

FIT FOR PURPOSE: A REVIEW OF THE SEC'S PATH TOWARDS CRYPTO REGULATION

By Ryan Adams, Rhys Bortignon, Val Dahiya, Ryne Miller, Trevor Levine, and Andrew Klierer of Morrison Foerster

I. Introduction

On August 18, 2026, the Securities and Exchange Commission (SEC or the “Commission”) proposed “Regulation Crypto Assets,” a package of new rules that would create, for the first time, a tailored offering regime for certain investment contracts involving crypto assets (the “Proposed Rule”).¹ The Proposed Rule comes after nearly a decade in which the Commission regulated crypto assets primarily through enforcement actions, no-action letters, and informal staff guidance, an approach sometimes referred to as “regulation by enforcement.”

The Proposed Rule followed a summer of legislative false starts, with the CLARITY Act sitting in congressional limbo and SEC crypto reforms being calendared and suddenly cancelled. Nevertheless, the Proposed Rule represents a new era for the treatment of digital assets within the federal securities regulatory regime. For the first time, the SEC has proposed fit-for-purpose regulations designed to work with digital assets. While it is somewhat narrow in scope, and may not ultimately represent the sea change cryptocurrency proponents have long hoped for, the Proposed Rule does indicate a fundamental philosophical shift within the nation’s primary securities regulator.

II. Background: From Enforcement to Rulemaking

As noted above, the SEC historically has taken a patchwork approach to crypto. Between 2017 and 2025, the Commission approached crypto assets principally by applying the test developed by the Supreme Court in *SEC v. W.J. Howey Co.* (the “Howey test”) to analyze whether a particular instrument, in the context in which it was offered or sold, constituted or was subject to an “investment contract” and therefore fell within the purview of the federal securities laws.² In practice, the Commission and its staff addressed crypto assets through a combination of enforcement actions, no-action letters, and informal staff guidance.³ Some Commissioners and commentators characterized this approach as “regulation by enforcement” and argued that the existing framework, designed for traditional securities, was not fit for the unique characteristics of covered investment contracts involving crypto assets.⁴

The following timeline examines notable developments in the SEC’s regulation of crypto assets:

- **July 25, 2017: DAO Report.** The Commission issued an investigative report, finding that tokens sold by an unincorporated organization known as “The DAO” were offered and sold as “investment contracts” under the *Howey* test.⁵ This report was the Commission’s first formal framework for applying the federal securities laws to crypto assets and established the Commission’s position that the use of blockchain technology does not, by itself, remove a transaction from the

scope of the federal securities laws. In reaching its conclusion, the Commission emphasized the economic realities of the transaction, including purchasers' expectation of profits and their reliance on the managerial efforts of The DAO's founders and other participants. The report only addressed one type of digital asset, however, and did not reach conclusions with respect to other forms of digital assets. The report therefore served as a guidepost, rather than a definitive record, of the Commission's views regarding the circumstances when digital assets constitute securities.

- **December 2017-February 2019: Enforcement Actions.** The Commission addressed initial coin offerings (ICOs) on an ad hoc basis through enforcement actions applying *Howey*, looking to factors including how a token was marketed, the extent to which purchasers were led to expect profits from the issuer's managerial or entrepreneurial efforts, the token's existing or prospective consumptive utility, and the issuer's role in developing the network and facilitating secondary-market trading.⁶ These actions served as an initial test of how the Commission would enforce the federal securities laws against actors in the digital asset space.
- **June 14, 2018:** William Hinman, then-Director of the Commission's Division of Corporation Finance, gave remarks regarding the application of *Howey* to digital assets.⁷ Hinman emphasized that the securities-law analysis should focus on the circumstances surrounding a digital asset and the manner in which it is offered and sold, rather than whether the asset itself is inherently a security. He also suggested that a digital asset initially offered as part of an investment contract could subsequently be sold in transactions that do not involve securities where, among other things, the associated network becomes sufficiently decentralized such that purchasers no

longer reasonably expect a person or group to carry out essential managerial or entrepreneurial efforts. Hinman's remarks represented his personal views and did not constitute a rule or formal statement of the Commission, but they served as an initial instance where a high-level member of SEC staff contemplated the application of a uniform framework to digital assets based on the circumstances of offer and sale.

