

117TH CONGRESS  
1ST SESSION

**S.** \_\_\_\_\_

To prohibit the initial public offering of certain securities, and for other purposes.

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IN THE SENATE OF THE UNITED STATES

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Mr. RUBIO introduced the following bill; which was read twice and referred to the Committee on \_\_\_\_\_

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**A BILL**

To prohibit the initial public offering of certain securities, 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 “No IPOs for Unac-  
5 countable Actors Act”.

6 **SEC. 2. NO INITIAL PUBLIC OFFERINGS FOR UNACCOUNT-**  
7 **ABLE ACTORS.**

8 (a) DEFINITIONS.—In this section—

9 (1) the term “Board” means the Public Com-  
10 pany Accounting Oversight Board;

1           (2) the term “Commission” means the Securi-  
2           ties and Exchange Commission;

3           (3) the term “covered entity” means—

4                   (A) an entity that is headquartered in, or  
5                   otherwise controlled by an entity that is  
6                   headquartered in, a foreign jurisdiction in  
7                   which the Board is prevented from conducting  
8                   an inspection or investigation of a registered  
9                   public accounting firm under section 104 of the  
10                  Sarbanes-Oxley Act of 2002 (15 U.S.C. 7214)  
11                  because of a position taken by an authority in  
12                  that foreign jurisdiction, as determined by the  
13                  Board; or

14                   (B) an entity that—

15                           (i) is headquartered in, or otherwise  
16                           controlled by an entity that is  
17                           headquartered in, a foreign jurisdiction;  
18                           and

19                           (ii) retains a registered public ac-  
20                           counting firm described in section  
21                           104(i)(2)(A) of the Sarbanes-Oxley Act of  
22                           2002 (15 U.S.C. 7214(i)(2)(A));

23           (4) the terms “exchange”, “issuer”, and “secu-  
24           rity” have the meanings given the terms in section

1 3(a) of the Securities Exchange Act of 1934 (15  
2 U.S.C. 78c(a)); and

3 (5) the term “national securities exchange”  
4 means an exchange registered as a national securi-  
5 ties exchange under section 6 of the Securities Ex-  
6 change Act of 1934 (15 U.S.C. 78f).

7 (b) PROHIBITIONS REGARDING COVERED ENTI-  
8 TIES.—Beginning on the date that is 1 year after the date  
9 of enactment of this Act—

10 (1) the Commission shall prohibit the initial  
11 listing of the securities of a covered entity on a na-  
12 tional securities exchange;

13 (2) if the securities of an issuer are listed on  
14 a national securities exchange and, as a result of a  
15 business combination, that issuer becomes a covered  
16 entity, the Commission shall prohibit the national  
17 securities exchange from continuing to list the secu-  
18 rities of the issuer; and

19 (3) a covered entity may not register a security  
20 of the covered entity under section 12(b) of the Se-  
21 curities Exchange Act of 1934 (15 U.S.C. 78l(b)).