

November 22, 2021

Ms. Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: File No. S7-12-15; Reopening of Comment Period for Listing Standards for Recovery of
Erroneously Awarded Compensation

Dear Ms. Countryman:

This letter is submitted on behalf of Business Roundtable whose members lead America's largest companies, employing over 20 million workers. Their companies' total value, over \$20 trillion, accounts for half of the value of all publicly traded companies in the United States. They spend and invest over \$7 trillion a year, helping sustain and grow tens of thousands of communities and millions of medium- and small-sized businesses.

We appreciate the opportunity to respond to the request for comments included in the recent extension of the comment period for the rulemaking required by the Dodd-Frank Act with respect to compensation clawbacks (the "Proposal") by the U.S. Securities and Exchange Commission (the "Commission" or "SEC").¹

Business Roundtable notes that the Proposal was published by the Commission in 2015, and no action has been taken on it since that time. Business Roundtable submitted a comment letter on the Proposal in 2015 urging the Commission to make several changes before any rule is adopted by the Commission.² Business Roundtable continues to urge the Commission to consider these comments as it looks to finalize the Proposal.

In the most recent Commission action on the Proposal, the Commission reopened the comment period and added multiple new questions about possible changes that it is considering for inclusion in a final rule.

Over six years have passed since the Proposal was issued by the Commission. In that time period, as the Commission notes, companies have adopted a wide variety of clawback policies. Business Roundtable believes that with the extensive passage of time and the significant developments in practice, the Commission should issue a revised proposal if it plans to adopt concepts not originally proposed. A reproposing release would include regulatory text, the

¹ *Commission Notice Reopening Comment Period for Listing Standards for Recovery of Erroneously Awarded Compensation*, October 14, 2021, available at <https://www.sec.gov/rules/proposed/2021/33-10998.pdf>.

² *Comment Letter of the Business Roundtable, Submitted by John A. Hayes, Chairman, President and Chief Executive Officer, Ball Corporation and Chair, Corporate Governance Committee, Business Roundtable, Washington, District of Columbia*, September 14, 2015, available at <https://www.sec.gov/comments/s7-12-15/s71215-42.pdf>.

Commission's economic analysis, and related materials that could be considered by commenters. We would look forward to providing our comments on a reproposal.

###

Thank you for considering our comments and recommendations. We would be happy to discuss these comments or any other matters you believe would be helpful. Please contact Maria Ghazal, Senior Vice President & Counsel of Business Roundtable, at mghazal@brt.org or (202) 496-3268.