



MUTUAL FUND DIRECTORS FORUM

The FORUM for FUND INDEPENDENT DIRECTORS

May 24, 2016

Mr. Brent J. Fields
Secretary
United States Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Re: Investment Company Reporting Modernization (File No. S7-08-15)

Dear Mr. Fields:

The Mutual Fund Directors Forum (“the Forum”)¹ welcomes the opportunity to supplement the letter we filed in August 2015, commenting on the Commission’s Investment Company Reporting Modernization rule proposal. Specifically, we are writing to reiterate our support for proposed rule 30e-3, which would permit increased use of the Internet for funds’ periodic disclosures.

As we stated in our original letter, we believe that permitting funds to distribute periodic reports to their shareholders via their websites is an important and significant step forward for the industry. In particular:

- As the Commission’s estimates and studies produced by other industry participants demonstrate, the proposal will result in significant savings for funds that will be passed on to fund shareholders and will thus increase the net returns they realize on their fund investments.
- At the same time, providing disclosure via the internet will improve the accessibility and usability of these reports for investors who are comfortable using the internet.

While we support the Commission’s proposal, we recognize that some fund investors prefer to receive periodic disclosure in paper form. We strongly believe that the option to receive paper disclosure at no cost to shareholders should be available upon request. We believe

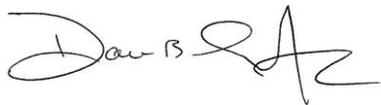
¹ The Forum is an independent, non-profit organization for investment company independent directors and is dedicated to improving mutual fund governance by promoting the development of concerned and well-informed independent directors. Through education and other services, the Forum provides its members with opportunities to share ideas, experiences and information concerning critical issues facing investment company independent directors and also serves as an independent vehicle through which Forum members can express their views on matters of concern. The Forum’s current membership includes over 887 independent directors, representing 122 mutual fund groups. Each member group selects a representative to serve on the Forum’s Steering Committee. This comment letter has been reviewed by the Steering Committee and approved by the Forum’s Board of Directors, although it does not necessarily represent the views of all members in every respect.

that the Commission's proposal strikes an appropriate balance in identifying those investors who desire to continue to receive paper – while those investors will need to indicate their desire to receive the disclosure, the proposal places a notable burden on funds to notify investors in plain English of their right to obtain paper disclosure at no cost to them and how to exercise that right. In our view, the Commission's proposed approach provides adequate assurances that investors will be informed of and understand how to exercise their ability to receive paper disclosure.

The director community's interest in this issue is in ensuring that fund investors both receive effective investment products at a fair cost and are fully informed about the activities of their funds. In our judgment, the Commission's proposal effectively helps funds, directors and, most importantly, fund investors achieve these goals.

We would welcome the opportunity to respond to any questions you may have about our comments. Please feel free to contact either Susan Wyderko, the Forum's President, at 202-507-4490 or me at 202-507-4491.

Sincerely,

A handwritten signature in black ink, appearing to read "David B. Smith, Jr.", with a stylized flourish at the end.

David B. Smith, Jr.
Executive Vice President and General Counsel

