

Corporate & Financial Weekly Digest

June 17, 2011 by [Guy C. Dempsey, Jr.](#)

SEC Issues Final Rule on Beneficial Ownership of Securities via Security-Based Swaps

In March, the Securities and Exchange Commission issued a proposed rule that was intended to meet the SEC's obligations under Section 766 of the Dodd-Frank Wall Street Reform and Consumer Protection Act to determine the extent to which a security-based swap will be deemed to involve the acquisition of beneficial ownership of underlying equity securities for the purposes of Sections 13 and 16 of the Securities Exchange Act of 1934. The proposed rule was noncontroversial because in the SEC's view existing Exchange Act Rules 13d-3 and 16a-1 already provide sufficient guidance on this topic, so the rule was technically just a "re-adoption" of those rules without change. The proposed rule has now been reissued without change as a final rule that will take effect on July 16.

The final rule can be found [here](#).

Katten Muchin Rosenman LLP
Charlotte Chicago Irving London Los Angeles New York Washington, DC