



September 22, 2025

The Honorable Paul Atkins, Chairman
The Honorable Hester Peirce, Commissioner
The Honorable Caroline Crenshaw, Commissioner
The Honorable Mark Uyeda, Commissioner
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RE: *Petition for Order Expanding Eligibility Criteria in Accredited Investor Definition*

Dear Chairman Atkins and Commissioners,

The American Consumer and Investor Institute (“ACII”)¹ writes in support of the Securities and Exchange Commission’s (“SEC” or “Commission”) efforts since President Trump’s election to expand retail investor access and facilitate capital formation. ACII applauds the Commission’s focus on this important topic, which has the potential to make our capital markets more resilient and improve the investor experience for millions of Americans.

ACII’s mission is to advocate on behalf of the new generation of American consumers and investors for more choice and access to U.S. financial markets, products, and services, including in the areas of consumer banking, securities, and cryptocurrencies – all accompanied by robust financial education. ACII is committed to promoting free markets and more opportunities for consumers and investors to participate in the greatest economy on earth. ACII believes that every American has the right to take part in our financial system to build a better future for themselves and their families. While recent innovations and new technologies have expanded the number of Americans enjoying the benefits of the U.S. financial system, more can be done to expand access to investment opportunities that have, for too long, been accessible only to the wealthy.

In particular, ACII was pleased to hear Chairman Atkins’s comments in speeches and media appearances earlier this year about the importance of expanding access to the private markets, including potentially revisiting the definition of who qualifies as an accredited investor eligible to invest in exempt offerings.² For far too long, the overburdensome limitations on who qualifies as an accredited investor have served as a barrier between retail investors and the private markets, depriving Main Street Americans of investment opportunities they should be allowed to access.

¹ American Consumer and Investor Institute, About Us, <https://aciinstitute.org/about-us/>.

² Prepared Remarks by SEC Chair Paul Atkins, SEC Speaks, May 19, 2025. <https://www.sec.gov/newsroom/speeches-statements/atkins-prepared-remarks-sec-speaks-051925>, SEC Chair Paul Atkins Speaks with CNBC’s Squawk Box on July 2, 2025. <https://www.cnbc.com/2025/07/02/first-on-cnbc-transcript-sec-chair-paul-atkins-speaks-with-cnbc-squawk-box-today.html>.

We believe that this Commission, under Chairman Atkins’s leadership, is uniquely suited to undertake a holistic review of the accredited investor definition to open up investment opportunities to retail investors that historically have only been reserved for the wealthy.

Wealth is not a proxy for investment sophistication, and accessibility to private markets should not be limited only to those with high net worths. Indeed, the current accredited investor definition’s reliance on wealth as an indicator of sophistication can lead to perverse outcomes. A prime example is a lawsuit filed earlier this month challenging the accredited investor definition, in which the claimant held a master’s degree in applied economics and “extensive” experience working in the same sector where she wanted to invest. After an investment firm was forced to turn down the claimant’s investment because she failed to meet the net worth criteria, the firm hired her as CEO of one of its portfolio companies. Part of her job was soliciting investors, yet “ironically, she was prohibited from investing her own capital in the same opportunities she was deemed qualified to evaluate and lead professionally.”³ It is precisely this type of restriction on investor choice and investor access that this Commission should be trying to eliminate.

The accredited investor definition, which was originally adopted as part of Regulation D⁴ in 1982, currently defines an “accredited investor” as an individual who meets the SEC’s designated thresholds for wealth, income, or financial sophistication.⁵ The SEC last amended the definition of an accredited investor under Chairman Jay Clayton in 2020.⁶ Those amendments for the first time expanded the universe of individuals “permitted to participate in our private markets not only based on their income or net worth, but also based on established, clear measures of financial sophistication.” Specifically, the 2020 amended rule allows for persons with a Series 7, Series 65, or Series 82 license and employees of private funds that meet the definition of “knowledgeable employee”⁷ to qualify as accredited investors.

