

President shall be satisfied that there is reasonable ground to believe that any vessel, American or foreign, is, on account of the laws, regulations, or practices of a belligerent Government, making or giving any undue or unreasonable preference or advantage in any respect whatsoever to any particular person, company, firm, or corporation, or any particular description of traffic in the United States or its possessions or to any citizens of the United States residing in neutral countries abroad, or is subjecting any particular person, company, firm, or corporation or any particular description of traffic in the United States or its possessions, or any citizens of the United States residing in neutral countries abroad to any undue or unreasonable prejudice, disadvantage, injury, or discrimination in regard to accepting, receiving, transporting, or delivering, or refusing to accept, receive, transfer, or deliver any cargo, freight, or passengers, or in any other respect whatsoever, he is authorized and empowered to direct the detention of such vessels by withholding clearance or by formal notice forbidding departure, and to revoke, modify, or renew any such direction.

Whenever, during the existence of a war in which the United States is not engaged, the President shall be satisfied that there is reasonable ground to believe that under the laws, regulations, or practices of any belligerent country or Government, American ships or American citizens are not accorded any of the facilities of commerce which the vessels or citizens of that belligerent country enjoy in the United States or its possessions, or are not accorded by such belligerent equal privileges or facilities of trade with vessels or citizens of any nationality other than that of such belligerent, the President is authorized and empowered to withhold clearance from one or more vessels of such belligerent country until such belligerent shall restore to such American vessels and American citizens reciprocal liberty of commerce and equal facilities of trade; or the President may direct that similar privileges and facilities, if any, enjoyed by vessels or citizens of such belligerent in the United States or its possessions be refused to vessels or citizens of such belligerent; and in such case he shall make proclamation of his direction, stating the facilities and privileges which shall be refused, and the belligerent to whose vessels or citizens they are to be refused, and thereafter the furnishing of such prohibited privileges and facilities to any vessel or citizen of the belligerent named in such proclamation shall be unlawful; and he may change, modify, revoke, or renew such proclamation; and any person or persons who shall furnish or attempt or conspire to furnish or be concerned in furnishing or in the concealment of furnishing facilities or privileges to ships or persons contrary to the prohibition in such proclamation shall be liable to a fine of not less than \$2,000 nor more than \$50,000 or to imprisonment not to exceed two years, or both, in the discretion of the court.

In case any vessel which is detained by virtue of this subchapter shall depart or attempt to depart from the jurisdiction of the United States without clearance or other lawful authority, the owner or master or person or persons having

charge or command of such vessel shall be severally liable to a fine of not less than \$2,000 nor more than \$10,000, or to imprisonment not to exceed two years, or both, and in addition such vessel shall be forfeited to the United States.

The President of the United States is authorized and empowered to employ such part of the land or naval forces of the United States as shall be necessary to carry out the purposes of this subchapter.

(Sept. 8, 1916, ch. 463, title VIII, §806, 39 Stat. 799.)

DELEGATION OF FUNCTIONS

For delegation to Secretary of Homeland Security of authority vested in President by this section, see section 1(j), (k) of Ex. Ord. No. 10637, Sept. 16, 1955, 20 F.R. 7025, as amended, set out as a note under section 301 of Title 3, The President.

CHAPTER 2A—SECURITIES AND TRUST INDENTURES

SUBCHAPTER I—DOMESTIC SECURITIES

Sec.	Short title.
77a.	Definitions; promotion of efficiency, competition, and capital formation.
77b-1.	Swap agreements.
77c.	Classes of securities under this subchapter.
77d.	Exempted transactions.
77d-1.	Requirements with respect to certain small transactions.
77e.	Prohibitions relating to interstate commerce and the mails.
77f.	Registration of securities.
77g.	Information required in registration statement.
77h.	Taking effect of registration statements and amendments thereto.
77h-1.	Cease-and-desist proceedings.
77i.	Court review of orders.
77j.	Information required in prospectus.
77k.	Civil liabilities on account of false registration statement.
77l.	Civil liabilities arising in connection with prospectuses and communications.
77m.	Limitation of actions.
77n.	Contrary stipulations void.
77o.	Liability of controlling persons.
77p.	Additional remedies; limitation on remedies.
77q.	Fraudulent interstate transactions.
77r.	Exemption from State regulation of securities offerings.
77r-1.	Preemption of State law.
77s.	Special powers of Commission.
77t.	Injunctions and prosecution of offenses.
77u.	Hearings by Commission.
77v.	Jurisdiction of offenses and suits.
77w.	Unlawful representations.
77x.	Penalties.
77y.	Jurisdiction of other Government agencies over securities.
77z.	Separability.
77z-1.	Private securities litigation.
77z-2.	Application of safe harbor for forward-looking statements.
77z-2a.	Conflicts of interest relating to certain securitizations.
77z-3.	General exemptive authority.
77aa.	Schedule of information required in registration statement.

