September 21, 2026

The Honorable Paul S. Atkins
Chairman
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Regulation E-Delivery — File No. S7-2026-25; Release Nos. 33-11430; 34-105921

Dear Chairman Atkins:

The American Securities Association ("ASA")[1] appreciates the opportunity to comment on proposed Regulation E-Delivery ("Proposal"). ASA represents nearly one hundred financial services firms who serve Main Street investors, retirement savers, and working families in communities across the country.

ASA writes to make two things clear. First, ASA wholeheartedly supports the Commission's Proposal to make electronic delivery the default method of communicating with investors. Second, ASA urges the SEC to adopt a final rule without one discrete piece of the proposal: the amendment to Rules 14a-13, 14b-1, and 14b-2 that would require a non-objecting beneficial owner ("NOBO") list to include electronic addresses. The two issues are separable, and disagreement over the NOBO list provision should not delay adoption of the e-delivery default.

I. ASA Wholeheartedly Supports an Opt-Out E-Delivery Default.

ASA has been at the forefront of e-delivery modernization advocacy for years. In January 2026, ASA sent a letter to Chairman Atkins urging the Commission to use its existing authority to update its rules and permit e-delivery of shareholder communications.[2] ASA believes e-delivery is a major win for investors, retirement savers, and working families.[3]

Chairman Atkins has framed the problem correctly: our rules still default to paper delivery for shareholder communications, and in an age of algorithmic trading and artificial intelligence, that default "ought to be a

[1]ASA is a trade association that represents the retail and institutional capital markets interests of regional financial services firms who provide Main Street businesses with access to capital and advise hardworking Americans how to create and preserve wealth. ASA's mission is to promote trust and confidence among investors, facilitate capital formation, and support efficient and competitively balanced capital markets. This mission advances financial independence, stimulates job creation, and increases prosperity. ASA has a geographically diverse membership base that spans the Heartland, Southwest, Southeast, Atlantic, and Pacific Northwest regions of the United States.

[2]Letter from Christopher A. Iacovella, President & CEO, American Securities Association, to Chairman Paul S. Atkins (Jan. 2026).

[3]ASA Applauds SEC Proposal to Make E-Delivery the Default for Investor Communications, ASA Newsroom (Jul. 16, 2026), available at https://www.americansecurities.org/post/asa-applauds-sec-proposal-to-make-e-delivery-the-default-for-investor-communications.

relic, not a standard."[4] Commissioner Peirce has likewise urged the Commission to make electronic delivery the default, or even to let firms offer disclosure in whatever form they prefer.[5]

The Commission's own record bears this out. Staff investor testing conducted by the Office of the Investor Advocate found that nearly 80% of U.S. investors prefer some form of e-delivery for financial disclosures that do not include personal information, and a majority — roughly 63% — prefer e-delivery even for disclosures that do include it.[6] A 2022 nationwide survey conducted for SIFMA found that 81% of individual investors would prefer at least one type of investment communication be sent electronically rather than by mail, and a linked FINRA Investor Education Foundation study found investors prefer email (39%) over paper (32%) for receiving disclosures.[7]

The cost savings are not trivial for our firms. Broadridge estimates that digital proxy communications produced roughly $5 billion in savings in the first half of 2025 alone compared to full paper packages, and the Investment Company Institute projects that a default e-delivery standard would save funds and their shareholders between $589 million and $797 million annually — $3 to $4 billion cumulatively over five years.[8] Those savings fall disproportionately on broker-dealers and their customers.

E-delivery has broad bipartisan support in Congress. Representative Bill Huizenga, joined by Representatives Brad Sherman, Bryan Steil, and Jake Auchincloss, has introduced the Improving Disclosure for Investors Act in three successive Congresses, most recently as H.R. 2441, which the House folded into H.R. 3383, the INVEST Act — legislation the Commission's own proposing release cites as evidence of bipartisan congressional support for a default e-delivery standard.[9] Congressman Huizenga has been direct about why: continuing to send customers paper disclosure notices is wasteful and fails to acknowledge that digital communications are safer and more effective at reaching all Americans.[10]