We applaud the Commission’s previous effort to expand the pool of accredited investors based on financial sophistication, enhancing retail participation in U.S. private markets. However, we believe that there are additional measures of financial sophistication beyond three FINRA examinations and knowledgeable employees of private funds that should qualify an individual as an accredited investor. Indeed, in the 2020 amendments, the Commission acknowledged that there might be additional criteria in the future that should be included and provided a mechanism pursuant to which the Commission can add additional categories of “certifications”, “designations”, “credentials”, or “programs of study” by order, rather than through a rulemaking.⁸

³ *Emily Kapszukiewicz and Healthcare Shares vs. SEC*, 4:25-cv-00975-O (N.D. Tex., Sept. 9, 2025), available at https://www.icanlaw.org/files/ugd/20358e_59d7ea549cb94602a934b273049c51e1.pdf.

⁴ Regulation D [17 CFR 230.501 et seq] relates to transactions exempted from the registration requirements of Section 5 of the Securities Act under Rule 504, Rule 506(b) and Rule 506(c).

⁵ § 17 CFR 230.501 Definitions and terms used in Regulation D.

⁶ <https://www.sec.gov/newsroom/press-releases/2020-191>.

⁷ § 270.3c-5 Beneficial ownership by knowledgeable employees and certain other persons. <https://www.govinfo.gov/content/pkg/CFR-2022-title17-vol5/pdf/CFR-2022-title17-vol5-sec270-3c-5.pdf>.

⁸ Amending the Accredited Investor Definition, Release Nos. 33-10824; 89669 (Aug. 26, 2020), <https://www.sec.gov/resources-small-businesses/small-business-compliance-guides/amendments-accredited-investor-definition>.

The Commission invited the public to submit recommendations of additional categories to be considered, explaining that any expanded criteria should include the following non-exclusive list of attributes that the Commission would consider in determining which professional certifications and designations or other credentials qualify a natural person for accredited investor status:

- “the certification, designation, or credential arises out of an examination or series of examinations administered by a self-regulatory organization or other industry body or is issued by an accredited educational institution;
- the examination or series of examinations is designed to reliably and validly demonstrate an individual’s comprehension and sophistication in the areas of securities and investing;
- persons obtaining such certification, designation, or credential can reasonably be expected to have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of a prospective investment;
- and an indication that an individual holds the certification or designation is made publicly available by the relevant self-regulatory organization or other industry body.”

Consistent with the Commission’s authority to add additional categories of eligibility to the accredited investor definition by order, and consistent with this Commission’s prioritization of expanding retail investor access to the private markets, ACII formally petitions the Commission to issue an order adding the following additional categories of “certifications”, “designations”, “credentials”, and “programs of study” to the accredited investor definition.⁹

I. FINRA Licensed Persons

The definition of accredited investor should be expanded to include individuals who have passed any examination administered by FINRA beyond the already qualifying Series 7, Series 65, and Series 82 licenses. FINRA examinations clearly satisfy the Commission’s criteria for determining which professional certifications or designations reflect sufficient financial sophistication:

- *Examination by a self-regulatory organization:* FINRA, as a congressionally authorized self-regulatory organization, designs and administers these examinations as a condition of working in the securities industry.
- *Demonstrated comprehension and sophistication:* FINRA describes its qualifying exams as covering “a broad range of subjects on the markets and the securities industry and its regulatory structure. This includes the knowledge of FINRA rules and the rules of other self-regulatory organizations.” The exams are rigorous and require candidates to demonstrate valid and reliable comprehension of securities, investment products, financial markets, and applicable regulations.

⁹ Notably, the SEC’s own Investor Advisory Committee (“IAC”) also endorses expanding the categories of eligibility under the accredited investor definition. In a recommendation just approved on September 18, 2025, the IAC stated that the Committee “believes that the following credentials could be appropriate additions to the existing list: (1) Chartered Financial Analysts, (2) Certified Financial Planners, (3) Certified Public Accountants, (4) Chartered Financial Consultants, (5) Personal Financial Specialists, (6) Certified Investment Management Analysts; and (7) Certified Private Wealth Advisors.” *Recommendations of the Investor as Owner and Market Structure Subcommittees of the SEC Investor Advisory Committee* (Sept. 18, 2025), available at <https://www.sec.gov/files/iac-private-markets-091125.pdf>. ACII agrees that all of these categories warrant inclusion in the accredited investor definition, as described below.

