

From: [REDACTED]
Sent: Monday, January 6, 2025 4:44 PM
To: PRA
Cc: Emily Brock; Jarron Brady
Subject: PRA Comment on Rule 15c2-12

Austin Gerig
Director/Chief Data Officer
Securities and Exchange Commission
C/o Tanya Ruttenberg
100 F St NE
Washington, DC 20549

Re: PRA on Rule 15c2-12

Dear SEC:

I would like to provide a PRA comment on Rule 15c2-12.

Rule 15c2-12 requires underwriters to contract with an issuer to provide continuing disclosure regarding "Rating Changes".

NRSRO are separately required to report Rating Changes to the EMMA.

NRSRO do not consistently notify issuers of Rating Changes, particularly when the change is due to a 3rd party (credit enhancer).

The requirement for issuers to report "rating changes" is NOT necessary for the proper performance of the functions of the Commission because the information is already required to be reported by NRSRO, the primary source of the information.

Having the primary source of the rating change (NRSRO) report the information enhances the quality, utility, and clarity of the information collected. Issuer reporting (secondary source) is not reliable because NRSRO's are not required to report the change in a timely manner to the Issuer. That can also cause Issuers to have a "failure to file" due to a 3rd party (NRSRO) not informing the Issuer of the rating change.

Not requiring the issuer to ALSO report the information minimizes the burden of the collection of information.

I urge the SEC to remove the "Rating Change" reporting requirement from Rule 15c2-12, and to deem all outstanding Continuing Disclosure Agreement to have the requirement removed unless reaffirmed by an Issuer.

Richard Li
[REDACTED]