

Investment Advisor Compliance “To Do” List for 2022

January 10, 2022

Investment Advisor Compliance “To Do” List for 2022

Regulatory Deadlines for Investment Advisors

Foreside Financial Group compiled a list of regulatory deadlines and filing requirements for U.S. investment advisors, including advisors to private and U.S. registered mutual funds and those also registered as a CPO or CTA. This list is not intended to be exhaustive, but it should help compliance officers set up their calendars for 2022.

January

INVESTMENT ADVISORS

- [Form 13H](#): Amendments to Form 13H are due promptly if there are any changes to information for Form 13H Filers. The SEC’s “Frequently Asked Questions Concerning Large Trader Reporting,” response 2.5 says Form 13H Filers may file an amendment and an annual amendment together if any changes occurred during the fourth quarter to the information contained in Form 13H. Amendments are due “promptly,” which we interpret as within ten days. Recommended due date: **January 10, 2022**. (Note: Neither the SEC nor its staff has provided guidance on the definition of “promptly” for Form)
- [Final Renewal Statement](#): Final statements will be released on January 2, 2022. Download your final renewal statement and arrange for payment of any additional fees as needed by **January 28, 2022**.

HEDGE/PRIVATE FUND ADVISORS

- [Form PF for Large Liquidity Fund Advisors](#): Large Liquidity Fund Advisors must file Form PF with the SEC on the IARD system within 15 days of each fiscal quarter-end. For funds with a December 31 fiscal quarter end, Form PF is due **January 15, 2022**.
- Blue Sky Filings (Form D): Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know that Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated

monthly task? Give us a call to discuss your needs further – due **January 15, 2022**.

MUTUAL FUNDS

- [Form N-MFP](#): Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due January 7, 2022**.

February

INVESTMENT ADVISORS

- [Form 13F](#): Form 13F (institutional manager) quarterly filing for Q4 2020 is due within 45 days after the end of the calendar quarter, on **February 14, 2022**.
- [Form 13H](#): Form 13H (large trader) annual filing is due for advisors that already have a Form 13H filing obligation by **February 14, 2022**. (This filing is not required if the quarterly amendment was filed for the fourth)
- [Schedule 13D and Schedule 13G](#): Annual amendments are due for advisors that have changes to disclosure information on previously filed 13D or 13G forms, on **February 14, 2022**.

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing ("blue sky filing") within 15 days of the first sale of interests in a fund, but state laws vary. Did you know that Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? [Learn more here](#) and give us a call to discuss your needs further. **Due February 15, 2022**.

REGISTERED COMMODITY TRADING ADVISORS

- [Form CTA-PR](#) should be filed with National Futures Association ("NFA") by registered Commodity Trading Advisors for the year ended December 31, 2021, by **February 14, 2022**. This filing satisfies the CFTC annual and NFA 4th quarter filing requirements for Form

MUTUAL FUNDS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due February 7, 2022**.

March

INVESTMENT ADVISORS

- [Form ADV Annual Updating Amendment](#): Existing registered advisors must update and file an amended Form ADV within 90 days of their fiscal year-end (Forms 1A and 2A). The filing fee must be deposited into the advisor's IARD account before the filing can be submitted. The 2022 due date for advisors with a December 31 fiscal year-end is **March 31, 2022**. Check out the [Form ADV quick reference guide here](#).
- [IARD Fees](#): SEC-registered advisors and exempt reporting advisors are required to pay IARD fees before the submission of the Form ADV annual amendment (by **March 31, 2022**).
- [State Filings](#): A registered investment advisor and an exempt reporting advisor may be required to make a state notice filing in any state in which an advisor has a specified number of clients, called "Notice Filings." Notice filings may be made on Form ADV by checking the relevant box in Part 1A and depositing the appropriate state fees into the advisor's IARD account. Exempt reporting advisors may also be required to register as an investment advisor in some states. Notice filing and investment advisor registration requirements differ from state to state. Each advisor should check the requirements for any relevant state in which it operates or has clients. The due date is within 90 days of the advisor's fiscal year-end, so **March 31, 2022**, for firms with a December 31 fiscal year-end.