- *Knowledge sufficient to evaluate investments:* Individuals who pass these exams are deemed by FINRA, the SEC, and state regulators to be competent to provide investment-related services to the public. If regulators believe these individuals have the requisite expertise to guide clients, it follows that they themselves are well-positioned to evaluate the merits and risks of prospective investments.
- *Public availability of certification:* The fact that an individual has passed a FINRA examination and holds an active registration is publicly available through FINRA's BrokerCheck system, ensuring verifiability and transparency of the credential.

II. Certified Financial Planner ("CFP")

The definition of accredited investor should also be expanded to include individuals who hold the Certified Financial Planner (CFP®) designation. The CFP credential satisfies the Commission's criteria for professional certifications and designations that reflect financial sophistication:

- *Examination administered by an industry body or accredited institution:* The CFP certification is administered by the Certified Financial Planner Board of Standards, Inc., an industry-recognized body that sets rigorous educational and professional standards for financial planners. Candidates must complete comprehensive coursework through accredited educational institutions before sitting for the exam.
- *Valid demonstration of comprehension and sophistication:* To earn the CFP designation, candidates must pass a 170-question examination that includes stand-alone, scenario-based, and case-study-based questions. This examination is specifically designed to test a candidate's ability to apply knowledge across a wide range of financial topics, including investments, retirement, estate planning, taxation, and risk management. The exam ensures that individuals demonstrate both breadth and depth of comprehension in securities and investing.¹⁰
- *Knowledge sufficient to evaluate investments:* CFP professionals are required to complete at least 6,000 hours of relevant professional experience in financial planning, ensuring that they possess not only theoretical knowledge but also practical expertise in evaluating the merits and risks of investments. Furthermore, CFP professionals must agree to act as fiduciaries when providing financial advice, underscoring their ability to understand and evaluate investments in the best interest of clients.
- *Public availability of certification:* The CFP Board maintains a publicly accessible database of all current CFP certificate holders, allowing for transparent verification of the credential.

III. Chartered Financial Analyst ("CFA")

The definition of accredited investor should also be expanded to include individuals who hold the Chartered Financial Analyst (CFA®) designation. The CFA credential, conferred by the CFA Institute, is one of the most rigorous and globally respected designations in the field of investment management and directly satisfies the SEC's criteria for demonstrating financial sophistication:

¹⁰ Certified Financial Planner ("CFP"). Financial Industry Regulatory Authority ("FINRA"), Professional Designations. <https://www.finra.org/investors/professional-designations/cfp>.

- *Examination administered by an industry body:* The CFA program is administered by the CFA Institute, a leading global professional body for investment professionals. The credential is awarded only upon successful completion of a rigorous, multi-year examination process.
- *Valid demonstration of comprehension and sophistication:* To earn the CFA designation, candidates must pass a three-part examination that builds in complexity across Levels I, II, and III. Each level tests a progressively deeper understanding of investment tools, valuation of assets, portfolio management, and wealth planning. Pass rates for each exam are typically below 50%, reflecting the high degree of difficulty and reliability in demonstrating mastery.¹¹
- *Knowledge sufficient to evaluate investments:* The CFA curriculum is specifically designed to equip candidates with real-world skills in investment analysis, financial reporting, corporate finance, quantitative methods, and ethical standards. CFA charter holders are trained to evaluate the merits and risks of prospective investments at a professional level—skills that regulators, asset managers, and institutional investors around the world rely upon.
- *Public availability of certification:* The CFA Institute maintains a searchable public directory of charter holders, ensuring transparent verification of the credential.