The Commission is not writing on a blank slate here, either. The Department of Labor adopted a comparable default e-delivery safe harbor for ERISA benefit plan disclosures in 2020, reversing paper defaults for retirement plan communications without the disruption opponents of this proposal now predict. FINRA's own Board followed the same logic on December 10-11, 2025, approving a rule permitting member firms to use e-delivery as the default while preserving each customer's right to paper on request, and the House of Representatives passed its own bipartisan e-delivery default legislation that same month. Three separate

[4] Prepared Remarks Before SEC Speaks, Paul S. Atkins, Chairman, U.S. Securities and Exchange Commission (Mar. 19, 2026), available at https://www.sec.gov/newsroom/speeches-statements/atkins-remarks-sec-speaks-031926-prepared-remarks-sec-speaks The Commission's proposing release discusses the same rationale for a default e-delivery standard. See Electronic Delivery of Information Under the Federal Securities Laws, Release Nos. 33-11430; 34-105921 (Jul. 16, 2026), at 30 n.55.

[5] Commissioner Hester Peirce, Misery Loves [Investment] Company: Remarks at the 2026 Investment Company Institute Investment Management Conference (Mar. 24, 2026), cited in Release Nos. 33-11430; 34-105921, at 14 n.18.

[6] Exploring Investor Preferences for Electronic Delivery of Financial Disclosures, U.S. Securities and Exchange Commission Office of the Investor Advocate (May 2026), cited in Release Nos. 33-11430; 34-105921, at 16-17.

[7] SIFMA Survey (Summer 2022) and FINRA Investor Education Foundation, National Financial Capability Study (4th ed. Dec. 2025), both cited in Release Nos. 33-11430; 34-105921, at 18-19.

[8] Letter from Broadridge Financial Solutions, Inc. to FINRA (Jul. 14, 2025), and Letters from Investment Company Institute to Chairman Paul S. Atkins (Nov. 18, 2025 and Apr. 11, 2025), both cited in Release Nos. 33-11430; 34-105921, at 13 n.17, 31 n.56.

[9] H.R. 2441, Improving Disclosure for Investors Act of 2025, 119th Cong. (2025); H.R. 3383, INVEST Act of 2025, 119th Cong. § 205 (2025), cited in Release Nos. 33-11430; 34-105921, at 23 n.46.

[10] Press Release, Rep. Bill Huizenga, Huizenga, Sherman, Steil, and Auchincloss Introduce Bipartisan Improving Disclosure for Investors Act (Mar. 31, 2025), available at https://huizenga.house.gov/news/documentsingle.aspx?DocumentID=404028.

regulators and a chamber of Congress have now reached the same conclusion; the Commission would be the last mover, not the first.[11]

II. ASA General Suggested Changes.

As the Commission develops a final rule, it should provide additional clarity regarding several implementation issues that could create unnecessary operational burdens without materially advancing investor protection.

In particular, the Commission should confirm that covered entities satisfy their delivery obligations by sending covered information to a valid electronic address and maintaining reasonable procedures to identify and remediate failed deliveries. Covered entities should not be required to demonstrate that a recipient opened or reviewed a communication.

The Commission should also permit statements of availability to use standardized descriptions of broad document categories rather than requiring firms to customize each communication for the specific covered information being delivered. This flexibility is particularly important for firms that maintain established electronic-delivery procedures for clients who have already elected to receive electronic delivery.

ASA would request clarification on consolidated statement models that combine SEC-regulated and non-SEC-regulated information so firms can implement the rule without disrupting existing client communications.

The final rule should preserve flexibility for existing industry communications frameworks and should not be interpreted to alter established reimbursement practices that support the delivery of shareholder communications.

If the Commission retains a deadline for responding to requests for historical paper copies, it should replace the proposed three-business-day deadline with a commercially reasonable time standard that reflects document volume, retrieval processes, vendor dependencies, and applicable record-retention systems.

The SEC should clarify that the requirement to provide paper copies upon request is intended to facilitate access to information and should not create an unlimited obligation to reproduce and mail historical documents that were previously delivered electronically. Any historical paper-copy requirements should be operationally practical, consistent with existing record-retention frameworks and allow firms flexibility in managing fulfillment processes across business lines.

