nearest multiple of \$100,000."*

**SEC. 3. EFFECTIVE DATE.**

*This Act and any amendment made by this Act shall take effect on the date that is 90 days after the date of the enactment of this Act.*

The SPEAKER pro tempore. The bill, as amended, shall be debatable for 1 hour equally divided and controlled by the chair and ranking minority member of the Committee on Financial Services.

After 1 hour of debate, it shall be in order to consider the further amendment printed in part A of House Report 115-443, if offered by the Member designated in the report, which shall be considered read, shall be separately debatable for the time specified in the report equally divided and controlled by the proponent and an opponent, and shall not be subject to a demand for a division of the question.

The gentleman from Texas (Mr. HENSARLING) and the gentlewoman from California (Ms. MAXINE WATERS) each will control 30 minutes.

The Chair recognizes the gentleman from Texas.

**GENERAL LEAVE**

Mr. HENSARLING. Mr. Speaker, I ask unanimous consent that all Members have 5 legislative days in which to revise and extend their remarks and submit extraneous material on the bill under consideration.

The SPEAKER pro tempore. Is there objection to the request of the gentleman from Texas?

There was no objection.

Mr. HENSARLING. Mr. Speaker, I yield myself such time as I may consume.

Mr. Speaker, if it weren't for the last moment, a lot of things wouldn't get done in life, but last evening, the ranking member and I came to a meeting of the minds on a path forward for H.R. 477. So in the interest of efficiency of time for the House, I want to thank the ranking member for her willingness to work on a bipartisan basis to move this bill forward.

Unfortunately, Mr. Speaker, our small businesses labor under a gazillion regulations, some of which are quite good and quite helpful; but, in the aggregate, they can be a very heavy burden and cost upon our small businesses. One is an unnecessary registration system for small business brokers.

I want to thank the gentleman from Michigan (Mr. HUIZENGA) for his leadership to ensure that they have a simplified registration regime, which can help our small businesses as they are ready to engage in sales or mergers or other transactions. It is a good, bipartisan piece of legislation. I thank him for his leadership.

Again, I thank the ranking member for working on a bipartisan basis, and I reserve the balance of my time.

Ms. MAXINE WATERS of California. Mr. Speaker, I yield myself 5 minutes.

H.R. 477 seeks to provide a statutory exemption from registration with the Securities and Exchange Commission, or SEC, for certain brokers who facilitate the merger or acquisition of small businesses, known as M&A brokers.

When Congress first considered this exemption in a similar bill during the 113th Congress, our goal was to prompt the SEC to provide regulatory relief for these brokers from ill-fitting restrictions designed for persons helping companies raise capital rather than facilitating their transfer of ownership.

We succeeded. Two weeks after the House passed that bill, the SEC issued a no-action letter, which contained staff's view that, if an M&A broker complied with the terms and conditions of the letter, it would recommend that the SEC not take enforcement action against that broker for failing to register with the Commission.

Specifically, the no-action letter required the M&A broker to abide by certain commonsense restrictions to prevent such an exemption from being misused to raise capital or abused by bad actors.

According to the bill's proponents, H.R. 477 is still necessary to provide legal certainty since the no-action letter is merely the nonbinding opinion of SEC staff. I understand that concern; however, the bill inexplicably omits several of the conditions contained in the no-action letter that protect small businesses and their investors.

I am pleased that this Congress, Representative SHERMAN and Representative HUIZENGA have worked on a bipartisan basis to add these protections back in through an amendment. If so amended, I will support H.R. 477, which would strike the right balance between regulatory relief and the protection of small companies and their investors.

In particular, the amended bill would require an M&A broker that represents both the seller and the buyer to provide them with clear, written disclosures and obtain their consent to that conflict of interest; prohibit M&A brokers from misusing the exemption to raise capital rather than transfer ownership of small businesses; prohibit shell companies from using the exemption as a backdoor way to take a small business public; and prohibit fraudsters and other bad actors from using the exemption.

In addition, the bill would not change the statutory definition of broker, thereby preserving the SEC's ability to investigate and bring enforcement actions for violations of the antifraud provisions in the securities laws.

The bill also would limit the relief to mergers and acquisitions involving companies with less than \$250 million in annual gross revenues, which is the total income of the company, or \$25 million in annual earnings, which is the amount of income minus expenses. The amendment would then provide the SEC with the authority to modify these thresholds as necessary or appropriate in the public interest or for the protection of investors.

