

108TH CONGRESS
1ST SESSION

H. R. 636

To repeal the provisions of the Private Securities Litigation Reform Act and the Securities Litigation Uniform Standards Act that limit private securities actions, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

FEBRUARY 5, 2003

Mr. STUPAK introduced the following bill; which was referred to the Committee on Financial Services, and in addition to the Committee on the Judiciary, for a period to be subsequently determined by the Speaker, in each case for consideration of such provisions as fall within the jurisdiction of the committee concerned

A BILL

To repeal the provisions of the Private Securities Litigation Reform Act and the Securities Litigation Uniform Standards Act that limit private securities actions, 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 “Shareholder and Em-
5 ployee Rights Restoration Act of 2003”.

1 **SEC. 2. REPEAL OF PROVISIONS OF LAW LIMITING SHARE-**
2 **HOLDER ACTIONS UNDER THE SECURITIES**
3 **LAWS.**

4 (a) REPEALS.—The following provisions of law are
5 repealed:

6 (1) Subsections (b), (c), and (d) of section 27
7 of the Securities Act of 1933 (15 U.S.C. 77z–1(b),
8 (c), (d)).

9 (2) Section 27A of the Securities Act of 1933
10 (15 U.S.C. 77z–2).

11 (3) Section 21E of the Securities Exchange Act
12 of 1934 (15 U.S.C. 78u–5).

13 (4) Section 11(f)(2) of the Securities Act of
14 1933 (15 U.S.C. 77k(f)(2)).

15 (5) Subsections (b) through (f) of section 16 of
16 the Securities Act of 1933 (15 U.S.C. 77p(b)–(f)).

17 (6) Subsection (f) of section 28 of the Securi-
18 ties Exchange Act of 1934 (15 U.S.C. 78bb(f)).

19 (b) ADDITIONAL AMENDMENTS TO PROTECT SHARE-
20 HOLDER ACTIONS AND WHISTLEBLOWERS.—Section 21D
21 of the Securities Exchange Act of 1934 (15 U.S.C. 78u–
22 4) is amended—

23 (1) in subsection (a)—

24 (A) by striking paragraph (8); and

25 (B) by redesignating paragraph (9) as
26 paragraph (8);

1 (2) in subsection (b)—

2 (A) by inserting “, but not the sources of
3 those facts,” after “particularity all facts” in
4 paragraph (1);

5 (B) by striking “strong” in paragraph (2);

6 (C) by striking paragraph (3);

7 (D) by redesignating paragraph (4) as
8 paragraph (3); and

9 (3) by striking subsections (c) through (f).

10 (c) CONFORMING AMENDMENTS.—

11 (1) Section 16 of the Securities Act of 1933 (15
12 U.S.C. 77p) is amended by striking “(a) REMEDIES
13 ADDITIONAL.—Except as provided in subsection (b),
14 the rights” and inserting “The rights”.

15 (2) Section 22(a) of the Securities Act of 1933
16 (15 U.S.C. 77v(a)) is amended—

17 (A) by striking “except as provided in sec-
18 tion 16 with respect to covered class actions,”;
19 and

20 (B) by striking “Except as provided in sec-
21 tion 16(c), no case” and inserting “No case”.

22 (3) Section 28(a) of the Securities Exchange
23 Act of 1934 (15 U.S.C. 78bb(a)) is amended by
24 striking “Except as provided in subsection (f), the
25 rights” and inserting “The rights”.

1 **SEC. 3. RESTORATION OF AIDING AND ABETTING LIABIL-**
2 **ITY.**

3 (a) SECURITIES ACT OF 1933.—Section 20 of the Se-
4 curities Act of 1933 (15 U.S.C. 77t) is amended by adding
5 at the end the following new subsection:

6 “(h) PROSECUTION OF PERSONS WHO AID OR ABET
7 VIOLATIONS.—For purposes of subsections (b) and (d),
8 any person who knowingly or recklessly provides substan-
9 tial assistance to another person in the violation of a provi-
10 sion of this title, or of any rule or regulation hereunder,
11 shall be deemed to violate such provision to the same ex-
12 tent as the person to whom such assistance is provided.
13 No person shall be liable under this subsection based on
14 an omission or failure to act unless such omission or fail-
15 ure constituted a breach of a duty owed by such person.”.