HEDGE/PRIVATE FUND ADVISORS

- [Reaffirm CPO and CTA Exemptions](#): Firms that claim exemptions from Commodity Pool Operator ("CPO") registration under CFTC Rule 4.5 or CTFC Regulation 4.13(a)(3) (the "de minimis exemption"), or Rules 4.13(a)(1), 4.13(a)(2), 4.13(a)(5), and firms that claimed an exemption from Commodity Trading Adviser ("CTA") registration pursuant to CFTC Rule 4.14(a)(8) must re-affirm those exemptions annually within 60 days of the calendar year-end – by **March 1, 2022**. [Notice to Members 1-21-38](#) contain guidance related to this annual affirmation process.

Reminder: Firms taking advantage of Rule 4.13(a)(3) CPO exemption must represent for the annual affirmation that neither the person making the filing nor any of its [principals](#) are subject to any statutory disqualification included in [Section 8a\(2\) of the Commodity Exchange Act](#), as amended (the "CEA") (each a "Covered Statutory Disqualification").

- [Initial Form PF](#): Hedge Fund Advisors that have reached \$1.5 billion regulatory assets under management ("RAUM") attributable to hedge funds as of December 31, 2021, must make initial filing (the initial quarterly Form PF filing within 60 days of quarter end if an advisor's hedge fund RAUM exceeds \$1.5 billion as of the previous quarter-end). **Due March 1, 2022**.
- [Form PF for Large Hedge Fund Advisors](#). Large Fund Advisors must file Form PF with the SEC on the IARD system within 60 days of each fiscal quarter-end. For funds with a December 31 fiscal quarter end, Form PF

is due **March 1, 2022**.

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know that Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due March 15, 2022**.
- [Exempt Reporting Advisors Form ADV Filing](#): Exempt Reporting Advisors (i.e., exempt private funds advisors and venture capital advisors) need to update Form ADV Part 1A within 90 days of the advisor’s fiscal year-end. Due for firms with a December 31 fiscal year-end on **March 31, 2022**.
- [Annual Reports for 4.7 Exempt CPOs](#): Exempt CPOs must electronically file audited annual reports, including statements of financial condition, statements of operations, and appropriate footnotes, for their pools with the NFA and distribute them to their investors by **March 31, 2022**.

REGISTERED COMMODITY POOL OPERATORS

- [Form CPO-PQR \(All Schedules\)](#): Large Commodity Pool Operators are required to file Form CPO-PQR annually with the NFA by **March 1, 2022**.
- [CFTC Form CPO-PQR Schedule A](#) must be filed by small CPOs (i.e., CPOs with less than \$150 million in aggregated gross pool AUM as of the close of business on any business day during a calendar year), by **March 31, 2022**.
- [CFTC Form CPO-PQR Schedules A and B](#) must be filed by mid-sized CPOs (at least \$150 million to \$1.5 billion in aggregated gross pool AUM as of the close of business on any business day during a calendar year) by **March 31, 2022**.
- [CPO Members must distribute an Annual Report](#), certified by an independent public accountant, to pool participants within 90 days of the pool’s fiscal year-end. CPOs are also required to file this report electronically with NFA using [EasyFile](#). The filing must be made by **March 31, 2022**.

MUTUAL FUNDS

- [Form N-PORT](#) Funds with a fiscal quarter end of **December 31** must file Form N-PORT reporting month end information for each month-end in each fiscal quarter no later than 60 days after fiscal quarter-end. Due date is **March 1, 2022**. *Funds must also prepare the information reported on Form N-PORT within 30 days after every month-end and retain these records, which are subject to SEC inspection.*
- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund’s holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. Due date is **March 7, 2022**.
- [Form N-CEN](#). Form N-CEN reports should be filed no later than 75 days after a registered investment company’s fiscal year-end. For funds with a December 31 fiscal year-end, the due date is **March 16, 2022**. *Note:*

This due date applies to all funds, except for unit investment trusts, whose Form N-CEN reports are due no later than 75 days of the calendar year-end.

