

## SEC Expands "Testing the Waters" Communications

September 27, 2019 | Client Update

On September 26, the SEC announced a welcome, broad expansion of “testing the waters” flexibility for *all* companies. Under new Rule 163B, all companies, and persons authorized to act on their behalf (such as underwriters), will be able to gauge market interest in a possible offering with qualified institutional buyers and institutional accredited investors prior to or after the filing of a registration statement. The new rule is welcome relief for all non-emerging growth companies and for companies without a registration statement on file.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

**Marcel Fausten**

+1 212 450 4389  
marcel.fausten@davispolk.com

**Joseph A. Hall**

+1 212 450 4565  
joseph.hall@davispolk.com

**Michael Kaplan**

+1 212 450 4111  
michael.kaplan@davispolk.com

**James C. Lin**

+852 2533 3368  
james.lin@davispolk.com

**Byron B. Rooney**

+1 212 450 4658  
byron.rooney@davispolk.com

**Gregory S. Rowland**

+1 212 450 4930  
gregory.rowland@davispolk.com

**Richard D. Truesdell, Jr.**

+1 212 450 4674  
richard.truesdell@davispolk.com

*This communication, which we believe may be of interest to our clients and friends of the firm, is for general information only. It is not a full analysis of the matters presented and should not be relied upon as legal advice. This may be considered attorney advertising in some jurisdictions. Please refer to the firm's privacy notice for further details.*

## Related materials

[2019-09-27\\_sec\\_expands\\_testing\\_the\\_waters\\_communications.pdf](#)