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CLIENT ALERT

Where We Stand in June 2025: Highlights of Regulatory Changes Impacting Asset Managers from the First Half of 2025

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On April 21, 2025, Paul Atkins was sworn in as Chairman of the U.S. Securities and Exchange Commission (the "SEC" or the "Commission"). In less than two months, Chairman Atkins's priorities have already diverged significantly from those of former Chair Gary Gensler and have built upon several of the changes and new initiatives of Acting Chairman Mark Uyeda, who served between January and April 2025. Natasha Vij Greiner served as the Director of the Division of Investment Management during this period, and Brian Daly will succeed her starting on July 8.

Amid a shifting regulatory landscape, the SEC's new leadership has undertaken meaningful activity in the first half of 2025, including:

[1] Admitted to the New York Bar only. Practicing under the supervision of members of the District of Columbia Bar.

- Extending many compliance dates for upcoming rules and amendments, including the much anticipated further delay to Form PF amendments announced at the Commission's open meeting on June 11, 2025, just one day prior to the scheduled compliance date;
- Withdrawing a number of rules and amendments proposed during Chair Gensler's tenure;
- Conducting a record amount of crypto-related industry outreach and publishing Staff guidance on cryptocurrency and digital assets; and
- Enabling asset managers to expand retail investor access to certain privately offered investment products.

In addition, the Commission and SEC Staff (the "Staff") have addressed other important matters affecting private funds, registered investment companies, registered investment advisers and market participants more generally.

While much remains to be seen in the way of future rulemaking, the first half of 2025 has laid the groundwork for a markedly different agenda and approach for the Commission and Staff over the coming years. This Client Alert addresses these developments and trends in more detail below.

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1. Compliance Date Extensions

Key Points: The Commission has taken action to delay multiple compliance dates for pending rules and amendments, including most notably, the amendments to Form PF, which were previously scheduled to go effective June 12, 2025. These delays provide additional time to registrants for compliance preparation, but also may indicate the Commission is taking time to reconsider, amend or withdraw the regulations altogether.

As of the publication date, the only remaining compliance dates in 2025 discussed in this Client Alert are for the adopted amendments to Regulation S-P, discussed in more detail in Section 4, and the amendments to Form PF, discussed in more detail in Section 6.

Set forth below are notable rules and amendments with extended compliance dates.

Item	Current Compliance Date	Extended From	References
Amendments to Form PF	October 1, 2025	June 12, 2025 (previously extended from March 12, 2025)	Section 6 (*Other Matters Affecting Registered Investment Advisers, including Private Fund Advisers*)
Amendments to Fund Names Rule	June 11, 2026 (large fund groups); December 11, 2026 (small fund groups)[2]	December 11, 2025 (large fund groups); June 11, 2026 (small fund groups)	Section 5 (*Other Matters Affecting Registered Investment Companies and Business Development Companies*)
Amendments to Form N-PORT	November 17, 2027 (large fund groups); May 18, 2028 (small fund groups)[1]	November 17, 2025 (large fund groups); May 18, 2026 (small fund groups)	Section 5 (*Other Matters Affecting Registered Investment Companies and Business Development Companies*)
U.S. Treasury Clearing Rule[3]	December 31, 2026 (eligible cash market U.S. Treasury transactions); June 30, 2027 (eligible repo market transactions)	December 31, 2025 (eligible cash market U.S. Treasury transactions); June 30, 2026 (eligible repo market transactions)	Press Release

[2] Large fund groups are funds that, together with other investment companies in the same group of related investment companies, have net assets of $1 billion or more as of the end of the most recent fiscal year. Small fund groups are funds that, together with other investment companies in the same group of related investment companies, have net assets of less than $1 billion.

[3] On February 25, 2025, the SEC extended by one year the compliance date for its U.S. Treasury clearing requirements under Rule 17ad-22(e)(18)(iv)(A) and (B) under the Securities Exchange Act of 1934 ("Exchange Act"). In summary, the rule mandates that covered clearing agencies that provide central counterparty services for U.S. Treasury securities require their direct participants to submit for clearance and settlement all of their eligible secondary-market transactions in U.S. Treasury securities. Though funds generally are not direct participants, they typically transact in Treasury securities with direct participants and thus will be indirectly affected by the clearing requirements.

