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SEC Proposes "Regulation E-Delivery": Hunton Andrews Kurth

On July 16, 2026, the US Securities and Exchange Commission (Commission) proposed sweeping changes to its rules regarding electronic delivery of information to investors. Applicable to a wide variety of Commission-regulated entities, the proposed rules set forth the conditions and circumstances under which "covered entities" would be permitted to use e-delivery to deliver "covered information" to "covered recipients" without first obtaining their affirmative consent. If adopted in a subsequent rulemaking, Regulation E-Delivery would become the primary framework governing electronic delivery under the federal securities laws, while prior interpretive guidance would remain effective only to the extent it is not expressly superseded. Notably, the proposal falls short of a complete "access equals delivery" model, in which a recipient is deemed to have received a given document once it is posted online without further notice.

Background

Under the Commission's current regulatory framework, required disclosures and reports generally continue to be delivered in paper form unless the recipient affirmatively elects electronic delivery. Instead, the proposed regulation would replace the Commission's longstanding guidance-based approach, which has largely operated as an "opt-in" system, with a rule-based framework permitting electronic delivery without prior affirmative consent, subject to specified conditions. The Commission emphasizes that the proposed regulation addresses only procedural aspects of electronic delivery under the federal securities laws and, except as expressly provided, would not alter substantive rights or obligations established elsewhere under those laws.

The Commission notes that electronic communications have become substantially more prevalent through the widespread use of smartphones, tablets, cloud-based storage, artificial intelligence, blockchain technology, and distributed ledger systems used in securities offerings and transfers. The Commission further states that financial industry participants have repeatedly requested modernization of the existing electronic delivery framework through comments submitted in rulemaking proceedings and other communications with the Commission.

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> The proposal would apply to "covered entities," "covered recipients," and "covered information." The Commission explains that these defined terms are intended to encompass the broad range of participants involved in securities transactions and required regulatory communications. Covered entities generally include persons having an obligation under the federal securities laws to deliver required information, and would include issuers, registered broker-dealers, registered investment advisers, registered investment companies, business development companies, transfer agents, indenture trustees, **municipal securities dealers**, funding portals, and certain other securities intermediaries. Covered recipients generally include current or prospective

customers, clients, investors, security holders, counterparties, and similar persons entitled to receive regulatory information. Covered information generally consists of information that the federal securities laws require to be delivered.

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Hunton Andrews Kurth LLP – Scott H Kimpel and Mayme Beth F. Donohue

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