



COMPLIANCE WEEKLY

A Publication of Seward & Kissel Regulatory Compliance

FEBRUARY 6, 2024

SKRC Compliance Weekly is a weekly reminder of certain regulatory obligations that may apply to an SEC-registered investment adviser and CFTC-registered commodity pool operator and commodity trading advisor with a December 31 fiscal year-end that advises one or more private funds.

| Obligation | Comment |
|---|---|
| Annual Form CTA-PR (due 2/14/2024). | For 2023. Registered CTAs must file a year-end Form CTA-PR within 45 days of the calendar year end. |
| Annual Form 13H (due 2/14/2024). | Exchange Act Rule 13h-1 requires a “large trader” to identify itself to the SEC and promptly make certain disclosures to the SEC on Form 13H. Following this initial filing of Form 13H, all large traders must make an annual filing within 45 days after the end of each full calendar year (unless they are on Inactive Status or have filed a “Joint Annual and Amended (4th Quarter) Filing” for the prior fourth quarter). |
| Schedule 13G and any amendments (due 2/14/2024). ¹ | <p>Section 13(d) of the Exchange Act generally requires beneficial owners of more than 5% of publicly traded equity securities to file a Schedule 13D. Exchange Act Rule 13d-1(b) allows beneficial owners who meet certain institutional investor criteria and who do not have the purpose or effect of changing or influencing control of the Issuer, to file Schedule 13G within 45 days after the end of the calendar year in lieu of a Schedule 13D. If a beneficial owner’s ownership exceeds 10% of publicly traded equity, the initial Schedule 13G must be filed within 10 days after the last day of the calendar month in which ownership exceeded 10%.</p> <p>Exchange Act Rule 13d-2 requires amendments to previously filed Schedule 13Gs within 45 days after calendar year-end if there are changes as of the end of the calendar year in the reported information (other than those caused by a change in an issuer’s securities outstanding).</p> <p>Exchange Act Rule 13d-1(d) requires any person who, as of the end of any calendar year, is or becomes directly or indirectly the beneficial owner of more than 5% of publicly traded equity and who is not otherwise required to file Schedule 13D to file a Schedule 13G within 45 days after the end of the calendar year (for example, when the relevant shares were acquired prior to registration and certain other conditions are met).</p> <p>¹ Please note that the compliance date for the amended rules with respect to beneficial ownership reporting is September 30, 2024. The amended rules require all amendments to Schedule 13G to be filed within 45 days after the end of the calendar quarter in which the change occurred rather than 45 days after the end of the calendar year. The first reporting date under the amended rules is November 14, 2024.</p> |



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| Form 13F (due 2/14/2024). | Exchange Act Rule 13f-1 requires every institutional investment adviser that exercises investment discretion over accounts holding "Section 13(f) securities" with an aggregate fair market value on the last trading day of any month of any calendar year of at least \$100 million to file Form 13F within 45 days after the last day of such calendar year and within 45 days after the last day of each of the first three calendar quarters of the subsequent calendar year. The list of Section 13(f) securities is available at sec.gov . |

If you have any questions regarding the matters covered herein, please contact any of the attorneys listed below.

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