- **April 3, 2019: Framework for "Investment Contract" Analysis of Digital Assets.** The SEC's Strategic Hub for Innovation and Financial Technology published a framework (the "Framework") broadly outlining its views on the *Howey* test's application to digital assets.⁸ With respect to whether purchasers rely on the efforts of others, the Framework focused principally on whether an active participant performs essential managerial efforts that affect the success of the enterprise, including developing, maintaining, or enhancing the network or digital asset. Separately, in assessing whether purchasers have a reasonable expectation of profits, the Framework considered factors including the asset's transferability and prospects for appreciation, the availability of secondary-market trading, and the manner in which the asset is marketed. The guidance also noted that digital assets with characteristics suggesting consumptive use rather than investment are less likely to be classified as securities. Although widely referenced, the Framework was a staff-level analytical tool without the force of a Commission rule. It was superseded by the Commission's March 2026 Interpretive Release, outlined below.
- **April 2019-November 2020: No-Action Letters.** The Division of Corporation Finance issued no-action letters applying the existing Framework to specific crypto asset offerings on a case-by-case basis.⁹ In these no-action letters, the Division cited factors such as the token's im-

mediate consumptive utility, the existence of a fully developed and operational platform before token sales, restrictions on transferability and secondary-market trading, mechanisms limiting the potential for price appreciation, and marketing that emphasized the token's functionality rather than its potential for appreciation, in making these no-action determinations. These letters represented an effort to provide greater practical guidance following the Commission's early enforcement actions and the 2019 Framework, but their highly fact-specific nature and limited number left broader questions regarding the application of *Howey* to other types of crypto assets to be addressed through subsequent guidance, enforcement actions, and litigation.

- **2021-2022: Shift Toward Broader Enforcement and Registration.** Following Gary Gensler's appointment as chairman in 2021, the Commission adopted a more expansive enforcement-oriented approach to the crypto industry, premised on the view that existing federal securities laws applied to much of the crypto market and that many market participants were operating outside those requirements. Gensler stated that the "vast majority" of crypto tokens were securities and emphasized that crypto trading and lending platforms were required to register with the Commission to the extent they offered or facilitated transactions in securities.¹⁰ Gensler also stated that stablecoins could constitute securities or investment companies, depending on their structure and use, including whether they paid interest or otherwise provided returns to holders.¹¹ Consistent with this approach, the Commission increasingly used enforcement actions to apply existing securities-law requirements to crypto products and intermediaries.¹² Backlash to this "regulation-by-enforcement" approach serves as an impetus for the more prescriptive and rules-based framework adopted under Chairman Paul Atkins,¹³ as

well as the GENIUS Act governing stablecoins and the proposed CLARITY Act market structure bill.¹⁴

- **February 2020 & April 2021: Commissioner Peirce's Token Safe Harbor Proposals.** Commissioner Hester Peirce proposed a time-limited exemption from Securities Act of 1933 (the "Securities Act") registration for crypto assets during blockchain project development, after which token transactions might cease to be securities transactions if the network achieved sufficient functionality or decentralization, a concept that foreshadowed the safe harbor in Regulation Crypto Assets.¹⁵
- **January 21, 2025: Crypto Task Force Established.** Immediately upon his appointment to replace former Chairman Gensler, Acting Chairman Mark Uyeda established the SEC's Crypto Task Force to develop a comprehensive regulatory framework for crypto assets, with a focus on distinguishing securities from non-securities, crafting tailored disclosures, and providing realistic paths to registration.¹⁶ The task force was led by Commissioner Hester Peirce and coordinated across multiple SEC divisions and offices. The task force conducted extensive industry outreach, including public roundtables¹⁷ and a "Crypto on the Road" initiative, to meet with industry stakeholders across the country.¹⁸ Its work served as starting point for subsequent SEC actions related to digital assets.
- **January 23, 2025: Executive Order 14178.** Following the 2024 presidential election, President Trump issued Executive Order 14178 within the first few days of taking office, establishing the President's Working Group on Digital Asset Markets and directing it to submit a report recommending regulatory and legislative proposals related to digital assets within 180 days.¹⁹