16 (b) SECURITIES EXCHANGE ACT OF 1934.—Section
17 20(e) of the Securities Exchange Act of 1934 (15 U.S.C.
18 78t(e)) is amended to read as follows:

19 “(e) PROSECUTION OF PERSONS WHO AID OR ABET
20 VIOLATIONS.—For purposes of subsections (d)(1) and
21 (d)(3) of section 21, or an action by a self-regulatory orga-
22 nization, or an express or implied private right of action
23 under this title, any person who knowingly or recklessly
24 provides substantial assistance to another person in the
25 violation of a provision of this title, or of any rule or regu-
26 lation thereunder, shall be deemed to violate such provi-

1 sion and shall be liable to the same extent as the person
2 to whom such assistance is provided. No person shall be
3 liable under this subsection based on an omission or fail-
4 ure to act unless such omission or failure constituted a
5 breach of a duty owed by such person.”.

6 (c) INVESTMENT COMPANY ACT OF 1940.—Section
7 42 of the Investment Company Act of 1940 (15 U.S.C.
8 80a–41) is amended by adding at the end the following
9 new subsection:

10 “(f) PROSECUTION OF PERSONS WHO AID OR ABET
11 VIOLATIONS.—For purposes of subsections (d) and (e),
12 any person who knowingly or recklessly provides substan-
13 tial assistance to another person in the violation of a provi-
14 sion of this title, or of any rule, regulation, or order here-
15 under, shall be deemed to violate such provision to the
16 same extent as the person to whom such assistance is pro-
17 vided. No person shall be liable under this subsection
18 based on an omission or failure to act unless such omission
19 or failure constituted a breach of a duty owed by such
20 person.”.

21 (d) INVESTMENT ADVISERS ACT OF 1940.—Section
22 209(d) of the Investment Advisers Act of 1940 (15 U.S.C.
23 80b–9) is amended—

24 (1) in subsection (d)—

1 (A) by striking “or that any person has
2 aided, abetted, counseled, commanded, induced,
3 or procured, is aiding, abetting, counseling,
4 commanding, inducing, or procuring, or is
5 about to aid, abet, counsel, command, induce,
6 or procure such a violation,”; and

7 (B) by striking “or in aiding, abetting,
8 counseling, commanding, inducing, or procuring
9 any such act or practice”; and

10 (2) by adding at the end the following new sub-
11 section:

12 “(f) PROSECUTION OF PERSONS WHO AID OR ABET
13 VIOLATIONS.—For purposes of subsections (d) and (e),
14 any person who knowingly or recklessly provides substan-
15 tial assistance to another person in the violation of a provi-
16 sion of this title, or of any rule, regulation, or order here-
17 under, shall be deemed to violate such provision to the
18 same extent as the person to whom such assistance is pro-
19 vided. No person shall be liable under this subsection
20 based on an omission or failure to act unless such omission
21 or failure constituted a breach of duty owed by such per-
22 son.”.

1 **SEC. 4. LIMITATIONS PERIOD FOR IMPLIED PRIVATE**
2 **RIGHTS OF ACTION.**

3 Section 27A of the Securities Exchange Act of 1934
4 (15 U.S.C. 78aa-1) is amended to read as follows:

5 **“SEC. 27A. LIMITATIONS PERIOD FOR IMPLIED PRIVATE**
6 **RIGHTS OF ACTION.**

7 “(a) IN GENERAL.—Except as otherwise provided in
8 this title, an implied private right of action arising under
9 this title shall be brought not later than 3 years after the
10 date on which the alleged violation was discovered.

11 “(b) EFFECTIVE DATE.—The limitations period pro-
12 vided by this section shall apply to all proceedings pending
13 on or commenced after the date of enactment of the
14 Shareholder and Employee Rights Restoration Act.”.

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