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2. Cryptocurrency and Digital Assets

Key Points: One of the most high-profile areas on which the current Commission is focused is cryptocurrency and digital asset regulation. On January 21, 2025, Acting Chairman Uyeda launched a crypto task force dedicated to developing a regulatory framework for crypto assets (the "Crypto Task Force"), headed by Commissioner Hester Peirce. The SEC also withdrew a number of crypto-related litigation matters. As soon as he assumed his Chairmanship in April, Chairman Atkins made crypto central to his agenda, testifying in May 2025 that one of his key priorities will be developing a "rational regulatory framework for crypto asset markets that establishes clear rules of the road for the issuance, custody and trading of crypto assets while continuing to discourage bad actors from violating the law."[4] Many industry voices also have noted a need for clear legal guidelines surrounding digital asset activities.[5]

Current crypto-related activity can largely be grouped into three categories: (1) activity by the Crypto Task Force, (2) new Staff guidance, and (3) withdrawal and nullification of crypto-related Staff guidance. We expect significant regulatory activity in this area during Chairman Atkins's tenure.

Topic/Date	Summary	References
(1) Crypto Task Force		
Outreach by Crypto Task Force	In January 2025, the SEC launched a Crypto Task Force led by Commissioner Peirce that seeks to provide clarity on how to apply the federal securities laws to the crypto asset market and to recommend policy measures. The Task Force has held a series of roundtables discussing the major issues for regulating crypto assets under the federal securities laws, including: defining security status, tailoring regulations for crypto trading, considerations for crypto custody, and tokenization.	SEC Crypto Task Force Website Crypto Task Force Roundtables
(2) New Staff Guidance		
Staff Statements on Application of Securities Laws to Crypto and Digital Assets	Between February and May 2025, the Staff issued a series of statements about the treatment of crypto assets under federal securities laws, including: • A statement outlining the Staff's view that the offer and sale of certain stablecoins ("Covered Stablecoins") does not involve the offer and sale of securities under the federal securities laws. A Covered Stablecoin is a type of crypto asset designed to maintain a stable value relative to the U.S. Dollar. The statement said that persons involved in the process of "minting" (or creating) and redeeming Covered Stablecoins do not need to register those transactions under the Securities Act of 1933 (the "Securities Act") or ensure	Statement on Certain Protocol Staking Activities (May 29, 2025) Statement on Offerings and Registrations of Securities in the Crypto Asset Markets (April 10, 2025) Statement on Stablecoins (April 4, 2025)

[4] Testimony Before the United States House Appropriations Subcommittee on Financial Services and General Government (Chairman Paul Atkins, May 20, 2025).

[5] Willkie Farr & Gallagher LLP Partner Chelsea Pizzola Discusses Digital Asset Market Regulation in U.S. House Committee Testimony (June 4, 2025).

Topic/Date	Summary	References
	the transactions fall within one of that Act's exemptions from registration; • A statement outlining the Staff's view that certain protocol staking activities are not securities offerings under the federal securities laws; and • Other statements addressing offerings and registrations of securities in the crypto asset markets (including disclosures), proof-of-work mining activities, and meme coins.	Statement on Certain Proof-of-Work Mining Activities (March 20, 2025) Statement on Meme Coins (February 27, 2025) Crypto@SEC (compilation of Staff actions related to crypto assets)
Frequently Asked Questions Relating to Crypto Asset Activities and Distributed Ledger Technology ***Published:*** *May 15, 2025*	On May 15, 2025, the Staff issued responses to frequently asked questions relating to broker-dealer financial responsibility and transfer agent requirements as applied to crypto assets and distributed ledger technology as part of the SEC's efforts to provide clarity to broker-dealers seeking to provide services involving crypto assets.	SEC Staff FAQs
(3) Withdrawn Staff Guidance		
Withdrawal of Staff Guidance on Custody of Digital Assets ***Withdrawn:*** *January 30, 2025*	Effective January 30, 2025, the Staff rescinded interpretive guidance in Staff Accounting Bulletin "*Accounting for Obligations to Safeguard Crypto-Assets an Entity Holds for its Platform Users*" (SAB 121). A new Staff Accounting Bulletin which rescinds and replaces SAB 121 (SAB 122) stated that an entity safeguarding crypto-assets for others should determine whether to recognize a liability related to the risk of loss under such an obligation, and if so, the measurement of such a liability, by applying the recognition and measurement requirements for liabilities arising from contingencies pursuant to certain accounting standards. In contrast, rescinded SAB 121 set forth accounting and disclosure requirements for certain entities safeguarding crypto assets for others that made it extremely difficult and costly for those entities to engage in that activity. This included a general requirement for a subject entity to reflect such custodied crypto assets on its balance sheet. The rescission of SAB 121 makes it easier for subject banks and other entities to serve as custodians for crypto assets.	Staff Accounting Bulletin No. 122 Withdrawn Staff Account Bulletin No. 121
Withdrawal of Staff Statement on Funds Registered Under the 1940 Act Investing in the Bitcoin Futures Market ***Withdrawn:*** *May 6, 2025*	On May 6, 2025, the Staff withdrew its statement about cryptocurrency investments by registered funds. The statement had encouraged fund investors in a mutual fund with exposure to the Bitcoin futures market to consider carefully the risks and volatility of that market, noting that some mutual funds were investing in Bitcoin futures and believed they could do so consistent with the Investment Company Act of 1940 (the "1940 Act") and other securities laws, and said that the Staff would carefully monitor and assess compliance by these funds and their advisers. The statement also said that investment in the Bitcoin futures market should only be pursued by mutual funds with strategies that support this type of investment, emphasized full disclosure of material risks, and welcomed input	Withdrawn May 2021 Staff Statement