As our Nation's baby boomers head into retirement and look to sell their privately owned businesses to a new generation of entrepreneurs, it is important that they are able to do so in

an efficient and cost-effective manner. If amended, H.R. 477 would allow them to do just that, and so I would support the bill.

I would like to thank my colleagues. I would like to thank Mr. HENSARLING. I would like to thank Mr. SHERMAN.

This is an important bill for all of us. We are all so supportive of our small businesses. We want them to do well, and we do not want them to be hindered by unnecessary regulations.

Mr. Speaker, I yield back the balance of my time.

Mr. HENSARLING. Mr. Speaker, I yield 1 minute to the gentleman from Ohio (Mr. CHABOT), the distinguished chairman of the Small Business Committee.

Mr. CHABOT. Mr. Speaker, I thank the gentleman for yielding.

I rise in support of H.R. 477, and I want to thank Chairman HENSARLING and Chairman HUIZENGA for their hard work on this effort.

While we are finally seeing improvements in our economy, we will not experience its full potential until we fully unleash American small businesses.

As chairman of the House Small Business Committee, I frequently hear from small-business owners that regulations are preventing their growth and expansion. The bill before us today addresses one of the many regulatory hurdles that stand in the way of small business development. Reducing red tape on brokers would decrease the burdens on small businesses that are going through the next phase of their growth, including transitions in ownership.

This should be a time of expansion and increased opportunities, not higher cost and bureaucratic red tape. Let's work together on behalf of our Nation's small businesses so they can continue to grow today and create the jobs of tomorrow.

□ 1530

Mr. HENSARLING. Mr. Speaker, I yield 3 minutes to the gentleman from Michigan (Mr. HUIZENGA), who is the sponsor of the legislation and the chairman of the Financial Services Subcommittee on Capital Markets, Securities, and Investments.

Mr. HUIZENGA. Mr. Speaker, I appreciate the chairman's hard work on this.

The mission of the Securities and Exchange Commission is to protect investors; maintain fair, orderly, and efficient markets; and facilitate capital formation. As part of that mission, the SEC was mandated by law to conduct an annual forum focusing on small business capital formation.

For nearly a decade, the SEC Government-Business Forum on Small Business Capital Formation has highlighted the merger and acquisition broker proposal as one of its top recommendations to help small businesses.

The MAB proposal would address securities regulation of business brokers

and merger and acquisition advisers who are in the business of facilitating the purchase and sale of privately held small companies. This proposal would significantly reduce their Federal regulation compliance costs, which can initially exceed \$150,000 per broker and, after that, cost \$75,000 per additional year. However, the SEC has never acted on this, despite their recommendation.

As we see more and more baby boomers retire, it has been estimated that \$10 trillion—with a T—of equity is locked up into these small, family-owned typically privately held businesses.

Today the Federal securities regulations require an M&A broker to be registered and regulated by the SEC and FINRA just like a Wall Street investment banker buying or selling publicly traded companies.

Anyone who is trying to sell a hometown business, like a family hardware store, a jewelry store, or even a pizza parlor, suddenly has to be treated like they are being sold or bought by a Wall Street investment bank regardless of their size. We don't think that is right.

But the impact of this legislation is meaningful because it reduces transaction costs, promoting competition among those small business brokers and facilitating private business merger, acquisitions, and sales of these small businesses. This small business initiative promotes economic growth and development.

So we have worked very closely across the aisle with our colleagues, and I thank them. Even in today's politically charged environment that we have, it is nice to show the American people that we can actually do some positive, efficient, and effective initiatives with bipartisan support.

I would like to thank my colleagues, Representatives POSEY, HIGGINS, SHERMAN, and MALONEY, as well as Chairman HENSARLING and Ranking Member WATERS for their efforts to reach a bipartisan consensus and to get the important legislation across the finish line.

I have been working on this now for three Congresses, and we believe that we have a very positive spot here where we can all support this. I want to encourage my colleagues to support and vote for H.R. 477 and demonstrate that Congress can actually work in a bipartisan manner and get some things done for the American people.

Mr. Speaker, I urge swift consideration.

Mr. HENSARLING. How much time do I have remaining, Mr. Speaker?

The SPEAKER pro tempore. The gentleman from Texas has 25 minutes remaining.

Mr. HENSARLING. Mr. Speaker, I will conclude by saying that, again, this is a commonsense reform. It is a balanced reform. It is good for small business. It is bipartisan. I urge all of my colleagues to adopt H.R. 477.

Again, I thank the ranking member and the gentleman from California for

their leadership to work on a bipartisan basis.

Mr. Speaker, I yield back the balance of my time.