ASA supports the Commission's proposed two-year transition period, which allows firms to continue complying with existing delivery rules while they build out the operational, technological, and compliance capabilities that Regulation E-Delivery requires. This is distinct from the 180-day investor notice period addressed in Section V below governing how firms convert an individual investor from paper to electronic delivery once it has adopted the e-delivery default. Building the systems and processes for a rule of this scope takes time, and a measured firm-level timeline reduces the risk of a rushed or uneven rollout across the industry.

[11] Department of Labor, Default Electronic Disclosure by Employee Pension Benefit Plans Under ERISA, 85 FR 31884 (May 27, 2020), cited in Release Nos. 33-11430; 34-105921, at 23 n.46; Report From FINRA Board of Governors Meeting, December 2025, FINRA.org (Dec. 22, 2025), available at https://www.finra.org/media-center/newsreleases/2025/report-finra-board-governors-meeting-december-2025; FINRA, Facilitating E-Delivery While Preserving Investor Choice (Feb. 3, 2026), available at https://www.finra.org/media-center/blog/facilitating-e-delivery-while-preserving-investor-choice.

ASA urges the Commission to finalize the opt-out e-delivery default without delay.

III. ASA Specific Changes: ASA Does Not Support Changes to the NOBO List.

Proposed Rules 14a-13(b), 14b-1(b)(3)(i), and 14b-2(b)(4)(ii) would require that a NOBO list include all available addresses, both mailing and electronic. "Electronic address" is defined broadly at proposed Reg E-Delivery Section 303.101 to include an email address, a mobile phone number, or any other means of electronic communication capable of receiving electronic delivery. The release itself notes that this could reach a social media or messaging-platform username, or blockchain messaging.[12] Parallel changes to Rules 14a-7 and 14d-5 would extend the same requirement to shareholder-list requests and tender-offer stockholder lists.

The Commission itself treated this as unsettled, asking directly whether the NOBO list should include electronic addresses as proposed, and whether furnishing them to third-party soliciting persons raises privacy or other concerns that do not arise with mailing addresses.[13] ASA's answer is that it does, for each of the following reasons:

- Existing consents generally do not extend to this type of disclosure. Clients gave their broker-dealers email addresses and mobile numbers to the firm so it could service their accounts, not so the firm could forward them to funds, equity issuers, proxy solicitors, or mailing vendors. The industry's own 2021 review of this question found that the vast majority of existing client consents for the use of email addresses apply only to communications the broker controls or forwards on the issuer's behalf, and do not extend to sharing that address with third parties.[14]
- The industry has already drawn this line for itself. One of the two firms that compile NOBO lists for the entire industry, Broadridge, declines to disclose known email addresses on a NOBO list precisely because that disclosure has not been authorized by the NOBO. The Commission would be compelling firms to disclose data their own client agreements do not authorize them to disclose.
- The broker-dealer carries a duty it cannot discharge downstream. Firms hold electronic addresses as Regulation S-P custodians of non-public personal information and are examined on that basis.[15] Issuers, proxy solicitors, mailing vendors, and analytics providers who would receive the NOBO list generally are not. The industry's own working group has noted that the federal privacy protections that apply to broker-dealers, particularly Regulation S-P and the Gramm-Leach-Bliley Act, do NOT extend to non-financial issuers.[16] Once the data crosses that line, it leaves the SEC's own customer-data protection regime, and when a downstream breach occurs, it is the broker-dealer's customer — and the broker-dealer's exposure in FINRA's customer arbitration forum — that bears the consequence for a disclosure the firm was compelled to make and had no ability to condition or oversee.[17]
- NOBO status does not necessarily reflect an affirmative election to share electronic contact information with third parties. Many investors who are NOBOs may not have elected that status with a mobile number or messaging handle in mind. Many made the election years ago, and in response