Topic/Date	Summary	References
	from exchange-traded funds ("ETFs"), closed-end funds, and other market participants.	
Withdrawal of Staff Statement on WY Division of Banking's "NAL on Custody of Digital Assets and Qualified Custodian Status" ***Withdrawn:*** *May 6, 2025*	On May 6, 2025, the SEC withdrew a statement that the Division of Investment Management issued in 2020 following the publication of a letter by the Wyoming Division of Banking. The Wyoming letter discussed the definition of "bank" and "qualified custodian" under the Investment Advisers Act of 1940 (the "Advisers Act") and Rule 206(4)-2 (the "Custody Rule") in the context of applying the Custody Rule to digital assets. The statement encouraged interested parties to engage with the Staff directly on the application of the Custody Rule to digital assets.	Withdrawn November 2020 Staff Statement
Withdrawal of Joint Staff Statement on Broker-Dealer Custody of Digital Asset Securities ***Withdrawn:*** *May 15, 2025*	On May 15, 2025, the staffs of the Division of Trading and Markets and the Office of General Counsel of the Financial Industry Regulatory Authority, Inc. ("FINRA") withdrew a joint statement regarding broker-dealer custody of digital asset securities that the staffs issued on July 8, 2019. The withdrawn statement discussed considerations concerning the application of the federal securities laws and FINRA rules to custody of digital asset securities and transactions, including the SEC's Customer Protection Rule.	Press Release Withdrawing Joint Staff Statement (May 15, 2025) Withdrawn July 2019 Joint Staff Statement

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3. Expanding Retail Access to Private Investment Products

Key Points: Chairman Atkins and other SEC leaders have indicated support for increased access for retail investors to private markets.[6] Notable regulatory developments in this area include updated Staff guidance for Regulation D ("Reg D") under the Securities Act and Staff action permitting additional private fund exposure in retail closed-end funds. We expect further developments in this area during the tenure of Chairman Atkins.

Topic/Date	Summary	References
Private Placements: Accredited Investor Verification Guidance ***Published:*** *March 12, 2025*	On March 12, 2025, the Staff issued Compliance and Disclosure Interpretations ("C&DIs") and a related no-action letter for companies and funds wishing to publicly offer private placements relying on Reg D. Since 2012, Rule 506(c) of Reg D has permitted the use of general solicitation in Rule 506 offerings if all of the purchasers are accredited investors and if the issuer takes "reasonable steps to verify" the accredited investor status of the purchasers. In this recent guidance, the Staff clarified additional (and less cumbersome and invasive) methods through which issuers can verify accredited investor status of investors for	Willkie Client Alert March 12, 2025 No-Action Letter Compliance & Disclosure Interpretations (256.35 and 256.36)

[6] *See, e.g.,* Remarks at the SEC Speaks Conference (Chairman Paul Atkins, May 19, 2025); Speech at the 2025 Conference on Financial Market Regulation (Commissioner Mark Uyeda, May 15, 2025).

	purposes of private securities offerings, including through a reasonable analysis based on the type of purchaser, the information the issuer has about the purchaser, and the nature of the offering (such as minimum investment amount). In C&DI 256.36 and the no-action letter, the Staff specifically emphasized that high minimum investment amounts where the issuer does not have reason to believe a third party is providing funding and/or where the investor is providing self-certification could be sufficient to establish "reasonable steps to verify" accredited investor status.	
Removing 15% Private Fund Threshold for Retail Closed-End Funds ***Announced:*** *May 20, 2025*	Chairman Atkins noted at a conference in May 2025 that he asked the Staff to reconsider its historical position that registered closed-end funds investing 15% or more of their assets in private funds should impose a minimum investment threshold of $25,000 and limit investments to those meeting the definition of an "accredited investor." The following day at the same conference, Natasha Vij Greiner, Director, Division of Investment Management, announced that the Staff would no longer provide comments limiting the ability of retail investors to invest in registered closed-end funds that invest in private funds. Director Greiner encouraged filers to engage with the Staff with respect to disclosures, underscoring the Staff's stated goal of collaboration with managers and issuers.	Remarks at the SEC Speaks Conference (Chairman Paul Atkins, May 19, 2025) SEC Speaks Panel ft. Natasha Vij Greiner (May 20, 2025) *(beginning at 1:35:10)*