- **February-August 2025: Staff Statements.** The Division of Corporation Finance issued a series of staff statements addressing the federal securities laws' application to various crypto-related matters, including meme coins, proof-of-work mining, stablecoins, crypto offerings, protocol staking, crypto exchange-traded products, and liquid staking.²⁰ The statements reflected a shift toward providing affirmative, category-specific guidance regarding when particular crypto assets and activities implicate the federal securities laws.
- **July 30, 2025: President's Working Group Report.** The President's Working Group recommended that the SEC use its rulemaking and exemptive authority to establish a fit-for-purpose registration exemption, a time-limited safe harbor for certain transactions during early periods of network functionality and decentralization, and a safe harbor for certain airdrops.²¹ The concepts would later be incorporated into the 2026 Interpretation and the Proposed Rule.
- **July 31, 2025: "Project Crypto" Announced.** SEC Chairman Paul Atkins announced "Project Crypto," directing staff to develop tailored disclosures, exemptions, and safe harbors for crypto asset transactions subject to the securities laws.²² The joint initiative with the Commodity Futures Trading Commission (CFTC) was intended to harmonize federal oversight of digital asset markets and served as the foundation for the publication of the 2026 Interpretation and the Proposed Rule.
- **January-February 2026: Additional Staff Actions.** The Divisions of Corporation Finance, Investment Management, and Trading and Markets issued a joint staff statement on tokenized securities and the Division of Trading and Markets published FAQs on crypto asset activities and distributed ledger technology.²³ The state-

ment and FAQ broadly delineated the respective Divisions' views on when certain crypto assets constitute securities. For example, the tokenized-securities statement distinguished between issuer-sponsored tokenized securities, where an issuer or its agent uses distributed ledger technology to record or facilitate transfers of its own securities, and third-party tokenized securities, where an unaffiliated party issues a token representing an interest in an underlying security or providing synthetic exposure to it. The Trading and Markets FAQs separately addressed how existing regulatory requirements apply to broker-dealers engaging in crypto activities, including custody of crypto asset securities, the treatment of certain payment stablecoins for broker-dealer capital purposes, and the use of distributed ledger technology by broker-dealers and transfer agents.

- **March 17, 2026: The "2026 Interpretation."** In an Interpretive Release, the Commission classified crypto assets into five categories—digital commodities, digital collectibles, digital tools, stablecoins, and digital securities—and set forth its views on how each relates to the federal securities laws, including when non-security crypto assets become subject to, and later cease to be subject to, an investment contract.²⁴ The Interpretive Release served as the basis for the crypto-asset taxonomy underlying the Proposed Rule.
- **August 18, 2026: Regulation Crypto Assets.** The Commission issued the Proposed Rule, a tailored offering regime for covered investment contracts that builds on the 2026 Interpretation's separation concept, and codified it as a conditional safe harbor. Comments are due by October 20, 2026.

Throughout this timeline, advocates in the crypto community have called for a legitimate regulatory framework for digital assets. In 2024, the Supreme Court's decision in *Loper Bright Enterprises v.*

Raimondo added urgency to these calls. The Court in *Loper Bright* overruled the longstanding concept of “*Chevron* deference,” holding that courts may not defer to an agency’s interpretation of the law simply because a statute is ambiguous.²⁵

The practical implications for crypto-asset regulation were significant. The SEC’s prior approach was built largely on non-binding staff interpretations of how the *Howey* test applied to novel token-based transactions, interpretations advanced primarily through enforcement actions, staff guidance, and no-action letters rather than through notice-and-comment rulemaking. In a post-*Loper Bright* environment, however, those interpretive positions became more vulnerable to judicial challenge, as courts would no longer defer to them merely because the relevant statutory provisions were ambiguous. Diminished deference heightened the premium on grounding major policy choices in the formal rulemaking process.

The Commission’s 2025 shift in posture should therefore not just be seen as a result of a change in administrations, but also as a consequence of the *Loper Bright* decision. Rather than continuing to rely on enforcement actions, staff statements, and no-action letters as the principal instruments of crypto-asset regulation, the Commission has advanced a comprehensive proposal through notice-and-comment rulemaking. Unlike the Commission’s prior actions, any formal rule issued will serve as binding precedent on regulated entities.

III. Regulation Crypto Assets: Principal Themes

The SEC’s newly released Proposed Rule, Regulation Crypto Assets, represents a dramatic philosophical shift in the Commission’s approach to digital assets. For the first time, the SEC has proposed a cohesive body of rules that are bespoke for crypto offerings.

The Proposed Rule is organized into five subparts with varying scopes. It would establish:

- **general rules** (Subpart A), including new principles-based disclosure requirements and new crypto-asset-specific forms to be filed with the SEC;
- **a startup exemption** (Subpart B), which would permit offerings of up to \$5 million of covered investment contracts over a period of up to four years;
- **a fundraising exemption** (Subpart C), modeled on Regulation A, permitting offerings of up to \$75 million in any 12-month period through two tiers;
- **an investment contract safe harbor** (Subpart D), under which a covered investment contract satisfying specified conditions would be deemed to have ceased to exist, so the subject crypto asset would no longer be subject to that investment contract; and
- **preemption of state law** (Subpart E) through a new definition of “qualified purchaser,” removing state registration and qualification requirements for offerings under the regime and certain resales.