IV. Chartered Financial Consultant (“ChFC”)

The definition of accredited investor should also be expanded to include individuals who hold the Chartered Financial Consultant (ChFC®) designation. The ChFC credential, issued by The American College of Financial Services, demonstrates advanced knowledge in financial planning, investment strategies, and wealth management, and it satisfies the Commission’s criteria for professional certifications that demonstrate financial sophistication:

- *Examination administered by an industry body:* The ChFC designation is awarded by The American College of Financial Services, an accredited nonprofit educational institution specializing in financial services education. The College establishes the academic standards, administers the coursework, and validates completion through proctored examinations.
- *Valid demonstration of comprehension and sophistication:* To earn the ChFC designation, candidates must complete a comprehensive program of study that includes multiple courses and examinations covering financial planning, investment management, retirement planning, estate planning, insurance, and taxation. The program is designed to ensure mastery across a wide range of investment and wealth management concepts.¹²
- *Knowledge sufficient to evaluate investments:* Candidates for the ChFC must have at least three years of full-time business experience within the financial services industry. This experience, combined with the curriculum’s emphasis on practical application, ensures that ChFC designees possess both the theoretical knowledge and hands-on expertise necessary to evaluate the merits and risks of prospective investments.

¹¹ Chartered Financial Analyst (“CFA”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/cfa>.

¹² Chartered Financial Consultant (“ChFC”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/chfc>.

- *Public availability of certification:* The American College of Financial Services provides verification of ChFC certification status through its records, enabling employers, clients, and regulators to confirm the credential.

V. Personal Financial Specialist (“PFS”)

The definition of accredited investor should also be expanded to include individuals who hold the Personal Financial Specialist (PFSTM) credential. The PFS credential, issued by the American Institute of Certified Public Accountants (AICPA), recognizes CPAs who have developed specialized expertise in financial planning and wealth management. The PFS designation demonstrates advanced competence in financial decision-making and investment evaluation, and it satisfies the Commission’s criteria for professional certifications that demonstrate financial sophistication:

- *Examination administered by an industry body:* The PFS credential is awarded by the AICPA, a nationally recognized professional body responsible for setting rigorous professional standards. The credential requires successful completion of the PFS examination (or relevant exemptions through advanced certifications), ensuring that candidates demonstrate high-level competence in financial planning.
- *Valid demonstration of comprehension and sophistication:* The PFS examination and related coursework test advanced knowledge in investments, retirement planning, estate planning, taxation, risk management, and personal financial decision-making. Candidates must demonstrate the ability to integrate these concepts in real-world client scenarios, reliably validating their sophistication in investment-related matters.¹³
- *Knowledge sufficient to evaluate investments:* Eligibility for the PFS credential requires that candidates first be licensed CPAs, with at least two years of full-time business or teaching experience in personal financial planning. This requirement ensures that certificants possess not only advanced accounting knowledge but also the applied financial planning skills necessary to evaluate the merits and risks of prospective investments.
- *Public availability of certification:* The AICPA maintains records of CPAs and PFS credential holders, enabling employers, regulators, and the public to confirm credential status.

VI. Certified Trust and Financial Advisor (“CTFA”)

The definition of accredited investor should also be expanded to include individuals who hold the Certified Trust and Financial Advisor (CTFA) designation. The CTFA credential, issued by the American Bankers Association (ABA), reflects a high level of expertise in wealth management and fiduciary services, and it meets the Commission’s criteria for professional certifications that demonstrate financial sophistication:

- *Examination administered by an industry body:* The CTFA is awarded by the ABA, a nationally recognized industry body that establishes professional standards and administers the certification process, including the CTFA examination.

¹³ Personal Financial Specialist (“PFS”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/pfs>.