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4. Addressing Data Privacy and Anti-Money Laundering

Key Points: Data privacy, and preventing money laundering continue to be regulatory areas of focus for funds and investment advisers. Compliance dates for privacy and anti-money laundering ("AML") rules are approaching in late 2025 and early 2026, and it is unclear whether there will be final action on the proposals related to customer identification program ("CIP") requirements for investment advisers.

Topic/Date	Summary	References
Amendments to Regulation S-P: Privacy of Consumer Financial Information and Safeguarding Customer Information ***Compliance Date:*** *December 3, 2025 (larger entities); June 3, 2026 (smaller entities)* [7]	On May 16, 2024, the SEC adopted amendments to Regulation S-P that significantly expand customer data security and breach notification obligations for covered institutions. Among other things, broker-dealers, investment companies, registered investment advisers, funding portals and transfer agents must adopt written policies and procedures for incident response programs that must include provisions on the amended rule's required customer notification procedures. Private funds excluded from the definition of "investment company" by Section 3(c)(1) or 3(c)(7) of the 1940 Act are not required to comply. The compliance date is December 3, 2025 for covered institutions defined as "larger entities" and June 3,	Willkie Client Alert SEC Fact Sheet May 2024 Adopting Release Regulation S-P – Back to the Future (Acting Director Keith Cassidy, May 14, 2025)

[7] "Larger entities" means (1) investment companies together with other investment companies in the same group of related investment companies with net assets of $1.5 billion or more in assets at the end of the most recent fiscal year; (2) registered investment advisers with $1.5 billion or more in assets under management; or (3) all broker-dealers and transfer agents that are not small entities under the Exchange Act for the purposes of the Regulatory Flexibility Act.

Topic/Date	Summary	References
	2026 for all remaining covered institutions. Industry associations continue to advocate for an extension.[8] On May 14, 2025, the acting director of the Division of Examinations, Keith Cassidy, announced that the Staff will host a series of three tailored outreach events to help promote readiness and assist firms in their preparedness to implement these new amendments to Regulation S-P. Acting Director Cassidy also said examiners will inquire about preparations to ensure compliance, but if the Commission extends the compliance date, the Staff will adjust the timeline.	
Application of FinCEN's Anti-Money Laundering Rule to Investment Advisers ***Compliance Date:*** *January 1, 2026* *Delay requested, not yet granted.*	On August 28, 2024, the Financial Crimes Enforcement Network ("FinCEN"), a bureau of the U.S. Department of the Treasury, adopted a rule that includes investment advisers required to register with the SEC (as well as exempt reporting advisers ("ERAs")) in the definition of "financial institutions" under the Bank Secrecy Act. The rule requires covered advisers to establish programs meeting minimum standards to address AML and counter the financing of terrorism and to report suspicious activity to FinCEN, among other changes. FinCEN delegated its examination authority for the requirements of this rule to the SEC, consistent with its existing delegation to the SEC of authority to examine broker-dealers and mutual funds for AML compliance. Industry participants requested a compliance date extension, stating, among other things, that the compliance date should align with the compliance date for the proposed AML customer identification program rule that the SEC and FinCEN jointly proposed but have not adopted.[9]	Willkie Client Alert FinCEN Fact Sheet September 2024 FinCEN Adopting Release
Customer Identification Programs for Investment Advisers ***Proposal Date:*** *May 13, 2024*	In May 2024, the SEC and FinCEN jointly proposed a rule that would establish customer identification program (CIP) requirements for SEC-registered investment advisers and ERAs. This proposed rule would relate to the AML program rule adopted by FinCEN in September 2024, discussed in more detail above.	Willkie Client Alert May 2024 Proposing Release SEC Fact Sheet

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5. Other Matters Affecting Registered Investment Companies and Business Development Companies

Key Points: The SEC and Staff have taken action relevant to investment companies registered under the 1940 Act and business development companies ("BDCs"), including issuing a more principles-based form of exemptive relief

[8] See, e.g., April 25, 2025 Letter from the Investment Adviser Association (IAA).

