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(Original Signature of Member)

119TH CONGRESS
1ST SESSION

H. R. _____

To require certification examinations for accredited investors, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

Mr. FLOOD introduced the following bill; which was referred to the Committee on _____

A BILL

To require certification examinations for accredited investors, 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 “Equal Opportunity for
5 All Investors Act of 2025”.

6 **SEC. 2. CERTIFICATION EXAMINATIONS FOR ACCREDITED**
7 **INVESTORS.**

8 (a) IN GENERAL.—The Commission shall revise the
9 definition of “accredited investor” under Regulation D

1 (section 230.500 et seq. of title 17, Code of Federal Regu-
2 lations) to include any natural person who is certified
3 through the examination required under subsection (b).

4 (b) ESTABLISHMENT OF EXAMINATION.—Not later
5 than 1 year after the date of the enactment of this Act,
6 the Commission shall establish an examination (including
7 a test, certification, or examination program)—

8 (1) to certify an individual as an accredited in-
9 vestor; and

10 (2) that—

11 (A) is designed with an appropriate level of
12 difficulty such that an individual with financial
13 sophistication would be unlikely to fail; and

14 (B) includes methods to determine whether
15 an individual seeking to be certified as an ac-
16 credited investor demonstrates competency with
17 respect to—

18 (i) the different types of securities;

19 (ii) the disclosure requirements under
20 the securities laws applicable to issuers
21 and offerings of securities exempt from
22 registration under section 5 of the Securi-
23 ties Act of 1933 as compared to issuers
24 and offerings of securities subject to such
25 section 5;

- 1 (iii) corporate governance;
- 2 (iv) financial statements and the com-
3 ponents of such statements;
- 4 (v) aspects of unregistered securities,
5 securities issued by private companies, and
6 investments into private funds, including
7 risks associated with—
- 8 (I) limited liquidity;
- 9 (II) limited disclosures;
- 10 (III) variance in valuation meth-
11 ods;
- 12 (IV) information asymmetry;
- 13 (V) leverage risks;
- 14 (VI) concentration risk; and
- 15 (VII) longer investment horizons;
- 16 (vi) potential conflicts of interest,
17 when the interests of financial profes-
18 sionals and their clients are misaligned or
19 when their professional responsibilities may
20 be in conflict with financial motivations;
21 and
- 22 (vii) other criteria the Commission de-
23 termines necessary or appropriate in the
24 public interest or for the protection of in-
25 vestors.

1 (c) ADMINISTRATION.—Beginning not later than 180
2 days after the date the examination is established under
3 subsection (b), such examination shall be administered
4 and offered free of charge to the public by a registered
5 national securities association under section 15A of the
6 Securities Exchange Act of 1934 (15 U.S.C. 78o–3).

7 (d) COMMISSION DEFINED.—In this section, the term
8 “Commission” means the Securities and Exchange Com-
9 mission.