- *Valid demonstration of comprehension and sophistication:* The CTFA exam is designed to test advanced knowledge in trust administration, investment management, estate planning, tax law, retirement planning, and ethics. Candidates must demonstrate the ability to integrate and apply this knowledge in the context of real-world fiduciary services, thereby reliably validating their financial expertise.¹⁴
- *Knowledge sufficient to evaluate investments:* Eligibility for the CTFA requires either (i) five years of professional experience in wealth management combined with a bachelor's degree, or (ii) ten years of qualifying wealth management experience. "Wealth management" is defined as direct client interaction to deliver fiduciary services including planning and advice, asset management, trusts, estates, IRAs, qualified retirement plans, and custody services. This substantial professional background ensures that CTFA designees have both the technical knowledge and practical experience to evaluate the merits and risks of investment opportunities.
- *Public availability of certification:* The ABA provides a directory and public resources verifying a CTFA's credential status, ensuring transparency and accountability.

VII. Certified Investment Management Analyst ("CIMA")

The definition of accredited investor should also be expanded to include individuals who hold the Certified Investment Management Analyst (CIMA®) designation. The CIMA credential, issued by the Investments & Wealth Institute, is a globally recognized standard for advanced investment consulting and demonstrates the type of financial sophistication the Commission seeks to identify in accredited investors. The CIMA certification process clearly satisfies the Commission's criteria:

- *Examination administered by an industry body:* The CIMA credential is overseen and granted by the Investments & Wealth Institute, a leading professional association for investment advisors and wealth managers. Candidates must successfully complete a rigorous examination process and executive education program offered through accredited institutions.
- *Valid demonstration of comprehension and sophistication:* The CIMA program requires mastery of advanced investment topics, including asset allocation, portfolio construction, risk management, due diligence, and performance measurement. Candidates complete an intensive executive education program through a top-tier business school, followed by a certification exam designed to test their ability to apply both theoretical and practical knowledge to complex investment scenarios.¹⁵
- *Knowledge sufficient to evaluate investments:* Eligibility for the CIMA designation requires a minimum of three years of relevant financial services experience or an acceptable professional designation, ensuring that candidates have meaningful professional grounding in the industry. The program equips certificate holders with the ability to evaluate investments, design portfolios, and manage risk for both individual and institutional clients—demonstrating the same sophistication expected of accredited investors.

¹⁴ Certified Trust and Financial Advisor ("CTFA"). Financial Industry Regulatory Authority ("FINRA"), Professional Designations. <https://www.finra.org/investors/professional-designations/ctfa-0>.

¹⁵ Certified Investment Management Analyst ("CIMA"). Financial Industry Regulatory Authority ("FINRA"), Professional Designations. <https://www.finra.org/investors/professional-designations/cima>.

- *Public availability of certification:* The Investments & Wealth Institute maintains a searchable public database of certificate holders, allowing regulators, employers, and investors to verify an individual's CIMA status.

VIII. Certified Private Wealth Advisor (“CPWA”)

The definition of accredited investor should also be expanded to include individuals who hold the Certified Private Wealth Advisor (CPWA®) designation. The CPWA credential, issued by the Investments & Wealth Institute, is a premier advanced certification for advisors who work with high-net-worth clients. It reflects deep expertise in wealth management strategies, tax planning, and sophisticated investment analysis, and it meets the Commission's criteria for professional certifications that demonstrate financial sophistication:

- *Examination administered by an industry body:* The CPWA designation is awarded by the Investments & Wealth Institute, a nationally recognized professional body that establishes advanced standards for private wealth advisors and administers the CPWA certification exam.
- *Valid demonstration of comprehension and sophistication:* The CPWA program requires candidates to complete rigorous executive education at an accredited university business school and to pass a comprehensive examination. The exam tests knowledge in wealth management, advanced estate planning, tax strategies, behavioral finance, and alternative investments. Candidates must demonstrate their ability to apply this knowledge to the unique complexities of high-net-worth client situations.¹⁶
- *Knowledge sufficient to evaluate investments:* Eligibility for the CPWA requires at least five years of professional client-centered experience in financial services. Combined with the advanced curriculum and case-based examination, CPWA designees have proven capacity to evaluate the merits and risks of complex investment opportunities, including those in private equity, hedge funds, real estate, and tax-sensitive portfolio structures.
- *Public availability of certification:* The Investments & Wealth Institute maintains a searchable public directory of certificants, ensuring that CPWA status can be independently verified and transparently confirmed.