[9] *See, e.g.,* January 31, 2025 Letter from the Investment Adviser Association (IAA).

relating to co-investments, and considering ETF share class applications, answering frequently asked questions about the amended "Names Rule," and extending the compliance date for Form N-PORT amendments.

Topic/Date	Summary	References
Co-Investment Orders and Multiple Share Class Orders for Privately Offered BDCs	The SEC has issued orders to numerous registered closed-end funds and BDCs ("Regulated Funds") and their advisers permitting certain joint transactions otherwise prohibited under the 1940 Act. Sections 17(d) and 57(a) of the 1940 Act and Rule 17d-1 thereunder generally prohibit an affiliated person, or an affiliated person of an affiliated person, of a Regulated Fund acting as principal, from effecting any transaction in which the Regulated Fund, or a company controlled by such fund, is a joint or joint and several participant in contravention of SEC rules. Co-investment orders (which are available by application to the SEC) permit Regulated Funds to co-invest with certain affiliated persons, such as affiliated private funds, under certain circumstances. Until recently, the orders imposed extensive conditions, including board approval for many co-investment transactions. Holly Hunter-Ceci, Chief Counsel, Division of Investment Management, recently noted the applications had become "overly long and complicated and a burden for applicants to file and the Staff to process." The recent co-investment orders permit BDCs and registered closed-end funds to co-invest in portfolio companies with each other and with certain other affiliated investment entities if certain conditions are met, which are in certain respects less onerous than conditions under prior orders. Additionally, for the first time, the SEC has granted exemptive relief to permit continuously offered, privately placed BDCs to issue multiple classes of shares with varying sales loads and to impose asset-based distribution and/or service fees. Previously, similar orders were issued to publicly offered and privately placed registered closed end investment companies and publicly offered BDCs.	Remarks to SEC Speaks (Holly Hunter-Ceci, May 20, 2025) (*beginning at 2:05:10*).
ETF Share Class Applications	The SEC is considering applications from numerous fund sponsors requesting to offer an ETF share class together with mutual fund share classes in a multi-class fund structure. In 2019, the SEC adopted Rule 6c-11 under the 1940 Act which established a regulatory framework for ETFs. However, the rule did not permit this multi-class fund structure, and the Commission stated that ETFs in a multi-class fund structure would be considered through individual exemptive applications. More than 50 exemptive applications are pending with the SEC. As Acting Chairman, Commissioner Uyeda emphasized his support for allowing funds to offer both mutual fund and ETF share classes and directed the Staff to "prioritize their careful review of the many applications filed for this relief." Holly Hunter-Ceci, Chief Counsel, Division of Investment Management, recently noted that the Staff is reviewing the pending applications with a view to provide a recommendation to the Commission to institute conditions for such multi-class offerings.	Remarks to the Investment Company Institute's 2025 Investment Management Conference (Acting Chairman Mark Uyeda, March 17, 2025) Remarks to SEC Speaks (Holly Hunter-Ceci, May 20, 2025) (*beginning at 2:02:06*).

Topic/Date	Summary	References
Amendments to Fund Names Rule **Compliance Date:** *June 11, 2026 (large fund groups); December 11, 2026 (small fund groups)*[10]	In September 2023, the SEC adopted amendments to Rule 35d-1 under the 1940 Act (often referred to as the "Names Rule") that expand the scope of funds required to have an "80% investment policy," which is a requirement that investment companies whose names suggest a focus in a particular type of investment adopt a policy to invest at least 80% of the value of their assets into those investments. The amended Names Rule now includes fund names with terms suggesting that the fund focuses in investments that have (or whose issuers have) particular characteristics, such as names with the terms "growth" or "value" or terms that suggest a fund's investment decisions incorporate one or more ESG factors. The Staff issued FAQs on January 8, 2025 which clarify, among other things, the Staff's views on when the adoption of a new 80% policy requires shareholder approval, application to tax-exempt funds and the types of names that could suggest "particular characteristics." On March 14, 2025, the SEC announced a six-month extension to the compliance date, with the earliest compliance date for large fund groups now extended to June 11, 2026.	Willkie Client Alert SEC Staff FAQs September 2023 Adopting Release March 2025 Date Extension Release
Form N-PORT and Form N-CEN Reporting; Guidance on Open-End Fund Liquidity Risk Management Programs; Delay of Form N-PORT Amendments **Compliance Date:** *November 17, 2025 (extended for N-PORT amendments to November 17, 2027 for larger fund groups; May 18, 2028 for smaller fund groups. See Section I)*	In August 2024, the SEC adopted amendments to reporting requirements on both Form N-PORT, which requires reporting of most registered investment companies' portfolio holdings,[11] and Form N-CEN, which requires most registered investment companies to report annual census-type information.[12] The amendments also provided guidance on liquidity risk management program requirements for open-end funds. The final Form N-CEN amendments required open-end registered funds subject to Rule 22e-4 (the "Liquidity Rule"), promulgated under the 1940 Act, to identify and provide information about service providers used to fulfill that rule's requirements and other technical changes. The SEC did not adopt changes to Rule 22e-4 as proposed, but provided guidance to address questions about the rule raised through outreach and monitoring. The guidance relates to the frequency of classifying the liquidity of fund investments, the meaning of "cash" for purposes of the rule, and the frequency of determining and reviewing highly liquid investment minimums. The amendments as adopted will require many types of registered funds to more frequently report portfolio-related information to the SEC and the public on Form N-PORT. Currently funds are required to file monthly reports with the Commission on a quarterly basis, no later than 60 days after the end of the fiscal quarter. The amendments will require funds to file reports on a monthly basis, due within 30 days after the end of the month to which they relate.	August 2024 Form N-PORT and Form N-CEN Reporting; Guidance on Open-End Fund Liquidity Risk Management Programs April 2025 Form N-PORT and Form N-CEN Reporting; Guidance on Open-End Fund Liquidity Risk Management Programs; Delay of Effective and Compliance Dates