SUBCHAPTER II—FOREIGN SECURITIES

77bb.	“Corporation of Foreign Security Holders”; creation; principal office; branch offices.
77cc.	Directors of Corporation; appointment, term of office, and removal.

Sec.	
77dd.	Powers and duties of Corporation, generally.
77ee.	Directors of Corporation, powers and duties generally.
77ff.	Accounts and annual balance sheet of Corporation; audits.
77gg.	Annual report by Corporation; printing and distribution.
77hh.	Assessments by Corporation on holders of foreign securities.
77ii.	Subscriptions accepted by Corporation as loans; repayment.
77jj.	Loans to Corporation from Reconstruction Finance Corporation authorized.
77kk.	Representations by Corporation as acting for Department of State or United States forbidden; interference with foreign negotiations forbidden.
77ll.	Effective date of subchapter.
77mm.	Short title.

SUBCHAPTER III—TRUST INDENTURES

77aaa.	Short title.
77bbb.	Necessity for regulation.
77ccc.	Definitions.
77ddd.	Exempted securities and transactions.
77eee.	Securities required to be registered under Securities Act.
77fff.	Securities not registered under Securities Act.
77ggg.	Qualification of indentures covering securities not required to be registered.
77hhh.	Integration of procedure with Securities Act and other Acts.
77iii.	Effective time of qualification.
77jjj.	Eligibility and disqualification of trustee.
77kkk.	Preferential collection of claims against obligor.
77lll.	Bondholders' lists.
77mmm.	Reports by indenture trustee.
77nnn.	Reports by obligor; evidence of compliance with indenture provisions.
77ooo.	Duties and responsibility of the trustee.
77ppp.	Directions and waivers by bondholders; prohibition of impairment of holder's right to payment; record date.
77qqq.	Special powers of trustee; duties of paying agents.
77rrr.	Effect of prescribed indenture provisions.
77sss.	Rules, regulations, and orders.
77ttt.	Hearings by Commission.
77uuu.	Special powers of the Commission.
77vvv.	Judicial review.
77www.	Liability for misleading statements.
77xxx.	Unlawful representations.
77yyy.	Penalties.
77zzz.	Effect on existing law.
77aaaa.	Contrary stipulations void.
77bbbb.	Separability.

SUBCHAPTER I—DOMESTIC SECURITIES

§ 77a. Short title

This subchapter may be cited as the "Securities Act of 1933".

(May 27, 1933, ch. 38, title I, § 1, 48 Stat. 74.)

SHORT TITLE OF 2012 AMENDMENT

Pub. L. 112-142, § 1, July 9, 2012, 126 Stat. 989, provided that: "This Act [amending section 77c of this title] may be cited as the 'Church Plan Investment Clarification Act'."

Pub. L. 112-106, title III, § 301, Apr. 5, 2012, 126 Stat. 315, provided that: "This title [enacting section 77d-1 of this title, amending sections 77d, 77r, 78c, 78l, and 78o of this title, and enacting provisions set out as notes under sections 77d, 77r, 78c, and 78l of this title] may be cited as the 'Capital Raising Online While Deterring

Fraud and Unethical Non-Disclosure Act of 2012' or the 'CROWDFUND Act'."

SHORT TITLE OF 1980 AMENDMENT

Pub. L. 96-477, title VI, § 601, Oct. 21, 1980, 94 Stat. 2294, provided that: "This title [amending sections 77b and 77d of this title] may be cited as the 'Small Business Issuers' Simplification Act of 1980'."

§ 77b. Definitions; promotion of efficiency, competition, and capital formation

(a) Definitions

When used in this subchapter, unless the context otherwise requires—

(1) The term "security" means any note, stock, treasury stock, security future, security-based swap, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, preorganization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "security", or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing.

(2) The term "person" means an individual, a corporation, a partnership, an association, a joint-stock company, a trust, any unincorporated organization, or a government or political subdivision thereof. As used in this paragraph the term "trust" shall include only a trust where the interest or interests of the beneficiary or beneficiaries are evidenced by a security.

(3) The term "sale" or "sell" shall include every contract of sale or disposition of a security or interest in a security, for value. The term "offer to sell", "offer for sale", or "offer" shall include every attempt or offer to dispose of, or solicitation of an offer to buy, a security or interest in a security, for value. The terms defined in this paragraph and the term "offer to buy" as used in subsection (c) of section 77e of this title shall not include preliminary negotiations or agreements between an issuer (or any person directly or indirectly controlling or controlled by an issuer, or under direct or indirect common control with an issuer) and any underwriter or among underwriters who are or are to be in privity of contract with an issuer (or any person directly or indirectly controlling or controlled by an issuer, or under direct or indirect common control with an issuer). Any security given or delivered with, or as a bonus on account of, any purchase of securities or any other thing, shall be conclusively presumed to constitute a part of the subject of such purchase and to have been offered and sold for value. The issue