IX. Chartered Alternative Investment Analyst (“CAIA”)

The definition of accredited investor should also be expanded to include individuals who hold the Chartered Alternative Investment Analyst (CAIA®) designation. The CAIA credential, issued by the CAIA Association, is the globally recognized standard for professionals in alternative investments and directly aligns with the Commission's criteria for financial sophistication:

- *Examination administered by an industry body:* The CAIA designation is awarded by the CAIA Association, an internationally recognized professional body dedicated to alternative investment education. Candidates must complete two levels of examinations as part of the certification process.

¹⁶ Certified Private Wealth Advisor (“CPWA”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/cpwa>.

- *Valid demonstration of comprehension and sophistication:* The CAIA exams test mastery of advanced topics in hedge funds, private equity, venture capital, commodities, real assets, structured products, and risk management. The examinations are designed to ensure that candidates can apply sophisticated analytical frameworks and investment techniques to complex and often illiquid asset classes.¹⁷
- *Knowledge sufficient to evaluate investments:* The CAIA program equips candidates with the expertise required to analyze, manage, and evaluate alternative investments—asset classes that are among the most complex and least transparent in the financial markets. With more than 14,000 professionals worldwide holding the designation, CAIA charter holders are trusted to work with institutional investors, regulators, and asset managers to assess risks and opportunities in specialized investment vehicles. This level of expertise clearly demonstrates the ability to evaluate the merits and risks of prospective investments.
- *Public availability of certification:* The CAIA Association maintains a directory of charter holders, ensuring that credential status can be publicly verified.

X. Financial Risk Managers (“FRM”)

The definition of accredited investor should also be expanded to include individuals who hold the Financial Risk Manager (FRM®) designation. The FRM credential, awarded by the Global Association of Risk Professionals (“GARP”), is the leading certification for risk management professionals worldwide and directly satisfies the SEC’s criteria for financial sophistication:

- *Examination administered by an industry body:* The FRM program is overseen and administered by GARP, a globally recognized professional organization. Candidates must pass two comprehensive examinations as part of the certification process.
- *Valid demonstration of comprehension and sophistication:* The FRM examinations are designed to test advanced knowledge in financial risk analysis and investment-related decision-making. The curriculum covers quantitative analysis, risk management foundations, financial markets and products, credit and market risk, valuation, risk models, and investment management. The exams require candidates not only to understand theoretical concepts but also to apply risk assessment tools and techniques in practical scenarios.¹⁸
- *Knowledge sufficient to evaluate investments:* In addition to passing the two rigorous examinations, FRM candidates must demonstrate at least two years of relevant professional work experience before earning certification. This requirement ensures that certificate holders combine academic mastery with practical, real-world application in risk assessment and investment analysis. An independent benchmarking study by Ecctis found that the FRM credential is comparable to a master’s degree in 14 national and regional education systems, underscoring the sophistication of the program.
- *Public availability of certification:* GARP maintains a directory of certified FRMs, allowing for public verification of credential holders.

¹⁷ Certified Alternative Investment Analyst (“CAIA”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/caia>.

¹⁸ Financial Risk Managers (“FRM”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/frm>.

XI. Certified Public Accountant (“CPA”)

The definition of accredited investor should also be expanded to include Certified Public Accountants (CPAs). The CPA credential, licensed by state boards of accountancy and recognized nationally, reflects rigorous education, examination, and professional requirements that align directly with the Commission’s stated criteria for financial sophistication:

- *Examination administered by an accredited institution or industry body:* The Uniform CPA Examination is administered by the American Institute of Certified Public Accountants (AICPA) in conjunction with the National Association of State Boards of Accountancy (NASBA). It is the nationally recognized standard for assessing competency in accounting, finance, and regulatory knowledge.
- *Valid demonstration of comprehension and sophistication:* The CPA exam consists of three core sections—Auditing and Attestation, Financial Accounting and Reporting, and Taxation and Regulation—plus a discipline section in advanced areas such as Business Analysis and Reporting, Information Systems and Controls, or Tax Compliance and Planning. The exam rigorously evaluates candidates’ understanding of financial statements, regulatory frameworks, and risk evaluation—skills that are directly relevant to analyzing investments.¹⁹
- *Knowledge sufficient to evaluate investments:* To be licensed, CPA candidates must complete a bachelor’s degree plus at least 150 semester hours of postsecondary education, typically including graduate-level coursework in accounting, finance, and business. They must also accumulate at least one year of supervised accounting experience. These combined requirements ensure that CPAs possess both the technical knowledge and applied experience necessary to assess the merits and risks of prospective investments.
- *Public availability of certification:* Each state maintains licensing records for CPAs, and the AICPA and NASBA provide national directories, making CPA status transparent and easily verifiable.

XII. Degrees from Accredited Colleges and Universities

The Commission should also recognize certain undergraduate and graduate degrees from accredited colleges and universities as qualifying credentials for accredited investor status. Academic programs in finance, economics, accounting, business, law, and real estate provide rigorous, structured education that meets or exceeds the Commission’s criteria for demonstrating financial sophistication:

- *Examination administered by an accredited institution:* Accredited colleges and universities are subject to recognized accrediting bodies and are authorized to confer degrees only after students complete required coursework and examinations. These examinations, administered by credentialed faculty, serve substantially the same function as industry exams by assessing whether a candidate has acquired the necessary knowledge and skills.

¹⁹ Certified Public Accountant (“CPA”). Financial Industry Regulatory Authority (“FINRA”), Professional Designations. <https://www.finra.org/investors/professional-designations/cpa>.

- *Valid demonstration of comprehension and sophistication:* Earning a degree in a relevant field requires years of coursework and numerous examinations, which reliably test comprehension of complex subject matter in finance, economics, and business. Graduates must demonstrate mastery across a range of topics before being awarded a degree. In many cases – for example, degrees in business, economics, and accounting – obtaining a degree requires engaging in extensive finance and investment case studies.
- *Knowledge sufficient to evaluate investments:* Degrees in finance, economics, accounting, business, law, and real estate each require students to develop advanced knowledge and analytical skills that are directly relevant to evaluating the merits and risks of various investments.
- *Public availability of certification:* Degree conferral generally is a matter of public record and can be verified through registrars, alumni records, and widely available professional directories, satisfying the transparency requirement identified by the Commission.

Each of the fields of academic study identified below provide graduates with the sophistication necessary to be treated as an accredited investor:

- *Finance:* Degrees in finance provide direct and comprehensive training in capital markets, investment analysis, corporate finance, risk management, and valuation techniques. Graduates are well equipped to assess complex investment opportunities and evaluate their associated risks and rewards.
- *Economics:* Economics programs train students to understand market behavior, resource allocation, macroeconomic policy, and statistical methods. This education equips graduates with a strong analytical framework for assessing investment risks and anticipating market trends.
- *Accounting:* Accounting degrees emphasize financial reporting, auditing, and regulatory compliance, all of which require mastery of the information that underpins valuation and investment decision-making. Graduates are trained to analyze balance sheets, income statements, and cash flow statements—critical tools for evaluating the health and value of investment opportunities.
- *Business (MBA and undergraduate business degrees):* Business programs provide interdisciplinary knowledge across finance, accounting, management, strategy, and operations. Graduates are trained to assess company performance, evaluate growth opportunities, and weigh financial risks, making them well positioned to act as sophisticated investors.
- *Law (JD and undergraduate pre-law degrees):* Law degrees, particularly with basic coursework in securities regulation, corporate law, or financial regulation, equip graduates with the ability to understand and interpret the legal frameworks governing investment markets. This knowledge gives them unique sophistication in identifying both risks and protections associated with investment contracts and securities.
- *Real Estate:* Degrees in real estate focus on property valuation, development, finance, and investment analysis. Graduates gain specialized skills in assessing real estate markets and structuring investments in tangible assets—areas of investment commonly restricted to accredited investors.

