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June 29, 2015

VIA EMAIL TO PUBCOM@FINRA.ORG

Marcia E. Asquith
Senior Vice President and Corporate Secretary
Office of the Corporate Secretary
FINRA
1735 K Street, NW
Washington, DC 20006-1500

Re: Request for Comment on Proposed Amendments to Rules Governing
Communications with the Public; Regulatory Notice 15-16

Dear Ms. Asquith:

Vanguard¹ appreciates the opportunity to comment on FINRA's proposed amendments to FINRA rules governing communications with the public.² We commend FINRA for its ongoing efforts to improve the effectiveness of its communications rules³ and support FINRA's proposal to modify certain filing requirements based on input FINRA received last year from member firms in response to FINRA's retrospective rule review of the communications rules (the "Retrospective Rule Review").⁴

Vanguard believes that FINRA is appropriately advancing investor protection by seeking to limit the number of materials that will be filed for FINRA's review. We believe that the proposed changes would allow FINRA to better focus its resources on reviewing communications that should be the subject of FINRA review. We also welcome FINRA's recently published guidance relating to the Communications with the Public rule.⁵

¹ Offering more than 150 U.S. registered mutual funds and headquartered in Valley Forge, Pennsylvania, The Vanguard Group, Inc. manages approximately \$3 trillion in U.S. mutual fund assets on behalf of fund investors. Vanguard Marketing Corporation, a Vanguard subsidiary, is an SEC registered broker-dealer and member of FINRA. Vanguard Marketing Corporation offers brokerage services through its Vanguard Brokerage Services operating division, and provides marketing and distribution services for the Vanguard funds and certain 529 plans and annuity programs.

² See Regulatory Notice 15-16.

³ See FINRA Rules 2210(Dec. 1, 2014), 2213(Feb. 4, 2013), and 2214 (July 11, 2014).

⁴ See Regulatory Notice 14-14.

⁵ See Regulatory Notice 15-17, FINRA Rule 2210 Questions and Answers posted May 22, 2015 ("FINRA Rule 2210 Q&A").

In particular, Vanguard supports FINRA's proposal to no longer require firms to file the manager's discussion of fund performance ("MDFP") portion of a registered investment company ("RIC") shareholder report that has been filed with the Securities and Exchange Commission ("SEC"). We agree that it is appropriate to exclude the MDFP from FINRA filing requirements given that RICs are required to file their annual and semi-annual reports with the SEC.

We have long supported excluding from the filing requirements generic investment company retail communications. We believe that the proposed new exclusion – materials that do not promote a particular fund or fund family – would further FINRA's important regulatory objective of devoting its resources to reviewing materials that raise investor protection concerns. As we noted in our letter responding to FINRA's request for comment on the Retrospective Rule Review⁶, we believe that RIC sponsors have strained FINRA's resources by filing non-promotional materials that do not require FINRA review. We believe that the proposed exclusion for generic investment company retail communications would provide the necessary clarity that non-promotional communications should not be filed with FINRA.

Finally, we encourage FINRA to continue to explore ways to allow firms to make use of web, social media, and mobile technologies to deliver required disclosures. FINRA's recent guidance to firms on filing requirements for communications delivered via responsive web design technology is an important step forward in advancing FINRA's approach to regulating communications in an increasingly electronic environment.⁷ We look forward to FINRA's future initiatives in this area.⁸

⁶ See Letter from Heidi Stam, General Counsel, Vanguard, to Ms. Marcia E. Asquith, Senior Vice President and Corporate Secretary, FINRA, dated May 23, 2014.

⁷ See FINRA Rule 2210 Q&A, "Filing Exclusion for Non-Material Changes to Previously Filed Communications," Questions 1-3.

⁸ FINRA has noted it is still considering whether to propose additional changes to Rule 2210 relating to the standards governing online, mobile, and social media communications. See Regulatory Notice 15-16, Endnote 4.

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Vanguard appreciates the opportunity to comment on FINRA's proposed changes to the communications rules. If you would like to discuss these comments further, please do not hesitate to contact Lance Barrett at (610) 669-2616.

Very truly yours,

/s/ Heidi Stam

Heidi Stam
Managing Director and General Counsel