To amend the Securities Exchange Act of 1934 to require disclosure of payments for settlements of disputes regarding sexual abuse and certain types of harassment and discrimination, and for other purposes.

IN THE SENATE OF THE UNITED STATES

Ms. WARREN (for herself, Mr. MARKEY, Mr. MERKLEY, Mrs. FEINSTEIN, Mr. DURBIN, Mr. BLUMENTHAL, and Mrs. GILLIBRAND) introduced the following bill; which was read twice and referred to the Committee on

A BILL

To amend the Securities Exchange Act of 1934 to require disclosure of payments for settlements of disputes regarding sexual abuse and certain types of harassment and discrimination, and for other purposes.

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 “Sunlight in Workplace

5 Harassment Act”. 
SEC. 2. DISCLOSURE OF PAYMENTS FOR SETTLEMENTS OF
DISPUTES REGARDING SEXUAL ABUSE AND
CERTAIN TYPES OF HARASSMENT AND DIS-
CRIMINATION.

Section 13 of the Securities Exchange Act of 1934
(15 U.S.C. 78m) is amended by adding at the end the
following:

“(s) DISCLOSURE OF CERTAIN ACTIVITIES REGARD-
ING SETTLEMENTS OF DISPUTES RELATING TO SEXUAL
ABUSE AND CERTAIN TYPES OF HARASSMENT OR DIS-
CRIMINATION.—

“(1) DEFINITIONS.—In this subsection—

“(A) the term ‘covered discrimination’
means—

“(i) discrimination described in any of
clauses (i) through (vi) of subparagraph
(B); or

“(ii)(I) a violation of section 704(a) of
the Civil Rights Act of 1964 (42 U.S.C.
2000e–3(a)) that is related to discrimina-
tion described in subparagraph (B)(i) or
(B)(vi)(I);

“(II) a violation of section 4(d) of the
Age Discrimination in Employment Act of
1967 (29 U.S.C. 623(d)) that is related to
discrimination described in subparagraph (B)(ii);

“(III) a violation of subsection (a) or (b) of section 503 of the Americans with Disabilities Act of 1990 (42 U.S.C. 12203) that is related to discrimination described in subparagraph (B)(iii);

“(IV) a violation of section 207(f) of the Genetic Information Nondiscrimination Act of 2008 (42 U.S.C. 2000ff–6(f)) that is related to discrimination described in subparagraph (B)(iv);

“(V) a violation of section 4311(b) of title 38, United States Code, that is related to discrimination described in subparagraph (B)(v); and


“(aa) may cover retaliation described in a provision specified in any of subclauses (I) through (V); and

“(bb) is related to discrimination described in subparagraph (B)(vi)(II);
“(B) the term ‘covered harassment’ means harassment that is—

“(i) discrimination because of race, color, religion, sex, or national origin under title VII of the Civil Rights Act of 1964 (42 U.S.C. 2000e et seq.);

“(ii) discrimination because of age under the Age Discrimination in Employment Act of 1967 (29 U.S.C. 621 et seq.);

“(iii) discrimination on the basis of disability under—

“(I) title I of the Americans with Disabilities Act of 1990 (42 U.S.C. 12111 et seq.); or

“(II) section 501 of the Rehabilitation Act of 1973 (29 U.S.C. 791);

“(iv) discrimination because of genetic information under title II of the Genetic Information Nondiscrimination Act of 2008 (42 U.S.C. 2000ff et seq.);

“(v) discrimination on the basis of status concerning service in a uniformed service under section 4311(a) of title 38, United States Code; or
“(vi) discrimination because of sexual orientation or gender identity under—

“(I) title VII of the Civil Rights Act of 1964 (42 U.S.C. 2000e et seq.); or


“(C) the term ‘covered issuer’ means an issuer that is required to file Form 10-K;

“(D) the term ‘Form 10-K’ means the form described in section 249.310 of title 17, Code of Federal Regulations, as in effect on the date of enactment of this subsection;

“(E) the term ‘gender identity’ means the gender-related identity, appearance, mannerisms, or other gender-related characteristics of an individual, regardless of the designated sex of the individual at birth;

“(F) the term ‘settlement’ means any commitment or agreement—

“(i) without regard to whether the commitment or agreement, as applicable, is in writing; and
“(ii) under which an issuer directly or indirectly—

“(I) provides to an individual compensation or other consideration because of an allegation that the individual has been a victim of covered harassment, covered discrimination, or sexual abuse; or

“(II) establishes conditions that affect the terms of the employment, including by terminating the employment, of the individual with the issuer—

“(aa) because of the experience of the individual with, or the participation of the individual in, an alleged act of covered harassment, covered discrimination, or sexual abuse; and

“(bb) in exchange for which the individual agrees or commits not to—

“(AA) bring legal, administrative, or any other
type of action against the issuer; or

“(BB) publicly disclose,
for a period of time of any length, any portion of the alleged act described in item (aa) on which the commitment or agreement, as applicable, is based;

“(G) the term ‘sexual abuse’ means any type of sexual contact or behavior that occurs without the explicit consent of the recipient, including forced sexual intercourse, forcible sodomy, child molestation, incest, fondling, and attempted rape; and

“(H) the term ‘sexual orientation’ means homosexuality, heterosexuality, or bisexuality.

