

**AMENDMENT TO H.R. 4173**  
**OFFERED BY MR. GRAYSON OF FLORIDA**

Page 465, strike line 16 and all that follows through page 466, line 15, and insert the following:

1           “(1) ANNUAL VOTE.—  
2                 “(A) IN GENERAL.—Any proxy or consent  
3           or authorization (the solicitation of which is  
4           subject to the rules of the Commission pursuant  
5           to subsection (a)) for an annual meeting of the  
6           shareholders to elect directors (or a special  
7           meeting in lieu of such meeting) where proxies  
8           are solicited in respect of any security reg-  
9           istered under section 12 occurring on or after  
10          the date that is 6 months after the date on  
11          which final rules are issued under paragraph  
12          (4), shall provide for a separate shareholder  
13          vote to approve the compensation of executives  
14          as disclosed pursuant to the Commission’s com-  
15          pensation disclosure rules for named executive  
16          officers (which disclosure shall include the com-  
17          pensation committee report, the compensation  
18          discussion and analysis, the compensation ta-  
19          bles, and any related materials, to the extent

1 required by such rules). Except as provided  
2 under subparagraph (B), the shareholder vote  
3 shall not be binding on the issuer or the board  
4 of directors and shall not be construed as over-  
5 ruling a decision by such board, nor to create  
6 or imply any additional fiduciary duty by such  
7 board, nor shall such vote be construed to re-  
8 strict or limit the ability of shareholders to  
9 make proposals for inclusion in such proxy ma-  
10 terials related to executive compensation.

11 “(B) AUTOMATIC REDUCTION UPON SEC-  
12 OND VOTE OF DISAPPROVAL.—If shareholders  
13 vote not to approve the compensation of named  
14 executive officers in two consecutive shareholder  
15 votes described under subparagraph (A), the  
16 compensation proposed in such vote for such  
17 named executive officers shall be reduced by 5  
18 percent.”.