[12]Release Nos. 33-11430; 34-105921, at 43-44 (definition of "electronic address" at proposed Reg E-Delivery § 303.101).
[13]Release Nos. 33-11430; 34-105921, Request for Comment 145, at 176.
[14]Report of the OBO/NOBO Working Group to the Staff of the U.S. Securities and Exchange Commission, at 15 (Aug. 31, 2021).
[15]Regulation S-P, 17 C.F.R. Part 248; Regulation S-P: Privacy of Consumer Financial Information and Safeguarding Personal Information, Securities Exchange Act Release No. 100155 (May 16, 2024) [89 FR 47688].
[16]Report of the OBO/NOBO Working Group to the Staff of the U.S. Securities and Exchange Commission, at 14 (Aug. 31, 2021).
[17]FINRA Rule 12200 (Code of Arbitration Procedure for Customer Disputes).

to a much narrower question about name and mailing address. If this provision is adopted, clients need to be asked again, with the new scope plainly disclosed.

- The definition of electronic address does not stand still. Today it reaches email and mobile numbers, but the release itself contemplates it reaching messaging platforms, social identifiers, and blockchain messaging.[18] A mailing address goes stale when someone moves. A social handle does not — once furnished, it is a durable key to reach that client, held by parties the client never chose and cannot police.
- The combination is the harm. Name, mailing address, electronic address, and share position together are the raw material for impersonation and phishing, because fraudulent outreach is far more convincing when the sender already knows what the client owns. Another trade association has made a related point directly to the Commission. It argued that keeping investor data inside the broker-dealer intermediary system, rather than distributing it more broadly, limits cybersecurity exposure by reducing the number of entities holding sensitive investor data.[19] We agree.
- Mobile numbers carry an authentication risk that email addresses do not. Firms and other institutions increasingly use a client's mobile number as one factor in multi-factor authentication. This authentication works by sending one-time passcodes or verification calls to the client's number. Once a mobile number is placed on a NOBO list and furnished to funds, equity issuers, proxy solicitors, and downstream vendors, it is held by parties with no obligation to safeguard it and no visibility into how it is used to secure the client's accounts. A breach at any one of those downstream recipients would not simply make the number public, it would also compromise the authentication control the number was meant to provide. This would impact the disclosing firm and at any other institution where the client relies on that same number to verify their identity.
- The provision cuts against the proposal's own goal. Investors who understand that e-delivery means their electronic addresses will be forwarded to third parties may decline it, or return to paper, and firms may grow more cautious about defaulting customers into e-delivery for issuer communications if doing so expands what must be furnished. Broader digital adoption is the Commission's stated objective and this mandate works against it.
- Funds negotiate distribution costs directly with broker-dealers through reselling agreements. Regulatory intervention is neither necessary, nor appropriate, where commercial agreements already exist to govern the negotiation of costs. Furthermore, equity issuer fees run through the New York Stock Exchange's Proxy Fee Advisory Committee process, which reviews and recommends the regulated fee schedule for these communications based upon a balanced set of interests across all interested parties.[20] If either channel is producing the wrong price, the fix is to address it through these respective channels — not to compel broker-dealers to disclose client contact information as a substitute for a commercial negotiation.
- The idea of creating a bifurcated e-delivery system, with one for NOBOs and a separate one for OBOs, involves many uncertainties and complexities. The costs of making it work in practice could ultimately prove to reduce current economies of scale and be more costly for funds, issuers, broker-dealers, and investors. We see no economic value in such an exercise, especially when all entities will benefit from a change in the delivery default.

[18] Release Nos. 33-11430; 34-105921, at 43-44.
[19] Stephen Byron, Protecting Investor Privacy: Why the NOBO/OBO Framework Matters, SIFMA (Mar. 26, 2026), available at https://www.sifma.org/news/blog/protecting-investor-privacy-why-the-nobo-obo-framework-matters.
[20] NYSE Rule 451; see also Making Sense of SEC's NOBO-OBO Rules, discussing the NYSE Proxy Fee Advisory Committee's role in setting the reasonable reimbursement fee for NOBO list requests.