The SPEAKER pro tempore. All time for debate on the bill has expired.

AMENDMENT NO. 1 OFFERED BY MR. SHERMAN

Mr. SHERMAN. Mr. Speaker, I have an amendment at the desk.

The SPEAKER pro tempore. The Clerk will designate the amendment.

The text of the amendment is as follows:

Page 2, line 18, strike "public".

Page 2, line 19, insert before the period the following "other than a business combination related shell company".

Page 2, after line 19, insert the following:

(iv) Directly, or indirectly through any of its affiliates, provides financing related to the transfer of ownership of an eligible privately held company.

(v) Assists any party to obtain financing from an unaffiliated third party without—

(I) complying with all other applicable laws in connection with such assistance, including, if applicable, Regulation T (12 C.F.R. 220 et seq.); and

(II) disclosing any compensation in writing to the party.

(vi) Represents both the buyer and the seller in the same transaction without providing clear written disclosure as to the parties the broker represents and obtaining written consent from both parties to the joint representation.

(vii) Facilitates a transaction with a group of buyers formed with the assistance of the M&A broker to acquire the eligible privately held company.

(viii) Engages in a transaction involving the transfer of ownership of an eligible privately held company to a passive buyer or group of passive buyers. For purposes of the preceding sentence, a buyer that is actively involved in managing the acquired company is not a passive buyer, regardless of whether such buyer is itself owned by passive beneficial owners.

(ix) Binds a party to a transfer of ownership of an eligible privately held company.

Page 3, after line 16, insert the following (and redesignate subsequent clauses accordingly):

"(I) BUSINESS COMBINATION RELATED SHELL COMPANY.—The term 'business combination related shell company' means a shell company that is formed by an entity that is not a shell company—

"(I) solely for the purpose of changing the corporate domicile of that entity solely within the United States; or

"(II) solely for the purpose of completing a business combination transaction (as defined under section 230.165(f) of title 17, Code of Federal Regulations) among one or more entities other than the company itself, none of which is a shell company.".

Page 4, line 1, strike "officer exercising" and insert "corporate officer of a corporation or limited liability company, and exercises".

Page 4, line 4, strike "20" and insert "25".

Page 4, line 7, strike "20" and insert "25".

Page 4, line 12, strike "20" and insert "25".

Page 5, after line 18, insert the following flush-left text: "For purposes of this subclause, the Commission may by rule modify the dollar figures if the Commission determines that such a modification is necessary or appropriate in the public interest or for the protection of investors.".

Page 7, strike lines 15 through 25 and insert the following:

"(v) SHELL COMPANY.—The term 'shell company' means a company that at the time of a transaction with an eligible privately held company—

"(I) has no or nominal operations; and

"(II) has—".

The SPEAKER pro tempore. Pursuant to House Resolution 647, the gentleman from California (Mr. SHERMAN) and a Member opposed each will control 5 minutes.

The Chair recognizes the gentleman from California.

Mr. SHERMAN. Mr. Speaker, I yield myself such time as I may consume.

Mr. Speaker, I rise today to offer an amendment to H.R. 477, the Small Business Mergers, Acquisitions, Sales, and Brokerage Simplification Act of 2017.

I want to thank the gentleman from Michigan (Mr. HUIZENGA) for working with me on this amendment. It has been a pleasure to work with him on this bill over a period of three Congresses.

With the adoption of this amendment, the bill will be in a form that will secure support from both sides of the aisle, not only my support, but, more importantly, the ranking member's support.

In the 113th Congress, the House of Representatives supported a similar bill to provide relief to the M&A community by providing that, in certain circumstances, a small business merger or acquisitions broker would not have to register.

As a result of that action by the House, which was not matched by action in the Senate, the Securities and Exchange Commission understood the wisdom of this House and introduced a no-action letter dated January 2014 to provide the same level of relief requested by the House.

In their no-action letter, however, the SEC placed several limitations on the exemption from registration that were not included in the House bill, but, with this amendment, will be included in this year's bill.

These limitations provided additional protections for investors and small businesses. It excluded bad actors and shell companies. It prohibited passive buyers in the M&A transaction to ensure that companies cannot use this exemption from registration as a capital-raising mechanism. It prohibited an M&A broker from providing financing for the transfer. It prohibited M&A brokers from binding a party to a transfer of ownership. I think this is most important: it required that, to be eligible, a broker would have to disclose to both parties and get their consents if they are being paid by both parties. So if there is both a seller's commission and a buyer's commission, you have to tell the buyer and the seller.