[10] Large fund groups are funds that, together with other investment companies in the same group of related investment companies, have net assets of $1 billion or more as of the end of the most recent fiscal year. Small fund groups are funds that, together with other investment companies in the same group of related investment companies, have net assets of less than $1 billion.

[11] Requires reporting by a registered management investment company, or an exchange-traded fund organized as a unit investment trust, or series thereof, other than a fund regulated as a money market fund or a small business investment company.

[12] Face-amount certificate companies are not required to file Form N-CEN.

Topic/Date	Summary	References
	Additionally, on April 16, 2025, the SEC extended the effective and compliance dates for amendments to Form N-PORT adopted in August 2024 and described above. The extension provides time for the SEC to review the amendments in accordance with a Presidential Memorandum[13] and take any further actions, which the SEC's press release said could include proposed amendments. In addition, the Registered Funds Association filed a petition in the Fifth Circuit Court of Appeals[14] seeking review of the amendments, and the Court granted the Commission's unopposed motion to hold the case in abeyance while the Commission reviews the final amendments in accordance with the Presidential Memorandum. Conversely, the Commission said it completed its review of the Form N-CEN amendments and Liquidity Rule guidance (discussed above) in accordance with the Presidential Memorandum, and as a result, those effective and compliance dates remain the same.	

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6. Other Matters Affecting Registered Investment Advisers, including Private Fund Advisers

Key Points: Other notable updates for registered investment advisers, including private fund advisers, include the much-anticipated delay to the compliance date of the Form PF amendments and an update to the Marketing Rule FAQs. Many asset managers and industry groups advocated for these changes, and they are widely seen as welcome developments for the industry.

Topic/Date	Summary	References
Amendments to Form PF October 1, 2025 *(previously extended from April 11, 2025 and then from June 12, 2025)*	On June 11, 2025, the SEC and the Commodity Futures Trading Commission (the "CFTC" voted to delay the compliance date from June 12, 2025 to October 1, 2025 for the amendments to Form PF jointly adopted by the SEC and the CFTC in February 2024. Chairman Atkins also announced that he directed the Staff to undertake a comprehensive review of Form PF. This update comes on the heels of a prior extension granted by the SEC and CFTC from April 11, 2025 to June 12, 2025 and follows significant industry pushback to the requirements.[15] The 2024 amendments significantly increase the amount of information required to be included on Form PF and limit the flexibility in responding to a number of questions on the form. The amendments: • Increased reporting requirements of large hedge fund advisers and qualifying hedge funds; • Expanded reporting on basic information about advisers and the private funds they advise;	Willkie Client Alert (June 2025) Willkie Client Alert (May 2025) Willkie Client Alert (2024) Willkie Client Alert (2023) Statement at Open Meeting on Further Extension of the Form PF Compliance Date (Chairman Paul Atkins, June 11, 2025) SEC Fact Sheet March 2025 Adopting Release

[13] Regulatory Freeze Pending Review (Jan. 20, 2025), 90 FR 8249 (Jan. 28, 2025).

[14] Registered Funds Association v. SEC, No. 24-60550 (5th Cir. 2024).