- The Commission does not need this provision to get the default it wants. On December 22, 2025, the FINRA Board publicly reported the approval of a proposal permitting member firms to make e-delivery the default under FINRA rules while preserving each customer's right to choose paper, and FINRA has moved to file that change with the Commission.[21] That modernization requires no transfer of any client's electronic address to a third party. FINRA has already shown that the digital default, and the data transfer are severable.
- Electronic addresses on the NOBO list create a distinct disintermediation risk. Once an issuer or fund company holds a NOBO's email address or other electronic identifier, nothing in the Proposal prevents that issuer or fund company from communicating directly with the investor outside the channel the introducing firm built and continues to service. That risk is not theoretical. It invites product sponsors to bypass introducing firms altogether. This would cause investor confusion and disrupt the service models and other arrangements firms have built around servicing client relationships.

This history maps directly onto the Commission's own record. The Improving Disclosure for Investors Act achieves everything the default flip is meant to achieve: an opt-out standard, mandatory notices, and an unconditional right to paper on request.[22] None of that is conditioned on furnishing client electronic addresses to funds, equity issuers or third-party solicitors. Congress's own template for e-delivery modernization did not include this provision, and the Commission does not need to add it to accomplish what the statute and the FINRA rule change already accomplish.

IV. ASA Specific Changes: ASA Supports a Uniform Electronic Delivery Standard.

ASA urges the Commission to pursue a uniform Regulation E-Delivery standard across all self-regulatory organizations (SROs), as it would promote consistency, reduce compliance complexity, and enhance the investor experience. Firms operating across multiple markets and regulatory regimes benefit from a single, harmonized framework that minimizes duplicative processes, operational burdens, and the risk of inadvertent noncompliance arising from differing requirements.

A consistent standard would also make it easier for investors to understand their rights and delivery preferences, regardless of the products they hold or the entities with which they interact. By establishing a uniform approach, the SEC can create a more efficient, predictable, and scalable e-delivery regime that advances investor protection while supporting modernization across the securities industry.

V. ASA Specific Changes: ASA Supports Shortening the 180-Day Transition Period after Initial Paper Notice.

ASA recommends the SEC shorten the transition timeframe to 60 days. Shortening the 180-day period between the initial paper notice and conversion to electronic delivery under the SEC's proposed Regulation E-Delivery would better reflect how investors communicate and access information today. A six-month waiting period is unnecessarily long and delays the realization of the efficiencies, cost savings, and environmental benefits that electronic delivery is intended to achieve.

[21] Report from FINRA Board of Governors Meeting (Dec. 22, 2025); FINRA, Facilitating E-Delivery While Preserving Investor Choice (Feb. 3, 2026), available at https://www.finra.org/media-center/blog/facilitating-e-delivery-while-preserving-investor-choice.

[22] H.R. 2441, Improving Disclosure for Investors Act of 2025, 119th Cong. (2025); H.R. 3383, INVEST Act of 2025, 119th Cong. § 205 (2025).

Investors routinely receive and act on digital communications in substantially shorter timeframes, and a reduced transition period would still provide ample opportunity for individuals to opt out or update their delivery preferences.

Firms generally provide advance notice to clients, often ranging from 30 to 90 days, especially if the change affects account access, statements, fees, or service features. Industry experience demonstrates investors can successfully adapt to significant platform and service changes with notice periods substantially shorter than 180 days.

ASA recommends the Commission align the transition period between the initial paper notice and e-delivery to similar advance notice standards firms already implement. By accelerating the move to e-delivery, the SEC can align most client communication and technology practices in addition to modernizing investor communications while preserving investor choice and maintaining strong investor protections.

VI. ASA Specific Changes: Revise Obligation of Paper Copies Section.

ASA believes the SEC should revise the proposed three-business-day fulfillment requirement in Regulation E-Delivery to provide a more reasonable and operationally feasible timeframe. While investors who request paper documents should receive them promptly, a rigid three-business-day standard does not reflect the practical realities of document retrieval, printing, fulfillment, quality control, and mailing, particularly for large firms processing high volumes of requests.

Imposing an unnecessarily compressed deadline could increase compliance costs without providing any meaningful investor protection benefit. This could also needlessly divert resources from other investor service functions. A more flexible standard would balance investor access to information with operational realities, reduce the risk of inadvertent noncompliance, and align the rule with the SEC's broader goals of promoting efficient, technology-driven communications with appropriate investor protections.