Now, those who want to step outside this safe harbor can simply register. But those who will be exempt from registration need to comply with these six elements.

The Small Business Mergers, Acquisitions, Sales, and Brokerage Simplification Act will codify the SEC's no-action letter and provide certainty to

small business merger and acquisition brokers.

In the last Congress, I opposed the bill because it included only two of the six restrictions that were included by the SEC. With this amendment, the bill will include all of the restrictions. This is a bipartisan amendment and it includes all the limitations of the SEC's no-action letter. It has been a pleasure to work with the gentleman from Michigan (Mr. HUIZENGA) on it.

In addition, our amendment provides that the SEC has the rulemaking authority to determine the correct thresholds for gross revenues and of EBITDA—that is to say, earnings of the company before interest, taxes, depreciation, and amortization—in determining whether a company qualifies as an eligible company under this bill.

The SEC is the agency with the expertise to do this. I encourage them to examine this issue closely and to ensure that any threshold in place is evidence-based. I encourage them in future years to inflation-adjust whatever limitation dollar figures they have in their regulations.

I am pleased to offer this amendment with my colleague, Mr. HUIZENGA, whom I may have previously identified as the gentleman from Michigan. I offer it also with the support of the ranking member. I urge the passage of this amendment, as it will ensure bipartisan support for the bill.

Mr. Speaker, I reserve the balance of my time.

Mr. HUIZENGA. Mr. Speaker, I claim the time in opposition to the amendment, even though I am not opposed.

The SPEAKER pro tempore. Without objection, the gentleman from Michigan is recognized for 5 minutes.

There was no objection.

Mr. HUIZENGA. Mr. Speaker, I appreciate the opportunity to address the amendment and the work of Mr. SHERMAN, Mrs. MALONEY, the ranking member, and, obviously, our chairman as well. So I do agree and accept this amendment as a friendly amendment.

It does confirm what the no-action letter has put in place. I believe it properly makes sure that the SEC's role is preserved but that Congress has its imprimatur on this as well. It aligns the bill with the principles outlined in the SEC's no-action letter.

I think this is a good, reasonable amendment. I am pleased to work with the gentleman from California as well. I am glad that we can get this settled in a timely manner.

Mr. Speaker, I yield back the balance of my time.

Mr. SHERMAN. Mr. Speaker, I thank the gentleman from Michigan, and I yield back the balance of my time.

The SPEAKER pro tempore. Pursuant to the rule, the previous question is ordered on the bill, as amended, and on the amendment offered by the gentleman from California (Mr. SHERMAN).

The question is on the amendment offered by the gentleman from California (Mr. SHERMAN).

The amendment was agreed to.

The SPEAKER pro tempore. The question is on the engrossment and third reading of the bill.

The bill was ordered to be engrossed and read a third time, and was read the third time.

The SPEAKER pro tempore. The question is on the passage of the bill.

The question was taken; and the Speaker pro tempore announced that the ayes appeared to have it.

Mr. HENSARLING. Mr. Speaker, on that I demand the yeas and nays.

The yeas and nays were ordered.

The SPEAKER pro tempore. Pursuant to clause 8 of rule XX, further proceedings on this question will be postponed.

## RECESS

The SPEAKER pro tempore. Pursuant to clause 12(a) of rule I, the Chair declares the House in recess subject to the call of the Chair.

Accordingly (at 3 o'clock and 40 minutes p.m.), the House stood in recess.

□ 1614

## AFTER RECESS

The recess having expired, the House was called to order by the Speaker pro tempore (Mr. POE of Texas) at 4 o'clock and 14 minutes p.m.

## ANNOUNCEMENT BY THE SPEAKER PRO TEMPORE

The SPEAKER pro tempore. Pursuant to clause 8 of rule XX, proceedings will resume on questions previously postponed.

Votes will be taken in the following order:

Passage of H.R. 477;

Passage of H.J. Res. 123; and

The motion to suspend the rules and pass H.R. 2658.

The first electronic vote will be conducted as a 15-minute vote. Remaining electronic votes will be conducted as 5-minute votes.

## SMALL BUSINESS MERGERS, ACQUISITIONS, SALES, AND BROKERAGE SIMPLIFICATION ACT OF 2017

The SPEAKER pro tempore. The unfinished business is the vote on passage of the bill (H.R. 477) to amend the Securities Exchange Act of 1934 to exempt from registration brokers performing services in connection with the transfer of ownership of smaller privately held companies, on which the yeas and nays were ordered.

The Clerk read the title of the bill.