Among other things, the Proposed Rule builds on the 2026 Interpretation by positing that, when dealing with digital assets, the security being regulated—not the underlying crypto asset itself—is the “covered investment contract.” A covered investment contract is defined as an investment contract in which the subject is a crypto asset that is not itself a security, and no other asset is part of the investment contract.²⁶ This distinction preserves the Commission’s longstanding position that the *Howey* analysis turns on the arrangement in which the asset is offered, rather than the asset’s inherent characteristics, while acknowledging that crypto investors need information that traditional disclosure frameworks do not elicit.

Relatedly, the Proposed Rule further develops the

Commission's focus on an issuer's "essential managerial efforts" by recognizing that an investment contract involving a crypto asset need not persist indefinitely. Where purchasers initially rely on an issuer's representations or promises to undertake essential managerial efforts, for example, to develop a functional network or application, the investment contract may terminate once those promised efforts have been completed or have permanently ceased.²⁷ Accordingly, a crypto asset originally sold subject to an investment contract may subsequently trade without those transactions themselves constituting securities transactions. Chair Atkins previously articulated the rationale for this approach, explaining that "[n]etworks mature. Code is shipped. Control disperses. The issuer's role diminishes or disappears. At some point, purchasers are no longer relying on the issuer's essential managerial efforts."²⁸ As Atkins further explained, "[o]nce the investment contract can be understood to have run its course, or expires by its own terms, the token may continue to trade, but those trades are no longer 'securities transactions' simply by virtue of the token's origin story." This approach separates the securities-law status of the original investment arrangement from the status of subsequent transactions in the underlying crypto asset and provides a pathway for an asset initially sold pursuant to an investment contract to trade outside the federal securities laws once that investment contract has run its course.

Building on this foundation, the Proposed Rule introduces two complementary Securities Act Section 5 registration exemptions designed to track the lifecycle of a crypto project. A "startup exemption" would permit smaller offerings of up to \$5 million over four years, functioning as a temporary runway during which the issuer works toward fulfilling the essential managerial efforts it has represented or promised to investors.²⁹ A larger "fundraising exemption," modeled in part on Regulation A, would permit offerings of up to \$75 million in any 12-month period through a two-tier structure with more extensive disclosure and reporting obligations.³⁰

Both exemptions are designed to avoid impeding the network effects critical to blockchain development. Unlike many of the traditional exempt offering pathways currently applicable to securities offerings, covered investment contracts sold under these exemptions would not be restricted securities, general solicitation would be permitted, and there would be no accredited investor requirements.³¹ These exemptions are a deliberate departure from the resale restrictions and investor-qualification limits that characterize most existing private-offering exemptions.³² The Commission also proposed principles-based disclosure requirements tailored to the distinctive features of crypto assets that cover, among other things, the material terms of the investment contract, the subject crypto asset and its network, token supply and allocations, governance mechanisms, and risk factors, in place of existing disclosure templates designed for traditional securities offerings.³³

Perhaps the most consequential element of the Proposed Rule is the conditional safe harbor from "investment contract" status. The Commission ties this provision to the "separation" concept first articulated in the 2026 Interpretation, which stated that a non-security crypto asset may be sold as part of an investment contract at one stage but later cease to be subject to that investment contract as the project matures and investors' reasonable reliance on the issuer's managerial efforts dissipates.³⁴ As noted above, to invoke the safe harbor, the issuer must have completed or permanently ceased all essential managerial efforts it represented or promised, and must file a transition report on new Form TR. Form TR is a public filing that serves as notice to investors, the Commission, and the market that the issuer has determined the investment contract has ceased to exist and that federal securities-law protections no longer apply to transactions in the crypto asset.³⁵

The Commission emphasizes that a Form TR filing would not constitute Commission approval, and that the Commission could later challenge whether the safe

harbor's conditions were in fact satisfied.³⁶ This self-certification structure and the degree of certainty it does or does not provide is likely to be among the most closely scrutinized aspects of the Proposed Rule during the comment period.

Finally, the Proposed Rule would preempt state securities-law registration and qualification requirements for offerings conducted under the new exemptions and for certain secondary-market transactions, by adding to the definition of “qualified purchaser,” making the securities “covered” securities that states are barred from requiring registration or qualification of under Securities Act Section 18(b)(3).³⁷ However, the Proposed Rule expressly does not address separate Exchange Act questions regarding whether secondary-market intermediaries must register in connection with trading in covered investment contracts, leaving that question for future Commission action.