April

INVESTMENT ADVISORS

- [Form 13H](#): Following an initial filing of Form 13H, all large traders must make an amended filing to correct inaccurate information promptly (within ten days) following the quarter-end in which the information became stale (unless they are on Inactive Status). Recommended due date: **April 10, 2022**. (Note: Neither the SEC nor its staff has provided guidance on the definition of “promptly” for Form 13H.)
- [Form ADV Part 2A](#): Registered investment advisors are required to distribute to each client an updated Form ADV Part 2A or a summary of material changes with an offer and information on how to obtain the updated Form ADV Part 2A, within 120 days of fiscal year-end. **Due April 30, 2022**.
- [Form ADV Part 2B](#): Registered investment advisors should review their Form ADV Part 2B Brochure Supplements to ensure continued accuracy.

HEDGE/PRIVATE FUND ADVISORS

- [Form PF for Large Liquidity Fund Advisors](#): Large Liquidity Fund Advisors must file Form PF with the SEC on the IARD system within 15 days of each fiscal quarter-end. **Due April 15, 2022**.
- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know that Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due April 15, 2022**.
- [Distribute Audited Financial Statements for Private Funds](#): Private fund investment advisors should have their funds audited by an independent, PCAOB-registered accountant and deliver the audited financial statements to the funds’ investors within 120 days of the end of the funds’ fiscal year (for funds with December 31, 2021 year-end, the date is **April 30, 2022**). The deadline for private funds that are fund of funds is 180 days of the funds’ fiscal year-end. That’s June 29, 2022, for funds with December 31 year-end.
- [Form PF Annual Amendment](#): Form PF Annual Amendment is due within 120 days of fiscal year-end for all private fund advisors other than “large hedge fund advisors” and “large liquidity fund advisors.” **Due April 30, 2022**.
- [Form PF Quarterly Update](#): Form PF quarterly update is due for “large hedge fund advisors” and “large liquidity fund advisors” who did not submit information relating to their other private funds with their fourth-quarter filing. **Due April 30, 2022**.

MUTUAL FUNDS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due April 7, 2022.**

May

INVESTMENT ADVISORS

- [Form 13F](#): Form 13F quarterly filing is due for Q1 2022 within 45 days after the end of the calendar quarter. **Due May 16, 2022.**
- [ERISA Schedule C of Form 5500 Disclosure](#): An advisor may be required to report certain information to its ERISA plan clients and investors for their use in completing Department of Labor Form 5500, including details about compensation received concerning ERISA plan assets that the advisor manages or that are invested in the advisor's funds. If you have ERISA plan clients that follow a calendar year, they may request this information to file Form 5500 by **July 31, 2022**. (ERISA plan clients that do not follow a calendar year must submit Form 5500 by the last day of the seventh month following the plan's year-)

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing ("blue sky filing") within 15 days of the first sale of interests in a fund, but state laws vary. Did you know that Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due May 15, 2022.**
- [Form PF for Large Hedge Fund Advisors](#): Large hedge fund advisors must file Form PF within 60 days of each quarter-end on the IARD system. **Due May 30, 2022.**

REGISTERED COMMODITY TRADING ADVISORS

- [Form CTA-PR \(March 31 Quarter End\)](#). Commodity Trading Advisors are required to file Form CTA-PR quarterly with the NFA. **Due May 15, 2022.**

MUTUAL FUND ADVISORS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due May 6, 2022.**
- [Form N-PORT](#). Funds with a fiscal quarter end of **March 31**, must file Form N-PORT reporting month end information for each month-end in each fiscal quarter no later than 60 days after fiscal quarter-end. **Due May 30, 2022.** *Funds must also prepare the information reported on Form N-*

PORT within 30 days after every month-end and retain these records, which are subject to SEC inspection.

June

INVESTMENT ADVISORS

- GIPS Notification Requirement: Firms opting to comply with the Global Investment Performance Standards (GIPS) must notify the CFA Institute of its claim of compliance on an annual basis. This notification is due **June 30, 2022**, and should be submitted by completing the appropriate [online form](#) on the CFA Institute's website.

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing ("blue sky filing") within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due June 15, 2022.**
- [Distribute Audited Financial Statements for Private Funds for Funds of Funds](#): Private fund investment advisors should have their funds audited by an independent, PCAOB-registered accountant and deliver the audited financial statements to the funds' investors within 120 days of the end of the funds' fiscal year. The deadline for private funds that are fund of funds is 180 days of the funds' fiscal year-end. That's **June 29, 2022**, for funds with December 31 year-end.

