The 194th General Court of the Commonwealth of Massachusetts

2025-2026

Bill Summary

Bill No: H1112

Title: AN ACT RELATIVE TO CONTROL SHARE ACQUISITIONS

Sponsor: Representative Tackey Chan

Committee: Financial Services

Hearing Date: October 7th, 2025

Reporting Date: December 3rd,2025

Similar Matters:

Prior History: New File

Current Law:
Chapter 110D Section 3: Any person who has made a control share acquisition or has made a bona fide written offer to make a control share acquisition may deliver to the issuing public corporation, personally or by registered or certified mail at its principal office, a control share acquisition statement which shall contain the following:

(i) the identity of such person and any associate of such person who intends to acquire or has acquired beneficial ownership of shares of the issuing public corporation;

(ii) a statement that such control share acquisition statement is being made and delivered pursuant to the provisions of this chapter;

(iii) the number and class or series of shares of the issuing public corporation beneficially owned by such person and each associate of such person prior to the control share acquisition;

(iv) the number and class or series of shares acquired or proposed to be acquired by such person pursuant to the control share acquisition and the range of voting power to which the control share acquisition is or, if consummated, would be subject pursuant to the provisions of subsection (c) of section one;

(v) a description of the terms and conditions of the proposed or completed control share acquisition, including but not limited to the prices paid by such person in the control share acquisition and the dates upon which the shares were acquired; and

(vi) if the control share acquisition has not been completed, a representation by such person that such person has the financial capacity to consummate the proposed control share acquisition, together with a statement in reasonable detail of the material facts upon which such representation is based.

Summary:
This bill updates Massachusetts' control share acquisition law (Chapter 110D) to clarify how

much voting power triggers shareholder protections with a focus on listed closed-end funds which is a type of publicly traded investment company. It sets thresholds for when acquiring shares counts as a “control share acquisition,” exempts certain acquisitions (like inheritance or mergers) and limits the voting rights of acquired shares in listed closed end funds unless approved by independent directors or the fund’s governing documents. The bill ensures that many existing control share rules for traditional corporations do not automatically apply to listed closed end funds modernizing the law for investment companies while maintaining protections for other public corporations.