

116TH CONGRESS
1ST SESSION

S. 1609

To amend the Securities Act of 1934 to require country-by-country reporting.

IN THE SENATE OF THE UNITED STATES

MAY 22, 2019

Mr. VAN HOLLEN (for himself, Ms. KLOBUCHAR, Ms. DUCKWORTH, and Mr. WHITEHOUSE) introduced the following bill; which was read twice and referred to the Committee on Banking, Housing, and Urban Affairs

A BILL

To amend the Securities Act of 1934 to require country-by-country reporting.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Disclosure of Tax Ha-
5 vens and Offshoring Act”.

6 **SEC. 2. COUNTRY-BY-COUNTRY REPORTING.**

7 (a) COUNTRY-BY-COUNTRY REPORTING.—Section 13
8 of the Securities Exchange Act of 1934 (15 U.S.C. 78m)
9 is amended by adding at the end the following new sub-
10 section:

1 “(s) DISCLOSURE OF FINANCIAL PERFORMANCE ON
2 A COUNTRY-BY-COUNTRY BASIS.—

3 “(1) DEFINITIONS.—In this subsection—

4 “(A) the term ‘constituent entity’ means,
5 with respect to a covered issuer, any separate
6 business entity of the covered issuer;

7 “(B) the term ‘covered issuer’ means an
8 issuer who—

9 “(i) is a member of a multinational
10 enterprise group; and

11 “(ii) the multinational enterprise
12 group of which the issuer is a member has
13 annual revenue for the preceding calendar
14 year of not less than an amount deter-
15 mined by the Commission to conform to
16 United States or international standards
17 for country-by-country reporting; and

18 “(C) the term ‘tax jurisdiction’—

19 “(i) means a country or a jurisdiction
20 that is not a country but that has fiscal
21 autonomy; and

22 “(ii) includes a territory or possession
23 of the United States that has fiscal auton-
24 omy.

25 “(2) DISCLOSURE.—

1 “(A) IN GENERAL.—Each covered issuer
2 shall file a report with the Commission that in-
3 cludes information described in subparagraph
4 (B), and any other information required by the
5 Commission, with respect to the reporting pe-
6 riod described in subparagraph (C).

7 “(B) INFORMATION REQUIRED.—The in-
8 formation described in this subparagraph is as
9 follows:

10 “(i) CONSTITUENT ENTITY INFORMA-
11 TION.—Information on the constituent en-
12 tity, including the following:

13 “(I) The complete legal name of
14 the constituent entity.

15 “(II) The tax jurisdiction, if any,
16 in which the constituent entity is resi-
17 dent for tax purposes.

18 “(III) The tax jurisdiction in
19 which the constituent entity is orga-
20 nized or incorporated (if different
21 from the tax jurisdiction of residence).

22 “(IV) The tax identification num-
23 ber, if any, used for the constituent
24 entity by the tax administration of the

1 constituent entity's tax jurisdiction of
2 residence.

3 “(V) The main business activity
4 or activities of the constituent entity.

5 “(ii) TAX JURISDICTION.—Informa-
6 tion on each tax jurisdiction in which one
7 or more constituent entities is resident,
8 presented as an aggregated or consolidated
9 form of the information for the constituent
10 entities resident in each tax jurisdiction,
11 including the following:

12 “(I) Revenues generated from
13 transactions with other constituent
14 entities.

15 “(II) Revenues not generated
16 from transactions with other con-
17 stituent entities.

18 “(III) Profit or loss before in-
19 come tax.

20 “(IV) Total income tax paid on a
21 cash basis to all tax jurisdictions.

22 “(V) Total accrued tax expense
23 recorded on taxable profits or losses.

24 “(VI) Stated capital.

1 “(VII) Total accumulated earn-
2 ings.

3 “(VIII) Total number of employ-
4 ees on a full-time equivalent basis.

5 “(IX) Net book value of tangible
6 assets, which, for purposes of this sec-
7 tion, does not include cash or cash
8 equivalents, intangibles, or financial
9 assets.

10 “(iii) SPECIAL RULES.—The informa-
11 tion listed in clause (ii) shall be provided,
12 in aggregated or consolidated form, for any
13 constituent entity or entities that have no
14 tax jurisdiction of residence. In addition, if
15 a constituent entity is an owner of a con-
16 stituent entity that does not have a juris-
17 diction of tax residence, then the owner’s
18 share of such entity’s revenues and profits
19 will be aggregated or consolidated with the
20 information for the owner’s tax jurisdiction
21 of residence.

22 “(C) REPORTING PERIOD.—The reporting
23 period covered by this paragraph is the period
24 of the covered entity’s applicable financial state-
25 ment prepared for the 12-month period that

1 ends with or within the taxable year of the cov-
2 ered issuer. If the covered issuer does not pre-
3 pare an annual applicable financial statement,
4 then the reporting period covered by this para-
5 graph is the 12-month period that ends on the
6 last day of the taxable year of the covered
7 issuer.

8 “(D) FILING DEADLINE.—Each covered
9 issuer shall submit to the Commission a report
10 required under this section on or before the due
11 date (including extensions) for filing that cov-
12 ered issuer’s tax return in the tax jurisdiction
13 in which the covered issuer’s multinational en-
14 terprise group is resident.

15 “(E) REGULATION.—The Commission
16 shall promulgate regulations carrying out this
17 section that conform to United States or inter-
18 national standards for country-by-country re-
19 porting, including regulations promulgated by
20 the Internal Revenue Service.”.

21 (b) RULEMAKING.—

22 (1) DEADLINES.—The Securities and Exchange
23 Commission (in this section referred to as the “Com-
24 mission”) shall—

1 (A) not later than 270 days after the date
2 of enactment of this Act, issue a proposed rule
3 to carry out this section and the amendment
4 made by this section; and

5 (B) not later than 1 year after the date of
6 enactment of this Act, issue a final rule to
7 carry out this section and the amendment made
8 by this section.

9 (2) DATA FORMAT.—The information required
10 to be provided by this section shall be provided by
11 the issuer in a report in a machine readable format
12 prescribed by the Commission, and such report shall
13 be made available to the public online, in such ma-
14 chine readable format as the Commission shall pre-
15 scribe.

16 (3) EFFECTIVE DATE.—Subsection (s) of sec-
17 tion 13 of the Securities Exchange Act of 1934, as
18 added by this section, shall become effective 1 year
19 after the date on which the Commission issues a
20 final rule under this section.

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