REGISTERED COMMODITY POOL OPERATORS

- [Form CPO-PQR](#) (March 31 Quarter End): Small, Mid-Sized and Large Commodity Pool Operators are required to file NFA Form CPO-PQR quarterly with the NFA. **Due June 1, 2022.**

MUTUAL FUNDS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due June 7, 2022.**

July

INVESTMENT ADVISORS

- [Form 13H](#): Following an initial filing of Form 13H, all large traders must make an amended filing to correct inaccurate information promptly (within ten days) following the quarter-end in which the information became stale. Recommended due date: **July 10, 2022**. (Note: Neither the SEC nor its staff has provided guidance on the definition of "promptly")

for Form)

HEDGE/PRIVATE FUND ADVISORS

- [Form PF for Large Liquidity Fund Advisors](#): Large liquidity fund advisors must file Form PF with the SEC on the IARD system within 15 days of each fiscal quarter-end. **Due July 15, 2022.**
- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due July 15, 2022.**

MUTUAL FUNDS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund’s holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due July 8, 2022.**

August

INVESTMENT ADVISORS

- [Form 13F](#): Form 13F Quarterly Filing for Q2 2022 is due for advisors within 45 days after the end of the calendar quarter. **Due August 15, 2022.**

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due August 15, 2022.**
- [Form PF for Large Hedge Fund Advisors](#): Large hedge fund advisors must file Form PF within 60 days of each quarter-end on the IARD system. **Due August 29, 2022.**

REGISTERED COMMODITY POOL OPERATORS

- [Form CPO-PQR](#) (June 30 Quarter End): Small, Mid-Sized and Large Commodity Pool Operators are required to file Form CPO-PQR quarterly with the NFA. **Due August 31, 2022.**

REGISTERED COMMODITY TRADING ADVISORS

- [Form CTA-PR \(June 30 Quarter End\)](#). Commodity Trading Advisors are required to file Form CTA- PR quarterly with the NFA. **Due August 16, 2022.**

MUTUAL FUND ADVISORS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due August 5, 2022.**
- [Form N-PORT](#). Funds with a fiscal quarter end of **June 30**, must file Form N-PORT reporting month end information for each month-end in each fiscal quarter no later than 60 days after fiscal quarter-end. **Due August 29, 2022.** *Funds must also prepare the information reported on Form N-PORT within 30 days after every month-end and retain these records, which are subject to SEC inspection.*
- [Form N-PX](#) Registered investment companies (other than small business investment companies) are required to annually file Form N-PX, containing the fund's proxy voting record for the most recent twelve-month period ended June 30. **Due August 31, 2022.**

September

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing ("blue sky filing") within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due September 15, 2022.**

MUTUAL FUND ADVISORS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due September 7, 2022.**

October

INVESTMENT ADVISORS

- [Form 13H](#): Amendment to Form 13H due promptly for advisors that already have a Form 13H filing obligation and have changes to any of the information reported. Recommended due date: **October 13, 2022.** (Note: Neither the SEC nor its staff has provided guidance on the definition of "promptly" for Form)

HEDGE/PRIVATE FUND ADVISORS

- [Form PF for Large Liquidity Fund Advisors](#): Large liquidity fund advisors must file Form PF with the SEC on the IARD system within 15 days of each fiscal quarter-end. Filing for Q3 2022 is due **October 15, 2022**.
- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further.
Due October 15, 2022.

MUTUAL FUNDS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund’s holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due October 7, 2022.**

November

INVESTMENT ADVISORS

- [Form 13F](#): Form 13F quarterly filing for Q3 2022 is due for advisors within 45 days after the end of the calendar quarter. **Due November 14, 2022.**
- [Annual Renewal Program for IARD System](#): The IARD Renewal Program facilitates the annual renewal of investment advisor (IA) firms and their IA representatives’ (IARs) registrations with jurisdictions/states. Preliminary renewal statements for the IARD system will be available on or around **November 15, 2022**, and will be accessible only through the E-Bill System. Renewal statements reflect the registration renewal fees and annual system processing fees for all IARs and state-registered IA firms. The deadline for the receipt of the preliminary statement payment is expected to be on or around **December 15, 2022**. Questions? Check out [the FAQs](#), which will be updated with 2023 IARD Renewal Program details later in 2022.