IV. Conclusion

Regulation Crypto Assets represents the Commission's most significant effort to create a purpose-built regulatory framework for crypto asset offerings. The Proposed Rule responds to longstanding criticism that the existing securities-law framework is poorly suited to the distinctive characteristics of crypto assets and blockchain-based platforms, and to the doctrinal environment created by *Loper Bright*, in which formal rulemaking provides a more legally durable foundation for regulatory action than the interpretive positions the Commission previously advanced through enforcement proceedings and staff-level guidance.

The Proposed Rule is open to a comment period that closes on October 20, 2026, and a number of the Proposed Rule's features, including the self-certification mechanism for the safe harbor, the principles-based disclosure framework, and the scope of state-law preemption, are likely to draw significant comment from market participants, practitioners, and investor advocates. Of note, Congress continues to consider digital asset market structure legislation, the

CLARITY Act, which would supplement and potentially supersede portions of the Proposed Rule. In a press release accompanying the Proposed Rule, SEC Chairman Paul Atkins stated that “the SEC has and will continue to support” passage of the CLARITY Act and that “legislation remains indispensable” to “future proof” the framework contained in the Proposed Rule.³⁸

Whether the Proposed Rule ultimately strikes the right balance between investor protection and capital formation and can withstand the test of time will be tested through the comment process, future legislative and regulatory action, and ultimately market experience. What is clear is that the Commission has chosen to advance its crypto-asset regulatory framework through the procedurally rigorous notice-and-comment process, leading towards a durable outcome with greater certainty for market participants, and ending for now the era of regulation by enforcement.

ENDNOTES:

¹Regulation Crypto Assets, 91 Fed. Reg. 161 54510 (proposed Aug. 21, 2026) (to be codified at 12 C.F.R. pts. 200, 201, 228, 230, 232, and 239) (hereinafter “Proposed Rule”).

²Exchange Act Release No. 34-81207 (July 25, 2017).

³See discussion, *infra* section IV.

⁴See, e.g., Comm'r Hester M. Peirce, *Running on Empty: A Proposal to Fill the Gap Between Regulation and Decentralization* (Feb. 6, 2020); Comm'r Hester M. Peirce, *Token Safe Harbor—Proposal 2.0* (Apr. 13, 2021).

⁵Exchange Act Release No. 34-81207 (July 25, 2017).

⁶See, e.g., *In re Munchee, Inc.* (Securities Act Release No. 33-10445 (Dec. 11, 2017)), *Paragon Coin, Inc.* (Securities Act Release No. 33-10574 (Nov. 16, 2018)), and *Gladius Network LLC* (Securities Act Release No. 33-10608 (Feb. 20, 2019)).

⁷William Hinman, Dir., Div. of Corp. Fin., U.S. Sec. & Exch. Comm'n, *Digital Asset Transactions: When Howey Met Gary (Plastic)*, Remarks at the

Yahoo Finance All Markets Summit: Crypto (June 14, 2018).

⁸SEC FinHub, *Framework for “Investment Contract” Analysis of Digital Assets* (Apr. 3, 2019).

⁹See TurnKey Jet, Inc., SEC No-Action Letter (Apr. 3, 2019); Pocketful of Quarters, Inc., SEC No-Action Letter (July 25, 2019); IMVU, Inc., SEC No-Action Letter (Nov. 19, 2020).

¹⁰Gary Gensler, Chair, U.S. Sec. & Exch. Comm’n, *Kennedy and Crypto*, Remarks Before SEC Speaks (Sept. 8, 2022).

¹¹*Id.*

¹²See, e.g., *In re BlockFi Lending LLC*, Securities Act Release No. 11029, Investment Company Act Release No. 34503 (Feb. 14, 2022).

¹³See, e.g., Paul S. Atkins, Chair, U.S. Sec. & Exch. Comm’n, *American Leadership in the Digital Finance Revolution* (July 31, 2025).

¹⁴See, e.g., U.S. House Comm. on Fin. Servs., *The Digital Asset Market Clarity (CLARITY) Act* (2025) (“regulation-by-enforcement and ongoing regulatory ambiguity have stifled this innovative potential while leaving consumers unprotected”); 171 Cong. Rec. H3421 (daily ed. July 17, 2025) (statement of Rep. Emmer) (“As we saw over the last 4 years under the Biden administration, regulation by enforcement not only created uncertainty but also pushed companies offshore. A clear and defined stablecoin framework, like that in the GENIUS Act, keeps these innovators here at home and brings back all those who left.”).

