<u>Via Email</u>

August 17, 2020

Ms. Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Reporting Threshold for Institutional Investment Managers, Release No. 34-89290; File No. S7-08-20

Dear Ms. Countryman:

We hereby respectfully submit our comments on The Securities and Exchange Commission's (the "Commission") rule proposal that would increase the reporting threshold for Form 13F reports by institutional investment managers from $100.0 million to $3.5 billion.

As a publicly traded company, we rely on 13F filings to aid in our shareholder engagement efforts – as it is the only accurate source of institutional holdings available. We believe that the proposed amendments would reduce transparency around holdings, significantly undermining issuer-investor engagement, particularly for small and mid-cap companies such as ours.

Based on reporting data dated June 30, 2020, there were 10 institutional holders holding ~1.5 million outstanding shares of Oncternal Therapeutics, Inc. or ~8 percent of total shares outstanding. If the proposal were enacted, we would lose visibility on approximately virtually all of our shareholders that are also 13F filers or 100 percent, a significant loss of market transparency. We believe that this proposal would seriously jeopardize our shareholder engagement efforts by excluding more than 4,500 investment managers – or nearly 90% of all filers – from disclosure.

While we welcome the Commission's interest in modernizing 13F reporting, we believe that the proposed amendments would reduce transparency around hedge fund activism, significantly undermine issuer-investor engagement, and deprive retail investors of information they use to make investment decisions. We ask that the Commission withdraw this proposal and instead consider the common-sense reforms that were detailed in rulemaking petitions submitted by NIRI, the NYSE Group, the Society for Corporate Governance, and Nasdaq. Rather than allow 89 percent of current 13F filers to go dark, we ask the Commission to consider reducing the outdated 45-day reporting period, require 13F filers to disclose short positions, and support legislation to provide for monthly disclosure. It's important to note that without 13F data, issuers may not realize that activist funds are plotting a proxy contest until one of those funds triggers the 13D disclosure threshold and surfaces with a 5 percent (or more) position.

The long-term impact on the public markets could be detrimental to the U.S., as this proposal will deter private companies from going public, or prompt them to list on overseas exchanges that provide greater transparency around reporting disclosures.

We ask that the Commission steps back to reconsider the implications of this proposed rule, and instead refocus its efforts on the modernization of the 13F disclosure regime to improve transparency. The need for effective shareholder engagement is clearer than ever, and this proposal would be a tremendous misstep at a time when shareholders are increasingly calling for greater transparency. As such, we urge the Commission to withdraw this proposal.

Sincerely,

Richard Vincent
CFO
Oncternal Therapeutics, Inc.