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing (“blue sky filing”) within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further.
Due November 15, 2022.
- [Form PF for Large Hedge Fund Advisors](#): Large hedge fund advisors must

file Form PF within 60 days of each quarter-end on the IARD system. **Due November 29, 2022.**

REGISTERED COMMODITY POOL OPERATORS

- Form CPO-PQR (September 30 Quarter End): Small, Mid-Sized, and Large Commodity Pool Operators are required to file NFA Form CPO-PQR quarterly with the NFA. **Due November 30, 2022.**

REGISTERED COMMODITY TRADING ADVISORS

- [Form CTA-PR \(September 30 Quarter End\)](#). Commodity Trading Advisors are required to file Form CTA-PR quarterly with the NFA. **Due November 16, 2022.**

MUTUAL FUND ADVISORS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due November 5, 2022.**

December

INVESTMENT ADVISORS

- [Annual Renewal Program for IARD System](#): The IARD Renewal Program facilitates the annual renewal of investment advisor (IA) firms and their IA representatives' (IARs) registrations with jurisdictions/states. Preliminary renewal statements for the IARD system will be available on or around **November 15, 2022** and will be accessible only through the E-Bill System. Renewal statements reflect the registration renewal fees and annual system processing fees for all IARs and state-registered IA firms. The deadline for the receipt of the preliminary statement payment is expected to be on or around **December 15, 2022**. Questions? Check out [the FAQs](#), which will be updated with 2022 IARD Renewal Program details later in 2022.

HEDGE/PRIVATE FUND ADVISORS

- Blue Sky Filings (Form D). Advisors to private funds should review fund blue sky filings and determine whether any amended or new filings are necessary. Generally, most states require a notice filing ("blue sky filing") within 15 days of the first sale of interests in a fund, but state laws vary. Did you know Foreside offers a convenient and economical blue sky filing service to help firms manage this complicated monthly task? Give us a call to discuss your needs further. **Due December 15, 2022.**

MUTUAL FUNDS

- [Form N-MFP](#). Form N-MFP (Monthly Schedule of Portfolio Holdings of Money

Market Funds) reports information about the fund's holdings as of the last business day of the prior calendar month and must be filed no later than the fifth business day of each calendar month. **Due December 7, 2022.**

General and On-going Obligations

- Form ADV Part 1: Investment advisors must amend Part 1 of their Form ADV promptly during the year if certain information becomes materially inaccurate unless the inaccuracies result solely from changes in the amount of client assets managed or changes to the fee schedule. In addition to the annual updating amendment, firms are required to update the Form ADV, including Schedules A, B, C and D, "by filing additional amendments (other-than-annual amendments) **promptly if:**
 - **information provided in response to items 1,3,9 (except 9.A.(2), 9.E., and 9.F.) or 11 of Part 1A or Items 1,2.A. through 2.F., or 2.I. of Part 1B becomes inaccurate in any way;**
 - **information you provided in your brochure becomes materially inaccurate"** (certain exceptions apply). See [Form ADV Instructions, question 4, page 3.](#)
- Form ADV Part 2A: An investment advisor registered with the SEC must provide to a client before or at the time of entering into an advisory agreement with the client. Update Part 2A promptly (and file) whenever any information becomes materially inaccurate, except no update is required between annual amendments solely to change the amount of client assets or fee schedule. Deliver interim amendments if amendment includes disciplinary information (Item 9). Under the advisor's ongoing fiduciary obligation, disclose material changes that do not trigger delivery, i.e., material changes other than to disciplinary information between annual updating amendments.
- Form ADV Part 2B: If an advisor is required to deliver a Form ADV Part 2B, that document should be prepared for certain supervised persons providing advisory services to clients. Advisors are required to deliver all relevant Form ADV Part 2Bs before or at the time the supervised person begins to provide advisory services to the client. Advisors are also required to deliver any newly relevant Part 2Bs to existing clients. Update Part 2Bs promptly whenever any information becomes materially inaccurate. For example, if the members of an investment team change, then the Form ADV Part 2B must be updated. Advisors are required to deliver updates to Part 2Bs that amend disciplinary information (Item 3). Under the advisor's ongoing fiduciary obligation, advisors should disclose material changes that do not trigger delivery, i.e., material changes other than to disciplinary information, between annual updating
- Form ADV Part 3 (Form CRS): Form CRS and its related rules require SEC-registered investment advisors and broker-dealers to deliver to retail investors a brief customer or client relationship summary (Form CRS) that provides information about the firm. Form CRS must be amended within 30 days of any information becoming materially inaccurate.
- Schedule 13G/13D/Section 16 Filings: Advisors should monitor holdings for any filings that may be required on Schedule 13G or 13D or under Section 16. Advisors are required to file Schedules 13G or 13D when the

