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**AMENDMENT TO H.R. 3269, AS REPORTED
OFFERED BY MR. SESSIONS OF TEXAS**

Add at the end of the bill the following new section:

1 **SEC. 5. NO NEW PRIVATE RIGHT OF ACTION.**

2 Nothing in this Act or the amendments made by this
3 Act shall be construed as conferring upon any person or
4 entity a private right of action or claim for relief.

At the end of section 14(i) of the Securities Ex-
change Act of 1934 (as added by section 2 of the bill),
insert the following:

5 “(6) CLARIFICATION OF NON-BINDING NATURE
6 OF THE VOTE.—A decision of the board of directors
7 that is contrary to, or inconsistent with, the share-
8 holder vote provided for in paragraphs (1) and
9 (2)(B), shall not be construed to affect the deter-
10 mination of a breach of any duty or obligation owed
11 by the board to the issuer or its shareholders.”.

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