“(2) DISCLOSURE REQUIREMENTS.—

“(A) IN GENERAL.—Beginning in the first fiscal year that begins after the date of enactment of this subsection, each covered issuer shall disclose annually on Form 10–K, to shareholders of the covered issuer, and to the public—
“(i) with respect to the previous year—

“(I) the total number of settlements entered into by the covered issuer, a subsidiary, contractor, or subcontractor of the covered issuer, or a corporate executive of the covered issuer that relate to any alleged act of sexual abuse, covered harassment, or covered discrimination that—

“(aa) occurred in the workplace of the covered issuer or a subsidiary, contractor, or subcontractor of the covered issuer; or

“(bb) involves the behavior of an employee of the covered issuer, or a subsidiary, contractor, or subcontractor of the covered issuer, toward another such employee, without regard to whether that behavior occurred in the workplace of the covered issuer or the subsidiary, contractor, or subcontractor, as applicable;
“(II) the total dollar amount paid with respect to the settlements described in subclause (I);

“(III) the total number of settlements entered into by the covered issuer, a subsidiary, contractor, or subcontractor of the covered issuer, or a corporate executive of the covered issuer that relate to any alleged act of sexual abuse, covered harassment, or covered discrimination that—

“(aa) was committed by a corporate executive of—

“(AA) the covered issuer; or

“(BB) a subsidiary, contractor, or subcontractor of the covered issuer; and

“(bb)(AA) occurred in the workplace of the covered issuer or a subsidiary, contractor, or subcontractor of the covered issuer, as applicable; or

“(BB) involved the behavior of a corporate executive described
in item (aa) toward another employee of the covered issuer or a subsidiary, contractor, or subcontractor of the covered issuer, as applicable, without regard to whether that behavior occurred in the workplace of the covered issuer or a subsidiary, contractor, or subcontractor of the covered issuer;

“(IV) the total dollar amount with respect to the settlements described in subclause (III); and

“(V) the average length of time required for the covered issuer to resolve a complaint relating to covered discrimination, covered harassment, or sexual abuse; and

“(ii) as of the date on which the disclosure is made, the total number of complaints relating to covered discrimination, covered harassment, and sexual abuse that the covered issuer is working to resolve through—
“(I) processes that are internal to the covered issuer; and

“(II) litigation.

“(B) CATEGORIES.—Subject to subparagraph (C), in each disclosure required under subparagraph (A), a covered issuer shall report the total number of settlements in subclauses (I) and (III) of subparagraph (A)(i) and the total dollar amounts in subclauses (II) and (IV) of subparagraph (A)(i) in the aggregate and list each such settlement by any of the following categories that apply to the settlement:

“(i) Settlements relating to sexual abuse, covered discrimination, or covered harassment because of sex.

“(ii) Settlements relating to covered discrimination or covered harassment because of race, color, or national origin.

“(iii) Settlements relating to covered discrimination or covered harassment because of religion.

“(iv) Settlements relating to covered discrimination or covered harassment because of age.
“(v) Settlements relating to covered discrimination or covered harassment on the basis of disability.

“(vi) Settlements relating to covered discrimination or covered harassment because of genetic information.

“(vii) Settlements relating to covered discrimination or covered harassment on the basis of status concerning service in a uniformed service.

“(viii) Settlements relating to covered discrimination or covered harassment because of sexual orientation or gender identity.

“(C) Prohibitions on certain disclosures.—

“(i) Prohibition on disclosures by covered issuers.—

“(I) In general.—A covered issuer may not—

“(aa) in any disclosure made under subparagraph (A), or in any other public disclosure, disclose the name of a victim of an alleged act of sexual abuse, cov-
ered harassment, or covered discrimination on which a settlement or complaint, as applicable, described in subparagraph (A) is based; or

“(bb) under subparagraph (B), categorize a settlement described in subclause (I) or (III) of subparagraph (A)(i) if the victim of the alleged act of sexual abuse, covered harassment, or covered discrimination on which the settlement is based objects to that categorization.

“(II) INDICATION OF OBJECTION.—A covered issuer shall indicate in any disclosure made under subparagraph (A) whether any objection has been made under subclause (I)(bb) of this clause.

“(ii) PROHIBITION ON DISCLOSURES BY THE COMMISSION.—The Commission may not disclose the name of a victim of an alleged act of sexual abuse, covered harassment, or covered discrimination on
which a settlement or complaint, as applicable, described in subparagraph (A) is based.

“(D) PREVENTION OF SEXUAL ABUSE, COVERED HARASSMENT, AND COVERED DISCRIMINATION.—In each disclosure required under subparagraph (A), the covered issuer making the disclosure shall include a description of the measures taken by the covered issuer and any subsidiary, contractor, or subcontractor of the covered issuer to prevent employees of the covered issuer and any subsidiary, contractor, or subcontractor of the covered issuer from committing or engaging in sexual abuse, covered harassment, or covered discrimination.

“(3) REGULATIONS.—The Commission may promulgate such regulations as the Commission considers necessary to implement the requirements under paragraph (2).”