advisor directly or indirectly acquires beneficial ownership of more than 5 percent of a class of equity securities.

Schedule 13G is an optional short-form beneficial ownership statement for certain persons subject to Section 13(d) and as a mandatory disclosure statement for persons subject to Section 13(g). The categories of persons eligible to file on Schedule 13G are a qualified institutional investor under Rule 13d-1(b), a passive investor pursuant to Rule 13d-1(c), and an exempt investor pursuant to Rule 13d-1(d).

Registered investment advisors are considered qualified institutional investors (QII's) and may be able to file under Section 13(g) as opposed to Section 13(d). However, Schedule 13G may only be used if the registered investment advisor holds the securities due to its ordinary course of business and not to affect change or influence control of the issuer (i.e., a passive investor). If a registered investment advisor intends to affect or influence control of the issuer, the more stringent Section 13(d) requirements apply.

An initial Schedule 13G must be filed through the SEC's EDGAR system within 45 days after the end of the calendar year when the registered investment advisor attains more than 5% beneficial ownership. If a registered investment advisor attains more than 10% beneficial ownership before the end of the calendar year, the initial Schedule 13G must be filed within ten days after the end of the first month in which beneficial ownership exceeds 10% as computed on the last day of the month.

Amendments to Schedule 13G must be filed annually within 45 days of year-end when there are changes, including if ownership decreased below 5% during the year. Amendments must also be submitted by QII's within ten days after any month: (1) in which ownership exceeds 10% and (2) after that, in which ownership decreases or increases by 5% or greater, as computed on the last day of the month. Once an amendment has been filed showing ownership below 5%, no additional filings are needed. Those who file 13G's as a Passive Investor, rather than a QII, are subject to slightly different timelines.

- Form 13H: "Large trader report" must be filed for traders of U.S.-listed equities trading 2 million shares or \$20 million on any day or 20 million shares or \$200 million in any month. Advisors should monitor trading and file initial Form 13H no later than ten days after reaching the threshold level. Advisors are required to amend promptly each quarter if there are any changes to report. The annual filing date is 45 days after the end of each full calendar
- Advisors to ERISA Plans: Disclosure of Reasonable Contract or Arrangement under Section 408(b)(2) to ERISA plan clients. The Department of Labor requires investment advisors and other service providers to provide advance disclosures to ERISA plans concerning their services and compensation, both direct and indirect. Advisors entering new contracts with covered plans must provide the disclosure before the contract is executed. Advisors must disclose any changes to the information in the initial disclosures no later than 60 days after learning of the change.

- TIC Form SLT: (Aggregate Holdings of Long-Term Securities by U.S. and Foreign Residents)

A private fund manager must file Form SLT on behalf of each U.S. entity it manages if, as of the end of a calendar month, the aggregate GAAP fair market value of the following equals or exceeds \$1 billion:

- all partnership interests held by non-U.S. limited partners in its U.S. partnerships, plus
- all investments held by its U.S. partnerships representing less than 10% of the voting securities of a non-U.S. portfolio company, plus
- all long-term debt (more than one-year maturity) held by its U.S. partnerships of a non-U.S. portfolio company.

In general, a private fund manager does not need to report (1) securities held in third-party accounts it manages, (2) co-investments made by its funds' limited partners, or (3) on behalf of any non-U.S. partnerships it manages. For example, if a U.S. resident fund holds \$500 million of foreign long-term securities and a foreign investor holds a \$500 million interest in the U.S. resident fund, a Form SLT reporting obligation would be triggered for the U.S. resident fund (or fund manager). Form SLT must be filed no later than the 23rd calendar day of the month following the report as-of date. Form SLT applies to all U.S.-resident custodians (including U.S.-resident banks), U.S.-resident issuers (such as a U.S. fund), and U.S.-resident end-investors (such as a U.S. investment advisor, whether registered).