The SPEAKER pro tempore. The question is on the passage of the bill.

The vote was taken by electronic device, and there were—yeas 426, nays 0, not voting 6, as follows:

Abraham	DeGette	Johnson (GA)
Adams	Delaney	Johnson (LA)
Aderholt	DeLauro	Johnson (OH)
Aguilar	DeBene	Johnson, E. B.
Allen	Demings	Johnson, Sam
Amash	Denham	Jones
Amodei	Dent	Jordan
Arrington	DeSantis	Joyce (OH)
Babin	DeSaulnier	Kaptur
Bacon	DesJarlais	Katko
Banks (IN)	Deutch	Keating
Barletta	Diaz-Balart	Kelly (IL)
Barr	Dingell	Kelly (MS)
Barragán	Doggett	Kelly (PA)
Barton	Donovan	Khanna
Bass	Doyle, Michael	Kihuen
Beatty	F.	Kildee
Bera	Duffy	Kilmer
Bergman	Duncan (SC)	Kind
Beyer	Duncan (TN)	King (IA)
Biggs	Dunn	King (NY)
Bilirakis	Ellison	Kinzinger
Bishop (GA)	Emmer	Knight
Bishop (MI)	Engel	Krishnamoorthi
Bishop (UT)	Eshoo	Kuster (NH)
Black	Espallat	Kustoff (TN)
Blackburn	Estes (KS)	Labrador
Blum	Esty (CT)	LaHood
Blumenauer	Evans	LaMalfa
Blunt Rochester	Farenthold	Lamborn
Bonamici	Faso	Lance
Bost	Ferguson	Langevin
Boyle, Brendan	Fitzpatrick	Larsen (WA)
F.	Fleischmann	Larson (CT)
Brady (PA)	Flores	Latta
Brady (TX)	Fortenberry	Lawrence
Brat	Foster	Lee
Brooks (AL)	Fox	Levin
Brooks (IN)	Frankel (FL)	Lewis (GA)
Brown (MD)	Franks (AZ)	Lewis (MN)
Buchanan	Frelinghuysen	Lieu, Ted
Buck	Fudge	Lipinski
Bucshon	Gabbard	LoBiondo
Budd	Gaetz	Loebsack
Burgess	Gallagher	Loftgren
Bustos	Gallego	Long
Butterfield	Garamendi	Loudermilk
Byrne	Garrett	Love
Calvert	Gianforte	Lowenthal
Capuano	Gibbs	Lowey
Carbajal	Gohmert	Lucas
Cárdenas	Gomez	Luetkemeyer
Carson (IN)	Gonzalez (TX)	Lujan Grisham,
Carter (GA)	Goodlatte	M.
Carter (TX)	Gosar	Luján, Ben Ray
Cartwright	Gottheimer	Lynch
Castor (FL)	Gowdy	MacArthur
Castro (TX)	Granger	Maloney,
Chabot	Graves (GA)	Carolyn B.
Cheney	Graves (LA)	Maloney, Sean
Chu, Judy	Graves (MO)	Marchant
Cicilline	Green, Al	Marino
Clark (MA)	Griffith	Marshall
Clarke (NY)	Grijalva	Massie
Clay	Grothman	Mast
Cleaver	Guthrie	Matsui
Clyburn	Gutiérrez	McCarthy
Coffman	Hanabusa	McCauley
Cohen	Handel	McClintock
Cole	Harper	McCollum
Collins (GA)	Harris	McEachin
Collins (NY)	Hartzler	McGovern
Comer	Hastings	McHenry
Comstock	Heck	McKinley
Conaway	Hensarling	McMorris
Connolly	Herrera Beutler	Rodgers
Cook	Hice, Jody B.	McNerney
Cooper	Higgins (LA)	McSally
Correa	Higgins (NY)	Meadows
Costa	Hill	Meehan
Costello (PA)	Himes	Meeks
Courtney	Holding	Meng
Cramer	Hollingsworth	Messer
Crawford	Hoyer	Mitchell
Crist	Hudson	Moolenaar
Crowley	Huffman	Mooney (WV)
Cuellar	Huizenga	Moore
Culberson	Hultgren	Moulton
Cummings	Hunter	Mullin
Curbelo (FL)	Hurd	Murphy (FL)
Curtis	Issa	Nadler
Davidson	Jackson Lee	Napolitano
Davis (CA)	Jayapal	Neal
Davis, Danny	Jeffries	Newhouse
Davis, Rodney	Jenkins (KS)	Noem
DeFazio	Jenkins (WV)	Nolan

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