Additionally, the SEC should continue to permit firms to charge a reasonable, cost-based fee for paper delivery to customers under Regulation E-Delivery. Doing so preserves investor choice while ensuring that the substantial costs associated with paper delivery are borne by the investors who elect that service rather than by all investors. This policy is consistent with the Commission's longstanding objectives of promoting efficient communications, reducing unnecessary compliance costs, and leveraging technology to modernize disclosures without eliminating access to paper materials.

The costs of printing, fulfillment, postage, and recordkeeping can become particularly significant when an investor requests paper copies of all required disclosures and account communications over an extended period, such as two years or longer. In those cases, firms may be required to produce and mail dozens, or even hundreds, of documents for a single account, creating expenses that far exceed the cost of electronic delivery. Allowing firms to recover the reasonable costs of providing paper documents strikes an appropriate balance between investor protection, investor choice, and the SEC's goal of encouraging broader adoption of efficient electronic delivery methods.

VII. E-Delivery Upon Death.

The Commission should also address the intersection of Regulation E-Delivery and state unclaimed property laws. Under many state escheatment frameworks, an undeliverable or returned communication can trigger or accelerate dormancy periods that result in the transfer of account assets to the state.

This risk is particularly acute where the underlying cause of non-response is the account holder's death rather than an incorrect or outdated address, since electronic communications sent to a deceased account holder will predictably go unopened and unacknowledged regardless of delivery method.

The Commission should clarify that electronic delivery made in good faith to an address on file, including delivery that is not opened or acknowledged by the recipient, does not constitute a failure to contact the account holder for purposes of state dormancy determinations. The Commission should further encourage covered entities to implement reasonable electronic address hygiene practices, including periodic prompts to confirm or update electronic addresses, as a means of reducing inadvertent escheatment risk.

VIII. Recommendation.

ASA respectfully asks the Commission to:

- Finalize the opt-out e-delivery default in Regulation E-Delivery without delay;
- Confirm that covered entities satisfy their delivery obligations by sending covered information to a valid electronic address and maintaining reasonable procedures to identify and remediate failed deliveries, without requiring proof that a recipient opened or reviewed the communication;
- Permit statements of availability to use standardized descriptions of broad document categories rather than requiring firms to customize each communication to the specific covered information being delivered;
- Clarify how consolidated statements combining SEC-regulated and non-SEC-regulated information may be delivered under the rule;
- Confirm the final rule does not alter established reimbursement practices, such as the NYSE Proxy Fee Schedule, that support the delivery of shareholder communications;
- Replace the proposed three-business-day deadline for responding to requests for historical paper copies with a commercially reasonable time standard;
- Confirm that the paper-copy obligation does not require reproducing historical documents that were previously delivered electronically;
- Decline to adopt the electronic-address amendments to Rules 14a-13, 14b-1, 14b-2, 14a-7, and 14d-5 as proposed. At a minimum, the Commission should not permit an existing NOBO election to be read as consent to disclose a client's electronic address and phone number to a third party;
- Confirm that the electronic-address provisions do not authorize issuers or fund companies to use NOBO contact information to communicate directly with beneficial owners in a manner that bypasses the introducing firm;
- Use the final rule to address how a broker-dealers E-delivery obligations and a client's death will be viewed by the Commission; and
- Shorten the 180-day period to a 60-day transition period following the initial paper notice to avoid investor confusion and prolonging outdated paper-based requirements that impose costs without advancing investor protection.

Additionally, ASA recommends the SEC shift the transition paper notices from two to one. A single transition mailing better protects investors by concentrating important information into one clear, prominent communication that is more likely to be read and understood. Multiple mailings can dilute the significance of the notice, create confusion, and contribute to investor fatigue, whereas a one-time notice paired with ongoing access to electronic or paper delivery options ensures investors remain informed and empowered to choose how they receive their communications.

IX. Conclusion.

ASA and its members are prepared to provide additional data on member consent practices and operational impact as the comment record develops. We appreciate the Commission's consideration of these views.

Sincerely,

Christopher A. Iacovella

Christopher A. Iacovella
President & CEO
American Securities Association