[15] *See, e.g.,* December 13, 2024 Joint Letter from Managed Funds Association (MFA), Alternative Investment Management Association (AIMA), Investment Adviser Association (IAA), and SIFMA AIG.

Topic/Date	Summary	References
	• Required more detailed information about the investment strategies, counterparty exposures, and trading and clearing mechanisms employed by hedge funds; and • Generally required large hedge fund advisers to report information on a disaggregated basis for master-feeder funds and parallel funds. The SEC and CFTC also adopted amendments to correct certain errors in Form PF on March 29, 2025, and the Staff issued new and amended FAQs on April 4, 2025.	January 2025 Adopting Release February 2024 Adopting Release SEC Staff FAQs
Marketing Rule FAQs ***Published:*** *March 19, 2025*	On March 19, 2025, the Staff issued updated guidance on Rule 206(4)-1 under the Advisers Act (often referred to as the Marketing Rule), originally adopted in 2021.[16] One FAQ amended a prior FAQ addressing extracted performance, explaining that an investment adviser can display gross performance of one investment or group of investments from a private fund or portfolio (i.e., "extracted performance") without including corresponding net performance of the extracted performance, provided, among other things, the extracted performance is accompanied by the gross and net performance of the total portfolio. A second new FAQ addresses when an investment adviser can present one or more gross characteristics of a portfolio or investment (e.g., yield, coupon rate, contribution to return, volatility, sector or geographic returns, attribution analyses, and the Sharpe ratio) without including the corresponding net characteristics.	Willkie Client Alert (FAQs) Willkie Client Alert (Rule Adoption) SEC Staff FAQs

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7. Other Matters Affecting Market Participants

Key Points: The SEC and Staff have published a number of updates and have a number of open initiatives in other areas that are relevant for market participants generally, including asset managers. These include updated guidance with respect to Schedule 13G filings, guidance on proxy solicitation matters and executive compensation, and matters relevant to asset managers required to report short positions and securities lending activity.

Topic/Date	Summary	References
Guidance on Schedule 13G ***Published:*** *February 11, 2025*	On February 11, 2025, the Staff issued guidance clarifying when a shareholder holding over 5% of an issuer's stock will be deemed to be holding securities "for the purpose of or with the effect of changing or influencing the control of the issuer" such that it will be precluded from filing a Schedule 13G and will instead need to file a Schedule 13D. The updated guidance specifically clarifies for institutional asset managers that "a shareholder who discusses with management its views on a particular topic and how its views may inform its voting decisions, without more, would not be disqualified from reporting on a Schedule 13G," provided "pressure" is not	Compliance & Disclosure Interpretations (Amended 103.11 and New 103.12) Remarks at the SEC Speaks Conference (Commissioner Mark Uyeda, May 19, 2025)

[16] The Marketing Rule does not apply to advertisements concerning registered funds or BDCs.

Topic/Date	Summary	References
	exerted on management to implement specific measures or changes to a policy. Commissioner Uyeda remarked in May 2025 that "[b]y requiring that a shareholder needs to exert pressure on management, the latest guidance is clear that there needs to be something more than the mere planting of an idea with management in order to lose Schedule 13G eligibility."	
Guidance on Proxy Rules 14a-8 and 14a-6(g) ***Published:*** *January 27, 2025; February 11, 2025*	In January and February 2025, the Staff issued guidance on both the exclusion of shareholder proposals pursuant to Exchange Act Rule 14a-8 (in Staff Legal Bulletin No. 14M) and voluntary notices of exempt solicitation under Rule 14a-6(g) (in Compliance & Disclosure Interpretations). SLB 14M reinstates guidance relating to the "economic relevance" and "micromanagement" exclusions for shareholder proposals, and the C&DIs clarify the requirements for notices of exempt solicitation. It is expected that these changes may reduce the number of environmental and social-related proposals put to shareholders for a vote and the number of exempt solicitation voluntary filings. Additionally, on June 12, 2025, the SEC withdrew proposed rule changes that would have made it more difficult for registrants to exclude certain shareholder proposals.	Staff Legal Bulletin No. 14M (14a-8) Compliance & Disclosure Interpretations (Amended 126.06-10)
Executive Compensation Roundtable	On June 26, 2025, the SEC will hold a public roundtable to discuss executive compensation disclosure requirements with representatives from companies, investors, and other experts in the field. In a statement announcing the roundtable, Chairman Atkins said it is important to engage in retrospective reviews of SEC rules to ensure they are cost-effective, provide disclosure of material information, and do not overload investors. He also included questions for the Staff and public to consider. Interestingly, his statements and questions did not include Section 956 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which requires the SEC and the five banking regulators to jointly prescribe regulations or guidelines with respect to incentive-based compensation practices by certain financial institutions, including broker-dealers and investment advisers.	Statement on the Upcoming Executive Compensation Roundtable (Chairman Paul Atkins, May 16, 2025)
Short Sale Reporting ***Compliance Date:*** *February 17, 2026 for January 2026 reporting period*	On October 13, 2023, the SEC adopted new Rule 13f-2 under the Exchange Act, which requires certain institutional investment managers to file monthly reports confidentially to the SEC on new Form SHO. The form requires short position data and short activity data for equity securities that satisfy prescribed thresholds. On February 8, 2025, the SEC issued an order of temporary exemption and extended the compliance date by twelve months. Initial Form SHO filings are now due by February 17, 2026 for the January 2026 reporting period.	Willkie Client Alert October 2023 Adopting Release February 2025 Order Granting Temporary Exemption
Reporting of Securities Loans ***Compliance Date:*** *January 2, 2026*	On October 13, 2023, the SEC adopted Rule 10c-1a under the Exchange Act, which is intended to enhance transparency in the securities lending market. In effect, the rule requires market participants to report securities lending transactions to FINRA, and requires FINRA to adopt rules establishing a system to facilitate such reporting and to publicly disseminate specified reported loan information. On January 2, 2025, the SEC approved the required FINRA rules (Rule 6500: Securities Lending and Transparency	October 2023 Adopting Release FINRA 6500: Securities Lending and Transparency Engine (SLATE)