Graduates of these programs possess both the theoretical knowledge and analytical skills necessary to evaluate investment opportunities. Recognizing these degrees as qualifying criteria for accredited investor status would be consistent with the Commission’s framework and would expand eligibility to individuals whose education demonstrates the financial sophistication the SEC seeks to identify.

XIII. Professional Experience

Finally, the Commission should also recognize professional experience as a qualifying basis for accredited investor status. Individuals with at least one year of non-ministerial professional experience in fields such as accounting or auditing, management consulting, law, economics, securities, banking, crypto, real estate, or insurance possess training and applied knowledge that meet the Commission’s criteria for financial sophistication:

- *Examination administered by an accredited body (or equivalent):* While professional experience is not measured by a single standardized examination, these fields require continuous application of knowledge and judgment in high-stakes settings. In practice, ongoing client demands, regulatory oversight, and professional review processes operate as a continual “examination” of competence, ensuring that individuals in these roles maintain high levels of expertise.
- *Valid demonstration of comprehension and sophistication:* Demonstrated success in these professions requires applied mastery of concepts in finance, risk management, valuation, regulation, and strategy. One year of non-ministerial experience provides sufficient exposure to complex financial and business issues to reliably demonstrate comprehension and sophistication.
- *Knowledge sufficient to evaluate investments:* By the nature of their work, individuals in these fields routinely analyze financial statements, assess risks, interpret regulations, and make recommendations with direct investment implications. Their professional duties ensure that they are equipped to evaluate the merits and risks of investment opportunities.
- *Public availability of certification or verification:* Employment history is generally verifiable through professional resumes, employer references, industry licensing authorities, and public filings, ensuring that claimed experience can be transparently confirmed.

Specific fields of professional experience demonstrating the level of sophistication warranting accredited investor status include:

- *Accounting or Auditing:* Involves direct analysis of financial statements and compliance with regulatory standards, equipping professionals to evaluate corporate financial health and investment risks.
- *Management Consulting:* Requires assessing corporate strategy, financial models, and operational risks—skills directly applicable to evaluating investment opportunities.
- *Law:* Legal practice in corporate, securities, or regulatory contexts ensures familiarity with contracts, governance, and financial regulation, which are central to investment evaluation.

- *Economics*: Applied economics work in academia, government, or industry equips professionals with the ability to analyze markets, evaluate policy effects, and interpret data trends relevant to investments.
- *Securities*: Experience in securities markets—whether in trading, analysis, compliance, or regulation—provides direct expertise in evaluating investments and understanding market risk.
- *Banking*: Professional roles in commercial or investment banking involve credit analysis, capital allocation, risk assessment, and deal structuring, all of which mirror the skills required of sophisticated investors.
- *Crypto*: Professional experience in digital assets and blockchain markets develops expertise in one of the fastest-evolving investment spaces, where sophisticated knowledge is particularly necessary to evaluate risks and opportunities.
- *Real Estate*: Direct involvement in property valuation, finance, development, or investment equips professionals to assess tangible asset risks and returns—skills essential for sophisticated participation in real estate investment offerings.
- *Insurance*: Requires modeling risk, pricing, and liability—analytical frameworks that parallel those used in investment evaluation and portfolio management.

Professional experience in these fields reliably equips individuals with the sophistication the Commission intends to capture within the accredited investor definition. Including such experience as a qualifying pathway would appropriately recognize practical, real-world expertise as equivalent to academic or industry certification-based credentials.

* * *

If a U.S. citizen can be drafted to fight in a war, vote, hold a full-time job, and manage their finances through a bank, including applying for and receiving a loan, that same person who has a college degree or professional certification or experience in a relevant field should qualify as an accredited investor. The addition of the above-referenced “certifications”, “designations”, “credentials”, or “programs of study” to the definition of accredited investor will contribute meaningfully to retail investor access to the investment opportunities they deserve.

On behalf of ACII, I appreciate the opportunity to share my comments and stand ready to serve as a resource to the Commission on this important topic.

Sincerely,



Blaine Luetkemeyer
Chief Executive Officer
The American Consumer and Investor Institute