

AMENDMENT IN THE NATURE OF A SUBSTITUTE
TO H.R. 3352
OFFERED BY MR. LAWLER OF NEW YORK

Strike all after the enacting clause and insert the following:

1 SECTION 1. SHORT TITLE.

2 This Act may be cited as the “Helping Angels Lead
3 Our Startups Act of 2025” or the “HALOS Act of 2025”.

4 SEC. 2. CLARIFICATION OF GENERAL SOLICITATION.

5 (a) DEFINITIONS.—For purposes of this section and
6 the revision of rules required under this section:

7 (1) ANGEL INVESTOR GROUP.—The term
8 “angel investor group” means any group that—

9 (A) is composed of accredited investors in-
10 terested in investing personal capital in early-
11 stage companies;

12 (B) holds regular meetings and has defined
13 processes and procedures for making invest-
14 ment decisions, either individually or among the
15 membership of the group as a whole; and

16 (C) is neither associated nor affiliated with
17 brokers, dealers, or investment advisers.

1 (2) ISSUER.—The term “issuer” means an
2 issuer that is a business, is not in bankruptcy or re-
3 ceivership, is not an investment company, and is not
4 a blank check, blind pool, or shell company.

5 (b) IN GENERAL.—Not later than 6 months after the
6 date of enactment of this Act, the Securities and Ex-
7 change Commission shall revise Regulation D (17 CFR
8 230.500 et seq.) to require that in carrying out the prohi-
9 bition against general solicitation or general advertising
10 contained in section 230.502(c) of title 17, Code of Fed-
11 eral Regulations, the prohibition shall not apply to a pres-
12 entation or other communication made by or on behalf of
13 an issuer which is made at an event—

14 (1) sponsored by—

15 (A) the United States or any territory
16 thereof, the District of Columbia, any State, a
17 federally recognized Indian Tribe, a political
18 subdivision of any State, territory, or federally
19 recognized Indian Tribe, or any agency or pub-
20 lic instrumentality of any of the foregoing;

21 (B) a college, university, or other institu-
22 tion of higher education;

23 (C) a nonprofit organization;

24 (D) an angel investor group;

25 (E) an incubator or accelerator;

1 (F) a venture forum, venture capital asso-
2 ciation, or trade association, other than an as-
3 sociation created solely for the purpose of spon-
4 soring an event described under this subsection;
5 or

6 (G) any other group, person, or entity as
7 the Securities and Exchange Commission may
8 determine by rule;

9 (2) that is not held in any facility that is owned
10 or operated by a religious organization, other than
11 an institution of higher education that is accredited
12 and operated primarily for post-secondary education;

13 (3) where any advertising for the event does not
14 reference any specific offering of securities by the
15 issuer;

16 (4) the sponsor of which—

17 (A) does not make investment rec-
18 ommendations or provide investment advice to
19 event attendees;

20 (B) does not engage in an active role in
21 any investment negotiations between the issuer
22 and investors attending the event;

23 (C) does not charge event attendees any
24 fees other than reasonable administrative fees;

1 (D) does not receive any compensation for
2 making introductions between investors attend-
3 ing the event and issuers, or for investment ne-
4 gotiations between such parties;

5 (E) makes readily available to attendees a
6 disclosure not longer than one page in length,
7 as prescribed by the Securities and Exchange
8 Commission, describing the nature of the event
9 and the risks of investing in the issuers pre-
10 senting at the event; and

11 (F) does not receive any compensation
12 with respect to such event that would require
13 registration of the sponsor as a broker or a
14 dealer under the Securities Exchange Act of
15 1934, or as an investment advisor under the In-
16 vestment Advisers Act of 1940; and

17 (5) where no specific information regarding an
18 offering of securities by the issuer is communicated
19 or distributed by or on behalf of the issuer, other
20 than—

21 (A) that the issuer is in the process of of-
22 fering securities or planning to offer securities;

23 (B) the type and amount of securities
24 being offered;

1 (C) the amount of securities being offered
2 that have already been subscribed for; and

3 (D) the intended use of proceeds of the of-
4 fering.

5 (c) RULE OF CONSTRUCTION.—Subsection (b) may
6 only be construed as requiring the Securities and Ex-
7 change Commission to amend the requirements of Regula-
8 tion D with respect to presentations and communications,
9 and not with respect to purchases or sales.

10 (d) NO PRE-EXISTING SUBSTANTIVE RELATIONSHIP
11 BY REASON OF EVENT.—Attendance at an event de-
12 scribed under subsection (b) shall not qualify, by itself,
13 as establishing a pre-existing substantive relationship be-
14 tween an issuer and a purchaser, for purposes of Rule
15 506(b).