Topic/Date	Summary	References
	Engine, often referred to as "SLATE"). On January 24, 2025, the President and CEO of FINRA issued a public letter requesting an extension from the SEC, which has not yet been granted.	Implementing the SEC's Securities Lending Reporting Requirements (Robert Cook, FINRA, January 24, 2025)

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8. Status of Other Chair Gensler Priorities

Key Points: A number of initiatives from Chair Gensler's agenda that were pending earlier in 2025 have been withdrawn by the Commission[17] or successfully challenged in federal courts. The formal withdrawal of the proposals provided certainty many in the industry had requested.

Topic/Date	Summary	References
Outsourcing by Investment Advisers	The proposed new rule and amendments addressed the outsourcing by a registered investment adviser of certain functions necessary to the adviser's provision of investment advice. The proposal included specific requirements for due diligence, monitoring, recordkeeping, and Form ADV disclosures.	Withdrawal Notice
Conflicts of Interest Associated with the Use of Predictive Analytics by Broker-Dealers and Investment Advisers	The proposed new rule would have required investment advisers and broker-dealers to eliminate, or neutralize the effect of, certain conflicts of interest associated with the use of technologies that optimize for, predict, guide, forecast, or direct investment-related behaviors or outcomes. The proposal included written policies and procedures and recordkeeping requirements.	Withdrawal Notice
Cybersecurity Rules and Amendments for Registered Investment Advisers, Registered Funds and Business Development Companies	The proposed new rules and amendments related to cybersecurity risk management for registered investment advisers, registered investment companies and BDCs. The proposal required written policies and procedures, reporting to the SEC, and disclosures to clients and investors.	Withdrawal Notice
Enhanced Disclosures by Certain Investment Advisers and Investment Companies About Environmental, Social, and	The proposed rule and form amendments would have required registered funds, BDCs, SEC-registered advisers and certain unregistered investment advisers to disclose information about how funds and advisers incorporate ESG factors into their investment strategies. This action follows the Commission vote on March 27, 2025 to end its defense of litigation[18] regarding new rules requiring disclosure of climate-related risks and greenhouse gas emissions by public company issuers in the Eighth Circuit. Prior leadership of the SEC had stayed effectiveness of the rules pending completion of the	Withdrawal Notice

[17] On June 12, 2025, the Commission withdrew a number of rules and amendments proposed during Chair Gensler's tenure. *See* Withdrawal of Proposed Regulatory Actions, Release No. IA-6885; IC-35635 (Jun. 12, 2025), available here.
[18] *Iowa v. SEC*, No. 24-1522 (8th Cir.).

Governance Investment Practices	consolidated litigation in 2024. This vote effectively rescinded the rules.	
Safeguarding Advisory Client Assets	The proposed amendments would have made significant changes to the Custody Rule.	Withdrawal Notice
SEC Dealer Rule	On February 19, 2025, the SEC dropped its appeal of a ruling by a Texas District Court that struck down new rules to modify the statutory definitions of "dealer" and "government securities dealer" (referred to as the "Dealer Rule"), which would have expanded the scope of industry participants subject to registration with the SEC.	

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