Annual Obligations

- **Annual Compliance Review**

It is generally considered a best practice to complete the annual compliance review by the end of the first quarter or early in the second quarter of the year (but not required).

Investment advisors should review their compliance policies, code of ethics, and overall compliance program. Under Rule 206(4)-7 of the Advisers Act of 1940, the annual review should address, at a minimum:

- Conflicts of interest, including discussion of side letters and performance fees
- Portfolio management (including best execution, valuation, and trade allocation practices and procedures)
- Internal violations and changes to policies and procedures
- Code of Ethics and personal trading activities of access persons
- Trading and Investment Restrictions
- Business Continuity/Disaster Recovery
- ERISA (ensure appropriate disclosures have been provided, and testing of ownership percentages of benefit plan investors in funds)
- Advertising and marketing, focusing on the presentation of performance data and ensuring accuracy

- Changes to the firm's business and operations that result in changes to policies and procedures
- Social Media policies and procedures
- Accurate creation and maintenance of required records
- Cybersecurity

• **Privacy Policy Delivery**

Each investment advisor is required to provide its clients with a privacy notice describing the advisor's policies regarding its disclosure of clients' non-public personal information. It must be provided at the time the client relationship is established. The privacy policy generally does not have to be provided on an annual basis unless changes have been made to the policy since the last time it was delivered. Advisors that do not share nonpublic personal information with non-affiliated third parties (other than as permitted under certain enumerated exceptions, e.g., to service providers who perform services on behalf of the financial institution, or as necessary to administer a transaction requested or authorized by an individual) also do not have to deliver the policy annually. Importantly, however, investment advisors and private funds must still provide an initial privacy policy notice to an individual investor at the time of establishing the relationship with the investor, i.e., in subscription documents or other similar offering documents.

The SEC provides a safe harbor for an advisor to meet its disclosure obligations under Regulation S-P by using the SEC's 2011 Model Form. Advisors should review their privacy notice at least annually and consider whether updates are needed in advance of the annual delivery.

• **New Issues Rule – Annual Verification**

Advisors investing in new issues should contact their clients and investors to verify their eligibility to invest in new issues under FINRA Rules 5130 and Rule 5131. An investment advisor that acquires initial public offerings for a fund or separately managed client account must obtain written representation initially and reaffirm every 12 months from the fund or the account's beneficial owner confirming their eligibility status ("restricted" or "non-restricted") to participate in new issues. This annual reaffirmation may be obtained through "negative consent" letters.

• **State Notice Filings/Investment Advisor Representatives**

When taking on clients in a state where the advisor has not previously had any clients or business, the advisor should review that new state's notice and registration requirements to determine whether it needs to make any new notice filings via IARD. Also, the advisor should determine whether any of its personnel need to be registered as "investment advisor representatives" in any state and, if so, register such persons or renew their registrations with the applicable states.

• **Section 16 Filings**

Individuals or entities that beneficially own ten percent of any class of

equity securities registered under Section 12 of the Exchange Act, and officers or directors of the issuers of these securities, may be required to file Forms 3, 4, and 5 regarding their ownership of and transactions in these securities. Form 3 is due ten days after the event an individual becomes a reporting person; Form 4 is due the 2nd business day in which a reporting person trades registered securities of the issuer, and Form 5 is due 45 days after the issuer's fiscal year-end.

Registered investment advisors typically do not need to count shares purchased in the ordinary course of business without the intent to influence or control the issuer toward this ten percent threshold, but private funds may be subject to these requirements, which include the Forms 3, 4 and 5 filings and related prohibitions against short swing profit-taking.

- **Blue Sky Filings/Form D**

Many state securities "blue sky" filings expire periodically and must be renewed. Review blue sky filings for funds to determine whether any updated filings or additional filings are necessary. Form D filings for continuous offerings are required to be amended with the SEC on an annual basis based upon the original Form D file date (i.e., if the initial file date is December 1, 2022, then the annual update will be required to be filed with the SEC by December 1, 2023). Give us a call to learn more about our Blue Sky Services.