¹⁵Comm’r Hester M. Peirce, *Running on Empty: A Proposal to Fill the Gap Between Regulation and Decentralization* (Feb. 6, 2020); Comm’r Hester M. Peirce, *Token Safe Harbor—Proposal 2.0* (Apr. 13, 2021).

¹⁶Press Release, U.S. Sec. & Exch. Comm’n, *SEC Crypto 2.0: Acting Chairman Uyeda Announces Formation of New Crypto Task Force* (Jan. 21, 2025).

¹⁷U.S. Sec. & Exch. Comm’n, *Crypto Task Force Roundtables*, <https://www.sec.gov/featured-topics/crypto-task-force/crypto-task-force-roundtables> (last updated Jan. 16, 2026).

¹⁸U.S. Sec. & Exch. Comm’n, *Crypto Task Force: On the Road*, <https://www.sec.gov/featured-topics/crypto-task-force/crypto-task-force-road> (last updated May 20, 2026).

¹⁹Exec. Order No. 14178, 90 Fed. Reg. 8647 (Jan. 23, 2025).

²⁰See, e.g., *Staff Statement on Meme Coins*, SEC

Div. of Corp. Fin. (Feb. 27, 2025); *Statement on Certain Proof-of-Work Mining Activities*, SEC Div. of Corp. Fin. (Mar. 20, 2025); *Statement on Stablecoins*, SEC Div. of Corp. Fin. (Apr. 4, 2025); *Offerings and Registrations of Securities in the Crypto Asset Markets*, SEC Div. of Corp. Fin. (Apr. 10, 2025); *Statement on Certain Protocol Staking Activities*, SEC Div. of Corp. Fin. (May 29, 2025); *Crypto Asset Exchange-Traded Products*, SEC Div. of Corp. Fin. (July 1, 2025); *Statement on Certain Liquid Staking Activities*, SEC Div. of Corp. Fin. (Aug. 5, 2025).

²¹President’s Working Grp. on Digit. Asset Mkts., *Strengthening American Leadership in Digital Financial Technology* (2025).

²²Press Release, U.S. Sec. & Exch. Comm’n, *SEC Proposes New Regulation Crypto Assets*, Release No. 2026-76 (Aug. 18, 2026).

²³*Statement on Tokenized Securities*, SEC Div. of Corp. Fin., Div. of Inv. Mgmt. & Div. of Trading & Mkts. (Jan. 28, 2026); *Frequently Asked Questions Relating to Crypto Asset Activities and Distributed Ledger Technology*, SEC Div. of Trading & Mkts. (May 15, 2025) (updated Feb. 19, 2026).

²⁴Securities Act Release No. 33-11412 (Mar. 23, 2026).

²⁵*Loper Bright Enterprises v. Raimondo*, 603 U.S. 369, 144 S. Ct. 2244, 219 L. Ed. 2d 832, Fed. Sec. L. Rep. (CCH) P 101887 (2024).

²⁶Proposed Rule, *supra* note 1, at 54512.

²⁷Proposed Rule, *supra* note 1, at 54553-54555.

²⁸Paul S. Atkins, Chair, U.S. Sec. & Exch. Comm’n, *The SEC’s Approach to Digital Assets: Inside “Project Crypto”* (Nov. 12, 2025).

²⁹Proposed Rule, *supra* note 1, at 54529-54536.

³⁰*Id.* at 54536-54553.

³¹*Id.* at 54526, 54541, 54574.

³²See, e.g., 17 C.F.R. § 230.506(b)(2); 17 C.F.R. § 230.506(c)(2); 17 C.F.R. § 230.144A(d)(1).

³³*Id.* at 54524-54528.

³⁴*Id.* at 54553-54555.

³⁵*Id.* at 54535.

³⁶*Id.* at 54612.

³⁷*Id.* at 54555-54559.

³⁸Paul S. Atkins, Chairman, U.S. Sec. & Exch. Comm’n, *Statement on Regulation Crypto Assets: Fit-for-Purpose Exemptions for Crypto Market Innovation*

(Aug. 18, 2026), [https://www.sec.gov/newsroom/speeches-statements/atkins-statement-regulation-crypto-as](https://www.sec.gov/newsroom/speeches-statements/atkins-statement-regulation-crypto-assets-081826)

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